

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): October 31, 2023 (October 27, 2023)

SDCL EDGE Acquisition Corp
(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 Act:

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 share 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 1.01 Entry into a Material Definitive Agreement.

On October 27, 2023, SDCL EDGE Acquisition Corp (the “Company”) and Continental Stock Transfer & Trust Company (“CST”) entered into an amendment (the “Trust Agreement Amendment”) to the Investment Management Trust Agreement, dated as of October 28, 2021, relating to the Company’s Trust Account to permit CST, as trustee, to effectuate the Company’s instructions to liquidate the U.S. government securities or money market funds previously held in the Trust Account and to subsequently hold such funds in an interest-bearing demand deposit bank account.

The foregoing summary of the Trust Agreement Amendment does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Trust Agreement Amendment filed as Exhibit 10.1 hereto and incorporated herein by reference.

Item 3.03 Material Modification to Rights of Security Holders.

The information disclosed in Item 5.07 of this Current Report on Form 8-K is incorporated by reference into this Item 3.03 to the extent required herein.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The information disclosed in Item 5.07 of this Current Report on Form 8-K under the heading “Proposal 1” is incorporated by reference into this Item 5.03 to the extent required herein.

Item 5.07 Submission of Matters to a Vote of Security Holders.

Extraordinary General Meeting

On October 30, 2023, the Company held an extraordinary general meeting (the “Extraordinary General Meeting”), at which holders of 17,164,852 ordinary shares, comprised of 14,345,520 Class A ordinary shares, par value \$0.0001 per share of the Company (“Class A ordinary shares”), and 2,819,332 Class B ordinary shares, par value \$0.0001 per share of the Company (“Class B ordinary shares,” and together with the Class A ordinary shares, the “ordinary shares”), were present in person or by proxy, representing approximately 68.7% of the voting power of the 24,994,057 issued and outstanding ordinary shares of the Company, comprised of 19,995,246 Class A ordinary shares and 4,998,811 Class B ordinary shares, entitled to vote at the Extraordinary General Meeting at the close of business on September 27, 2023, which was the record date (the “record date”) for the Extraordinary General Meeting. Shareholders of record as of the close of business on the record date are referred to herein as “shareholders.”

In connection with the Extension, a total of 44 shareholders have elected to redeem an aggregate of 6,817,313 Class A ordinary shares, representing approximately 34.1% of the issued and outstanding Class A ordinary shares. As a result, \$72,546,419.86 will be paid out of the Company’s Trust Account in connection with the redemptions, representing a redemption price per Class A ordinary share of approximately \$10.64. A summary of the voting results at the Extraordinary General Meeting for each of the proposals is set forth below.

Proposal 1

The shareholders approved, by special resolution, the proposal to amend the Company’s Amended and Restated Memorandum and Articles of Association (the “Charter”) to extend the date by which the Company must (1) consummate a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses or entities (an “initial business combination”) or (2) (i) cease its operations except for the purpose of winding up if it fails to complete such initial business combination and (ii) redeem all of the Class A ordinary shares included as part of the units sold in the Company’s initial public offering that was consummated on November 2, 2021 (the “IPO”), from November 2, 2023 to March 2, 2024 (the “Extended Date”) and to allow the board of directors of the Company, without another shareholder vote, to elect to further extend the date to consummate an initial business combination after the Extended Date up to four times, by an additional month each time, upon two days’ advance notice prior to the applicable deadline, up to July 2, 2024 (the “Extension Proposal”). The voting results for such proposal were as follows:

For	Against	Abstain	Broker Non-Votes
16,619,547	545,300	5	N/A

On October 30, 2023, to effectuate the Extension, the Company filed with the Cayman Islands Registrar of Companies the amendment to the amended and restated memorandum and articles of association of the company (the “Charter amendment”). The foregoing description of the Charter amendment does not purport to be complete and is qualified in its entirety by the terms of the Charter amendment, a copy of which is attached hereto as Exhibit 3.1 and incorporated herein by reference.

Proposal 2

The proposal to adjourn the Extraordinary General Meeting to a later date or dates, if necessary or convenient, to permit further solicitation and vote of proxies in the event that there were insufficient votes for, or otherwise in connection with, the approval of the Extension Proposal, was not presented at the Extraordinary General Meeting, as the Extension Proposal received a sufficient number of votes required for approval.

Item 7.01 Regulation FD Disclosure.

On October 31, 2023, the Company issued a press release regarding the matters discussed in Item 5.07, 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 regulations of the SEC and shall not be deemed “filed” for purposes of Section 18 of the U.S. 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 U.S. Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	Amendment to Amended and Restated Memorandum and Articles of Association of the Company
10.1	Amendment No. 1 to the Investment Management Trust Agreement, dated as of October 27, 2023, by and between SDCL EDGE Acquisition Corp and Continental Stock Transfer & Trust Company, as trustee.
99.1	Press Release, dated October 31, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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 Corp

Date: October 31, 2023

By: /s/ Ned Davis
Name: Ned Davis
Title: Chief Financial Officer

Registrar of Companies
Government Administration Building
133 Elgin Avenue
George Town
Grand Cayman

SDCL EDGE Acquisition Corporation (ROC # 371727) (the “Company”)

TAKE NOTICE that by the minutes of the extraordinary general meeting of the Company dated 30 October 2023, the following special resolution was passed:

Proposal No. 1

RESOLVED, as a special resolution, that the Memorandum and Articles be amended by amending Article 50.7, by deleting the words:

“In the event that the Company does not consummate a Business Combination within 24 months from the consummation of the IPO, or such later time as the Members may approve in accordance with the Articles, the Company shall.”; and replacing them with the words:

“In the event that the Company does not consummate a Business Combination by (i) March 2, 2024 or (ii) July 2, 2024, in the event that the Directors resolve by resolutions of the board of Directors, to extend the amount of time to complete a Business Combination for up to four (4) times for an additional one (1) month each time after March 2, 2024, or such later time as the Members may approve in accordance with the Articles, the Company shall.”.

/s/ Simeon Dandie

Simeon Dandie
Corporate Administrator
for and on behalf of
Maples Corporate Services Limited

Dated this 30th day of October 2023

AMENDMENT NO. 1 TO INVESTMENT MANAGEMENT TRUST AGREEMENT

THIS AMENDMENT NO. 1 TO THE INVESTMENT MANAGEMENT TRUST AGREEMENT (this "*Amendment*") is made as of October 27, 2023, by and between SDCL EDGE Acquisition Corporation, a Cayman Islands exempted company (the "*Company*"), and Continental Stock Transfer & Trust Company, a New York corporation (the "*Trustee*"). Capitalized terms contained in this Amendment, but not specifically defined in this Amendment, shall have the meanings ascribed to such terms in the Original Agreement (as defined below).

WHEREAS, on November 2, 2021, the Company consummated its initial public offering of units of the Company (the "*Units*"), each of which is composed of one of the Company's Class A ordinary shares, par value \$0.0001 per share (the "*Ordinary Shares*"), and one-half of one redeemable warrant, each whole warrant entitling the holder thereof to purchase one Ordinary Share of the Company (such initial public offering hereinafter referred to as the "*Offering*");

WHEREAS, \$201,951,985 of the gross proceeds of the Offering and sale of the private placement warrants, over-allotment Units and over-allotment warrants were delivered to the Trustee to be deposited and held in the segregated Trust Account located at all times in the United States for the benefit of the Company and the holders of the Ordinary Shares included in the Units issued in the Offering pursuant to the Investment Management Trust Agreement made effective as of October 28, 2021, by and between the Company and the Trustee (the "*Original Agreement*"); and

WHEREAS, the parties desire to amend the Original Agreement to, among other things, reflect the amendment to the Original Agreement contemplated by the Trust Amendment.

NOW, THEREFORE, in consideration of the mutual agreements contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, the parties hereto agree as follows:

1. Amendments to Trust Agreement

(a) Sections 1(c) of the Original Agreement are hereby amended and restated to read in their entirety as follows:

1. Agreements and Covenants of Trustee. The Trustee hereby agrees and covenants to:

(c) In a timely manner, upon the written instruction of the Company, i) hold funds uninvested, ii) hold funds in an interest-bearing bank demand deposit account, or iii) invest and reinvest the Property in solely United States government securities within the meaning of Section 2(a)(16) of the Investment Company Act of 1940, as amended, having a maturity of 185 days or less, or in money market funds meeting the conditions of paragraphs (d)(1), (d)(2), (d)(3) and (d)(4) of Rule 2a-7 promulgated under the Investment Company Act of 1940, as amended (or any successor rule), which invest only in direct U.S. government treasury obligations, as determined by the Company; the Trustee may not invest in any other securities or assets, it being understood that the Trust Account will earn no interest while account funds are uninvested awaiting the Company's instructions hereunder and while invested or uninvested, the Trustee may earn bank credits or other consideration.

2. Miscellaneous Provisions.

(a) Entire Agreement. The Original Agreement, as modified by this Amendment, constitutes the entire understanding of the parties and supersedes all prior agreements, understandings, arrangements, promises and commitments, whether written or oral, express or implied, relating to the subject matter hereof, and all such prior agreements, understandings, arrangements, promises and commitments are hereby canceled and terminated.

Signatures on following page.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date first above written.

CONTINENTAL STOCK TRANSFER AND TRUST COMPANY, as Trustee

By: /s/ Francis Wolf

Name: Francis Wolf

Title: Vice President

SDCL EDGE ACQUISITION CORPORATION

By: /s/ Ned Davis

Name: Ned Davis

Title: Chief Financial Officer

SDCL EDGE Acquisition Corporation Announces Shareholder Approval of Extension of Deadline to Complete Business Combination

NEW YORK, NY, October 31, 2023 – SDCL EDGE Acquisition Corporation (the “Company”) announced today that at a special meeting of the shareholders of the Company held on October 30, 2023, the shareholders have approved the proposal to extend the date by which the Company must (1) consummate an initial business combination or (2) (i) cease its operations except for the purpose of winding up if it fails to complete such initial business combination and (ii) redeem all of the Class A ordinary shares, par value \$0.0001 per share, of the Company (the “Class A Ordinary Shares”) included as part of the units sold in the Company’s initial public offering that was consummated on November 2, 2021 (the “IPO”), from November 2, 2023 to March 2, 2024 (the “Extended Date”) and to allow the board of directors of the Company, without another shareholder vote, to elect to further extend the date to consummate an initial business combination after the Extended Date up to four times, by an additional month each time, upon two days’ advance notice prior to the applicable deadline, up to July 2, 2024 (together with the Extended Date the “Extension”, and such proposal the “Extension Proposal”).

Approximately 96.8% of the votes cast on the Extension Proposal by holders of the Company’s ordinary shares, total votes cast representing approximately 68.7% of the Company’s ordinary shares issued and outstanding, voted to approve the Extension Proposal.

The Company is also pleased to announce that following the Extension, the Company has maintained 65.9% of the capital in its trust account, with 13,177,933 Class A Ordinary Shares remaining in float. Market averages for redemptions post extension are around 75%, and the Company’s lower redemptions represent a standout case in the market.

The purpose of the Extension is to allow the Company more time to complete an initial business combination. The Company, as previously announced, has entered into a non-binding letter of intent with Magnet Joint Venture GmbH (“JV GmbH”), KME SE (“KME”) and The Paragon Fund III GmbH & Co. geschlossene Investment KG (“Paragon”), for a proposed business combination (the “Business Combination”) relating to Cunova GmbH, a wholly-owned subsidiary of JV GmbH (“Cunova”), and certain assets of KME comprising KME’s Aerospace Business (“KME Aerospace” and, together with Cunova, the “Target”). Under the terms of the LOI, KME is expected to hold a majority stake in the post-Business Combination entity whose share capital is expected to be listed on the New York Stock Exchange. The Company anticipates announcing additional details at the time of execution of the definitive agreements (“Definitive Agreements”) for the Business Combination.

The completion of the Business Combination is subject to, among other things, the completion of due diligence, the negotiation of the Definitive Agreements, satisfaction of the conditions negotiated therein, approval of the transaction by the board and shareholders of both the Company and Target, as well as regulatory approvals and other customary conditions. There can be no assurance that Definitive Agreements will be entered into or that the Business Combination will be consummated on the terms or timeframe currently contemplated, or at all.

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.

About Cunova and KME Aerospace

Cunova and KME Aerospace are two specialty metals businesses, producing critical components for the processes of offtakers in the industrials and maritime, and aerospace sectors, respectively. Cunova is a wholly-owned subsidiary of JV GmbH and KME Aerospace is entirely owned by KME. For KME Aerospace, the LOI contemplates that the same will be transferred to Cunova or an affiliate of the post-Business Combination entity prior to the consummation of the Business Combination.

No Offer or Solicitation

This press release shall not constitute a solicitation of a proxy, consent, or authorization with respect to any securities or in respect of the proposed transaction. This press release shall also not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any states or jurisdictions in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of the U.S. Securities Act of 1933, as amended, or an exemption therefrom.

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,” “will,” 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 certain factors detailed in the Company’s filings 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.

Contacts

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