

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): November 4, 2024 (November 1, 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 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 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 7.01 Regulation FD Disclosure.

On November 1, 2024, SDCL EDGE Acquisition Corporation (the “Company”) announced that it would not complete its initial business combination by November 2, 2024, the deadline for the Company to complete its initial business combination. A copy of an announcement by the Company related to such determination is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01 and Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (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.

Item 8.01 Other Events.

Due to the Company not completing a business combination by November 2, 2024, following November 2, 2024, as required by the Company’s Amended and Restated Memorandum and Articles of Association, the Company will as promptly as reasonably possible, but not more than ten business days thereafter, redeem (the “Redemption”) the Company’s issued and outstanding Class A ordinary shares, par value \$0.0001 per share (the “Public Shares”). The Redemption is expected to be completed on November 18, 2024 (the “Expected Redemption Date”). In the Redemption, funds held in the Company’s trust account, less taxes payable and up to \$100,000 of interest to pay dissolution expenses, will be distributed to each holder of Public Shares on a pro rata basis (such amount, the “Redemption Amount”). Based upon the amount held in the trust account as of September 30, 2024, which was approximately \$58,688,796, the Company estimates that the per-share Redemption Amount will be approximately \$11.31. There will be no redemption rights or liquidating distributions with respect to the Company’s warrants, which will expire worthless upon the liquidation of the Company.

The Public Shares, as well as the Company’s publicly traded units and warrants, ceased trading as of the close of business on November 1, 2024. On the Expected Redemption Date, the Public Shares will be deemed cancelled and will represent only the right to receive the Redemption Amount. The Company expects that the New York Stock Exchange will file a Form 25 with the U.S. Securities and Exchange Commission (the “Commission”) to delist the Company’s securities. Thereafter, the Company will file a Form 15 with the Commission to terminate the registration of its securities under the Exchange Act.

Beneficial owners of the Public Shares held in “street name,” will not need to take any action in order to receive their pro rata portion of the Redemption Amount. Holders of registered Public Shares will need to present their respective share certificates to the Company’s transfer agent, Continental Stock Transfer & Trust Company, to receive their pro rata portion of the Redemption Amount.

Forward Looking Statements

This report may include “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 the Company or its 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 SEC. All subsequent written or oral forward-looking statements attributable to the Company or persons acting on its 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 Annual Report on Form 10-K filed with the SEC on April 16, 2024 and Quarterly Report on Form 10-Q filed with the SEC on August 19, 2024, and as those may be further amended and/or supplemented in subsequent 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 report, except as required by law.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description of Exhibits
99.1	Press release, dated November 1, 2024.
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: November 4, 2024

SDCL EDGE Acquisition Corporation

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

SDCL EDGE Acquisition Corp. Announces Redemption of Class A Ordinary Shares

NEW YORK—November 1, 2024—SDCL EDGE Acquisition Corporation (the “Company”) announced today that due to the Company not consummating an initial business combination within the time period required by its amended and restated memorandum and articles of association (the “Charter”), the Board of Directors of the Company has elected to dissolve and liquidate the Company in accordance with the provisions of its Charter.

As stated in the Charter, if 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: (a) cease all operations except for the purpose of winding up, (b) as promptly as reasonably possible but not more than ten business days thereafter, redeem the Class A shares issued as part of the units issued in the initial public offering (“Public Shares”), at a per-share price, payable in cash, equal to the aggregate amount then on deposit in the Company’s trust account (the “Trust Account”) held with Continental Stock Transfer & Trust Company (“Continental”), including interest earned on the funds held in the Trust Account and not previously released to the Company (less taxes payable and up to \$100,000 of interest to pay dissolution expenses), divided by the number of then Public Shares in issue, which redemption will completely extinguish public shareholders’ rights as shareholders (including the right to receive further liquidation distributions, if any); and (c) as promptly as reasonably possible following such redemption, subject to the approval of the Company’s remaining shareholders and the Directors, liquidate and dissolve, subject in each case to its obligations under Cayman Islands law to provide for claims of creditors and other requirements of applicable law.

Net of taxes and dissolution expenses, the per-share redemption price for the Public Shares is expected to be approximately \$11.31 (the “Redemption Amount”) based upon the amount held in the trust account as of September 30, 2024, which was approximately \$58,688,796.

The Company anticipates that the Public Shares, as well as the Company's publicly traded units, will cease trading as of the close of business on November 1, 2024. After November 1, 2024, the Company shall cease all operations except for those required to redeem the Public Shares and wind up the Company's business. The redemption of the Public Shares is expected to be completed within ten business days after November 2, 2024, by November 18, 2024 (the "Expected Redemption Date"). As of the Expected Redemption Date, the Public Shares will be deemed cancelled and will represent only the right to receive the Redemption Amount.

There will be no redemption rights or liquidating distributions with respect to the Company's warrants, which will expire worthless. The Company's initial shareholders waived their redemption rights with respect to the outstanding Class B ordinary shares issued prior to the Company's initial public offering.

In order to provide for the disbursement of funds from the Trust Account, the Company will instruct Continental to take all necessary actions to liquidate the Trust Account. Registered holders may redeem their shares for their pro rata portion of the proceeds of the Trust Account upon presentation of their respective share or unit certificates or other delivery of their shares or units to Continental, the Company's transfer agent. Beneficial owners of Public Shares held in "street name," however, will not need to take any action in order to receive the Redemption Amount.

The Company expects that The New York Stock Exchange will file a Form 25 with the U.S. Securities and Exchange Commission (the "SEC") to delist its securities. The Company thereafter expects to file a Form 15 with the SEC to terminate the registration of its securities under the Securities Exchange Act of 1934, as amended.

About SDCL EDGE Acquisition Corp.

SEDA is a special purpose acquisition 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. We have not selected any business combination target and therefore in accordance with our Charter, we will proceed with the dissolution and liquidation of the Company. For more information above SEDA, please visit <https://www.sdcledge.com>. The information contained on, or that may be accessed through, the websites referenced in this press release is not incorporated by reference into, and is not a part of, this press release.

Investor and Media Contacts

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Forward-Looking Statements

Certain statements contained in this press release and certain materials the Company files with the SEC, as well as information included in oral statements or other written statements made or to be made by the Company, other than statements of historical fact, are 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. Such forward-looking statements speak only as of the date of this press release. These forward-looking statements are based on management's current expectations, assumptions and beliefs regarding future events and are based on currently available information as to the outcome and timing of future events, certain of which are beyond the Company's control, and actual results may differ materially depending on a variety of important factors. These factors include, but are not limited to, a variety of risk factors affecting the Company's business and prospects disclosed in the Company's annual, quarterly reports and subsequent reports filed with the SEC, as amended from time to time. Any or all of these occurrences could cause actual results to differ from those in the forward-looking statements, and the Company does not undertake to update the forward-looking statements to reflect the impact of circumstances or events that may arise after the date of the forward-looking statements.
