

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): **July 20, 2023 (July 20, 2023)**

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

Delaware
(State or other jurisdiction
of incorporation)

001-41238
(Commission
File Number)

87-2165133
(I.R.S. Employer
Identification No.)

99 Wall Street, Suite 460
New York, New York
(Address of principal executive offices)

10005
(Zip Code)

(301) 613-8632
(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 Act:

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

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

At the special meeting of the stockholders of KnightSwan Acquisition Corporation (the “Company”) held on July 20, 2023 (the “Special Meeting”), stockholders of the Company approved an amendment to the Company’s amended and restated certificate of incorporation (the “Charter”) to extend the date by which the Company has to consummate a business combination from July 25, 2023 to July 25, 2024 (or such earlier date as determined by the Company’s board of directors) (the “Charter Amendment”).

The Company filed the Charter Amendment with the Secretary of State of the State of Delaware on July 20, 2023. The foregoing description of the Charter Amendment does not purport to be complete and is qualified in its entirety by reference to Exhibit 3.1 which is incorporated herein by reference.

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

At the Special Meeting, a total of 21,687,826 (75.44%) shares of the Company’s issued and outstanding common stock (the “Common Stock”) held of record at the close of business on June 30, 2023, the record date for the Special Meeting, were represented by proxy, which constituted a quorum.

The stockholders of the Company (the “Stockholders”) voted on the proposal to adopt the Charter Amendment, which is described in more detail in the definitive proxy statement of the Company filed with the Securities and Exchange Commission (the “SEC”) on July 6, 2023 (the “Proxy Statement”).

The final voting results for the Charter Amendment were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
20,874,260	813,566	0

As there were sufficient votes to approve the Charter Amendment, the “Adjournment Proposal” described in the Proxy Statement was not presented to the Stockholders.

The Company filed the Charter Amendment with the Secretary of State of the State of Delaware on July 20, 2023.

Item 8.01. Other Events.

The information disclosed under Item 5.03 and Item 5.07 of this Current Report is incorporated by reference into this Item 8.01 to the extent required herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

Exhibit No.	Description of Exhibits
3.1	Certificate of Amendment to the Company's Amended and Restated Certificate of Incorporation
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.

KNIGHTSWAN ACQUISITION CORPORATION

Date: July 20, 2023

By: /s/ Matthew McElroy
Name: Matthew McElroy
Title: Chief Financial Officer

**CERTIFICATE OF AMENDMENT TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
KNIGHTSWAN ACQUISITION CORPORATION**

Pursuant to Section 242 of the Delaware General Corporation Law

1. The undersigned, being a duly authorized officer of **KNIGHTSWAN ACQUISITION CORPORATION** (the “Corporation”), a corporation existing under the laws of the State of Delaware, does hereby certify as follows:
2. The name of the Corporation is KnightSwan Acquisition Corporation.
3. The Corporation’s Certificate of Incorporation was filed in the office of the Secretary of State of the State of Delaware on August 13, 2021, and an Amended and Restated Certificate of Incorporation was filed in the office of the Secretary of State of the State of Delaware on January 20, 2022.
4. This Amendment to the Amended and Restated Certificate of Incorporation amends the Amended and Restated Certificate of Incorporation of the Corporation.
5. This Amendment to the Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware (the “DGCL”).
6. The text of Section 9.1(b) of Article IX is hereby amended and restated to read in full as follows:

Immediately after the Offering, a portion of the net offering proceeds received by the Corporation in the Offering (including the proceeds of any exercise of the underwriters’ option to purchase additional units) and certain other amounts specified in the Corporation’s registration statement on Form S-1, as amended (the “**Registration Statement**”), shall be deposited into a trust account (the “**Trust Account**”), established for the benefit of the Public Stockholders (as defined below) pursuant to a trust agreement described in the Registration Statement. Except for the amounts withdrawn as described in the Registration Statement (“**Permitted Withdrawals**”), none of the funds held in the Trust Account (including the interest earned on the funds held in the Trust Account) will be released from the Trust Account until the earliest to occur of (i) the completion of the initial Business Combination, (ii) the redemption of one-hundred percent (100%) of the Offering Shares (as defined below) if the Corporation is unable to complete its initial Business Combination by July 25, 2024 (or such earlier date as determined by the Board) (the “**Completion Window**”) or (iii) the redemption of shares in connection with a vote seeking to amend any provisions of this Amended and Restated Certificate as described in Section 9.7. Holders of shares of the Common Stock included as part of the units sold in the Offering (the “**Offering Shares**”) (whether such Offering Shares were purchased in the Offering or in the secondary market following the Offering and whether or not such holders are affiliates or officers or directors of the Corporation, or affiliates of any of the foregoing) are referred to herein as “**Public Stockholders**.”

IN WITNESS WHEREOF, I have signed this Amendment to the Amended and Restated Certificate of Incorporation this 20th day of July, 2023.

KNIGHTSWAN ACQUISITION CORPORATION

By: /s/ Matt McElroy
Name: Matt McElroy
Title: Chief Financial Officer
