

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): January 12, 2023

SDCL EDGE Acquisition Corporation
(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction
of incorporation)

001-40980
(Commission
File Number)

98-1583135
(I.R.S. Employer
Identification No.)

60 East 42nd Street, Suite 1100
New York, NY
(Address of principal executive offices)

10165
(Zip Code)

(212) 488-5509
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Units, each consisting of one Class A ordinary share and one-half of one redeemable warrant	SEDA.U	New York Stock Exchange LLC
Class A ordinary shares, par value \$0.0001 per share	SEDA	New York Stock Exchange LLC
Redeemable warrants, each whole warrant exercisable for one Class A ordinary shares at an exercise price of \$11.50	SEDA.WS	New York Stock Exchange LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.01 Notice of Delisting for Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On January 12, 2023, SDCL EDGE Acquisition Corporation (the "Company") received a notification letter (the "Notice") from the New York Stock Exchange (the "NYSE") informing the Company that, because the number of public stockholders is less than 300, the Company is not in compliance with Section 802.01B of the NYSE Listed Company Manual (the "Listing Rule"). The Listing Rule requires the Company to maintain a minimum of 300 public stockholders on a continuous basis.

The Notice specifies that the Company has 45 calendar days to submit a business plan (the "Business Plan") that demonstrates how the Company expects to return to compliance with the Listing Rule within 18 months of receipt of the Notice. The Business Plan will be reviewed by the Listings Operations Committee (the "Committee") of the NYSE. The Committee will either accept the Business Plan, at which time the Company will be subject to quarterly monitoring for compliance with the Business Plan, or the Committee will not accept the Business Plan and the Company will be subject to suspension and delisting procedures.

The Notice and procedures described above have no effect on the listing of the Company's securities at this time. The Company is already working on the Business Plan and believes that the deficiency will be cured and that it will return to compliance with the NYSE's listing standards. The current non-compliance with the NYSE's listing

standards described above does not affect the Company's operations or its efforts to complete a business combination once a suitable target is identified.

The Company's ordinary shares, warrants and units, which trade under the symbols "SEDA," "SEDA.WS" and "SEDA.U," respectively, will continue to be listed and traded on the NYSE during the cure period, subject to the Company's compliance with the NYSE's other applicable continued listing standards, and will bear the indicator "BC" on the consolidated tape to indicate noncompliance with the NYSE's continued listing standards until compliance is regained.

Item 7.01 Regulation FD Disclosure

On January 18, 2023, the Company issued a press release regarding the matters discussed in Item 3.01, a copy of which is attached hereto as Exhibit 99.1.

The information in this Item 7.01 and in Exhibit 99.1 attached hereto is furnished pursuant to the rules and regulation of the SEC and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Information Concerning Forward-Looking Statements

This report includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact included in this report are forward-looking statements. When used in this report, words such as "anticipate," "believe," "estimate," "expect," "intend" and similar expressions, as they relate to us or our management team, identify forward-looking statements. Such forward-looking statements are based on the beliefs of management, as well as assumptions made by, and information currently available to, the Company's management. Actual results could differ materially from those contemplated by the forward-looking statements as a result of the Company's ability to submit a business plan to regain compliance satisfactory to the NYSE; the Company's ability to evidence that it has at least 300 public shareholders; and other risks and uncertainties set forth in the Company's reports filed with the Securities and Exchange Commission (the "SEC"). All subsequent written or oral forward-looking statements attributable to us or persons acting on our behalf are qualified in their entirety by this paragraph. Forward-looking statements are subject to numerous conditions, many of which are beyond the control of the Company, including those set forth in the Risk Factors section of the Company's filings with the SEC. Copies of such filings are available on the SEC's website, www.sec.gov. The Company undertakes no obligation to update these statements for revisions or changes after the date of this release, except as required by law.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are filed with this Form 8-K:

Exhibit No.	Description of Exhibits
99.1	Press release, dated January 18, 2023
104	Cover Page Interactive Data File

1

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SDCL EDGE Acquisition Corporation

Date: January 18, 2023

By: /s/ Ned Davis

Name: Ned Davis

Title: Chief Financial Officer

2

SDCL EDGE Acquisition Corporation Receives Notification from the NYSE of Non-Compliance with the Listing Rule to Maintain a Minimum of 300 Public Stockholders on a Continuous Basis

NEW YORK, NY, January 18, 2023 – SDCL EDGE Acquisition Corporation (the “Company”) announced that, on January 12, 2023, it had received a notification letter (the “Notice”) from the New York Stock Exchange (the “NYSE”) informing the Company that, because the number of public stockholders is less than 300, the Company is not in compliance with Section 802.01B of the NYSE Listed Company Manual (the “Listing Rule”). The Listing Rule requires the Company to maintain a minimum of 300 public stockholders on a continuous basis.

The Notice specifies that the Company has 45 calendar days to submit a business plan (the “Business Plan”) that demonstrates how the Company expects to return to compliance with the Listing Rule within 18 months of receipt of the Notice. The Business Plan will be reviewed by the Listings Operations Committee (the “Committee”) of the NYSE. The Committee will either accept the Business Plan, at which time the Company will be subject to quarterly monitoring for compliance with the Business Plan, or the Committee will not accept the Business Plan and the Company will be subject to suspension and delisting procedures.

The Notice and procedures described above have no effect on the listing of the Company’s securities at this time. The Company is already working on the Business Plan and believes that the deficiency will be cured and that it will return to compliance with the NYSE’s listing standards. The current non-compliance with the NYSE’s listing standards described above does not affect the Company’s operations or its efforts to complete a business combination once a suitable target is identified.

The Company’s ordinary shares, warrants and units, which trade under the symbols “SEDA,” “SEDA.WS” and “SEDA.U,” respectively, will continue to be listed and traded on the NYSE during the cure period, subject to the Company’s compliance with the NYSE’s other applicable continued listing standards, and will bear the indicator “.BC” on the consolidated tape to indicate noncompliance with the NYSE’s continued listing standards until compliance is regained.

About SDCL EDGE Acquisition Corporation

SDCL EDGE Acquisition Corporation is a blank check company formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses. The Company intends to focus on opportunities created by the rapid shift towards energy efficient and decentralized energy solutions for a lower carbon economy and, in particular, for the built environment and transport sectors.

Forward-Looking Statements

This press release includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact included in this press release are forward-looking statements. When used in this press release, words such as “anticipate,” “believe,” “estimate,” “expect,” “intend” and similar expressions, as they relate to us or our management team, identify forward-looking statements. Such forward-looking statements are based on the beliefs of management, as well as assumptions made by, and information currently available to, the Company’s management. Actual results could differ materially from those contemplated by the forward-looking statements as a result of the Company’s ability to submit a business plan to regain compliance satisfactory to the NYSE; the Company’s ability to evidence that it has at least 300 public shareholders; and other risks and uncertainties set forth in the Company’s reports filed with the Securities and Exchange Commission (the “SEC”). All subsequent written or oral forward-looking statements attributable to us or persons acting on our behalf are qualified in their entirety by this paragraph. Forward-looking statements are subject to numerous conditions, many of which are beyond the control of the Company, including those set forth in the Risk Factors section of the Company’s filings with the SEC. Copies of such filings are available on the SEC’s website, www.sec.gov. The Company undertakes no obligation to update these statements for revisions or changes after the date of this release, except as required by law.

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