

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): June 28, 2024 (June 27, 2024)

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 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 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 June 27, 2024, SDCL EDGE Acquisition Corporation (the "Company") held an extraordinary general meeting (the "Extraordinary General Meeting"), at which holders of

16,294,427 ordinary shares, comprised of 11,815,162 Class A ordinary shares, par value \$0.0001 per share of the Company (“Class A ordinary shares”), and 4,479,265 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 89.6% of the voting power of the 18,176,744 issued and outstanding ordinary shares of the Company, comprised of 13,177,933 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 June 3, 2024, 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 Proposal the Company received redemption requests for an aggregate of 7,996,024 Class A ordinary shares, representing approximately 60.7% of the issued and outstanding Class A ordinary shares. As a result, \$89,302,173.64 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 \$11.17. 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 July 2, 2024 to August 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 three times, by an additional month each time, upon two days’ advance notice prior to the applicable deadline, up to November 2, 2024 (the “Extension Proposal”). The voting results for such proposal were as follows:

For	Against	Abstain	Broker Non-Votes
14,995,290	1,299,137	0	0

On June 27, 2024, 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 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
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.

Date: June 28, 2024

SDCL EDGE Acquisition Corporation

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 at an Annual General Meeting of the shareholders of the Company dated 27 June 2024, the following special resolution was passed:

THAT, effective immediately, the Amended and Restated Memorandum and Articles of Association of the Company be amended by amending Article 50.7 by deleting 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.": and replacing them with the words:

"In the event that the Company does not consummate a Business Combination by (i) August 2, 2024 or (ii) November 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 three (3) times for an additional one (1) month each time after August 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 27 day of June 2024
