

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): February 16, 2024

Ault Disruptive Technologies Corporation
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-41171
(Commission File Number)

86-2279256
(IRS Employer Identification No.)

11411 Southern Highlands Parkway, Suite 240, Las Vegas, Nevada 89141
(Address of principal executive offices) (Zip Code)

(949) 444-5464
(Registrant's telephone number, including area code)

N/A
(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 210.14d-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 Common Stock, par value \$0.001 per share and three-fourths of one Redeemable Warrant to purchase one share of Common Stock	ADRTU	NYSE American LLC
Common Stock, par value \$0.001 per share	ADRT	NYSE American LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR § 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR § 240.12b-2).

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.

The information included in Item 5.07 is incorporated by reference in this item to the extent required.

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

On February 15, 2024, Ault Disruptive Technologies Corporation (the “**Company**”) held a special meeting of stockholders (the “**Special Meeting**”). At the Special Meeting, the Company’s stockholders approved a proposal amending the Company’s Amended and Restated Certificate of Incorporation (the “**Charter Amendment**”) to extend the date by which the Company must complete a merger, share exchange, asset acquisition, stock purchase, recapitalization, reorganization or similar business combination involving the Company and one or more businesses from February 20, 2024 to December 20, 2024 (the “**Extension Amendment Proposal**”).

Holders of 2,905,700 shares of common stock of the Company, par value \$0.001 per share (“**Common Stock**”), held of record as of January 9, 2024, the record date for the Special Meeting, were present in person or by proxy at the meeting, representing approximately 94.84% of the voting power of the Common Stock as of the record date for the Special Meeting, and constituting a quorum for the transaction of business.

The voting results for the proposals were as follows:

Proposal No. 1: The Extension Amendment Proposal

For	Against	Abstain
2,883,626	22,015	59

Proposal No. 2: The Adjournment Proposal

For	Against	Abstain
2,883,626	22,015	59

Although the Adjournment Proposal received sufficient votes to be approved, no motion to adjourn was made because the adjournment of the Special Meeting was determined not to be necessary or appropriate.

In addition, on February 15, 2024, the Company filed the Charter Amendment with the Secretary of State of the State of Delaware. A copy of the Charter Amendment is attached hereto as Exhibit 3.1.

Item 8.01. Other Events.

On February 16, 2024, the Company issued a press release announcing that (i) the stockholders have approved the Extension Amendment Proposal and (ii) the Company will allow stockholders that elected by 5:00 p.m. Eastern Time on February 13, 2024 to redeem their Common Stock in connection with the Special Meeting, to reverse their redemption requests by sending a DTC DWAC (Deposit/Withdrawal At Custodian) request to the Company's transfer agent, Continental Stock & Transfer Company by 4:15 p.m. Eastern Time, on Tuesday, February 20, 2024.

The press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation.
99.1	Press Release Issued February 16, 2024.
101	Pursuant to Rule 406 of Regulation S-T, the cover page is formatted in Inline XBRL (Inline eXtensible Business Reporting Language).
104	Cover Page Interactive Data File (embedded within the Inline XBRL document and included in Exhibit 101).

SIGNATURES

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.

Dated: February 16, 2024

AULT DISRUPTIVE TECHNOLOGIES CORPORATION

By: /s/ Henry Nisser

Name: Henry Nisser

Title: President and General Counsel

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF AMENDMENT OF "AULT DISRUPTIVE
TECHNOLOGIES CORPORATION", FILED IN THIS OFFICE ON THE
FIFTEENTH DAY OF FEBRUARY, A.D. 2024, AT 4:55 O'CLOCK P.M.



5204193 8100
SR# 20240528523

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202820632
Date: 02-15-24

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
AULT DISRUPTIVE TECHNOLOGIES CORPORATION**

February 15, 2024

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:55 PM 02/15/2024
FILED 04:55 PM 02/15/2024
SR 20240528523 - File Number 5204193

Ault Disruptive Technologies Corporation (the "*Corporation*"), a corporation organized and existing under the laws of the State of Delaware, does hereby certify:

1. The name of the corporation is: **Ault Disruptive Technologies Corporation**.
2. The original certificate of incorporation of the Corporation was filed with the Secretary of State of Delaware on February 22, 2021. An amended and restated certificate of incorporation was filed with the Secretary of State of the State of Delaware on December 15, 2021, which was subsequently amended by a certificate of amendment to the amended and restated certificate of incorporation dated June 15, 2023 (the "*A&R Certificate of Incorporation*").
3. This Certificate of Amendment to the Amended and Restated Certificate of Incorporation (the "*Amendment*") was duly proposed, adopted and approved by the Corporation's board of directors and by the affirmative vote of holders of 65% of the Corporation's outstanding common stock entitled to vote in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.
4. This Amendment shall become effective on the date of filing with the Secretary of State of the State of Delaware.
5. Section 9.1(b) of Article IX of the A&R Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

"(b) Immediately after the Offering, a certain amount of the net offering proceeds received by the Corporation in the Offering (including the proceeds of any exercise of the underwriters' over-allotment option) and certain other amounts specified in the Corporation's registration statement on Form S-1, as initially filed with the U.S. Securities and Exchange Commission (the "SEC") on November 5, 2021 (as amended or supplemented, the "Registration Statement"), shall be deposited in 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 withdrawal of interest to pay taxes (less up to \$50,000 interest to pay dissolution expenses), 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 consummation of the initial Business Combination, (ii) the redemption of 100% of the Offering Shares (as defined below) if the Corporation is unable to complete its initial Business Combination by December 20, 2024 (or, if the Office of the Delaware Division of Corporations shall not be open for business (including filing of corporate documents) on such date the next date upon which the Office of the Delaware Division of Corporations shall be open (or such later date pursuant to the extension set forth under Section 9.1(c), the "Deadline Date")) and (iii) the redemption of shares in connection with a vote seeking (a) to modify the substance or timing of the Corporation's obligation to provide for the redemption of the Offering Shares in connection with an initial Business Combination or amendments to this Amended and Restated Certificate prior thereto or to redeem 100% of such shares if the Corporation has not consummated an initial Business Combination by the Deadline Date or (b) with respect to any other provisions relating to stockholders' rights or pre-initial Business Combination activity (as described in Section 9.7). Holders of shares of 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 Ault Disruptive Technologies Company, LLC (the "Sponsor") or officers or directors of

the Corporation, or affiliates of any of the foregoing) are referred to herein as "Public Stockholders.""

6. Section 9.1(c) of Article IX of the A&R Certificate of Incorporation is hereby amended by deleting Section 9.1(c) in its entirety.

7. All other provisions of the A&R Certificate of Incorporation shall remain in full force and effect.

[Signature Page Follows]

IN WITNESS WHEREOF, Ault Disruptive Technologies Corporation has caused this Certificate of Amendment to be duly executed in its name and on its behalf by an authorized officer as of the first date set forth above.

**AULT DISRUPTIVE TECHNOLOGIES
CORPORATION**

By: _____

Name: Henry Nisser

Title: President and General Counsel



Ault Disruptive Technologies Announces Offer of Reverse Redemptions in Connection with Vote to Extend Period to Consummate its Initial Business Combination

Las Vegas, NV – (Business Newswire – February 16, 2024) – Ault Disruptive Technologies Corporation, a special purpose acquisition company (the “**Company**”), today announced that it will allow those holders of shares of the Company's common stock originally sold as part of the units issued in its initial public offering that elected by 5:00 p.m. Eastern Time on February 13, 2024 to redeem their common stock in connection with the special meeting of stockholders held yesterday at 12:00 p.m. Eastern time (the “**Special Meeting**”), to reverse their redemption requests by sending a DTC DWAC (Deposit/Withdrawal At Custodian) request to the Company's transfer agent, Continental Stock & Transfer Company by 4:15 p.m. Eastern Time, Tuesday, February 20, 2024.

The Company proposed yesterday at the Special Meeting, to amend the Company's amended and restated certificate of incorporation to extend the date by which the Company must complete a merger, share exchange, asset acquisition, stock purchase, recapitalization, reorganization or similar business combination involving the Company and one or more businesses from February 20, 2024 to December 20, 2024 (the “**Extension Amendment Proposal**”). The Extension Amendment Proposal was approved.

In connection with the Special Meeting, the Company received requests to redeem 121,695 shares from its public stockholders. The per-share pro rata portion of the trust account on February 15, 2024 was approximately \$11.72, excluding any taxes due or paid but not yet reimbursed by the trust. There are 2,942,180 non-redeemed shares remaining at the time of this press release, of which 2,875,000 are held by the Company's sponsor Ault Disruptive Technologies Company, LLC.

About Ault Disruptive Technologies Corporation

Ault Disruptive Technologies Corporation, a Delaware corporation, is a blank check company incorporated in February 2021 whose business purpose is to effect a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses, which we refer to as our initial business combination.

While we may pursue an initial business combination opportunity in any business, industry, sector or geographical location, we intend to focus on opportunities to acquire companies with innovative and emerging technologies, products or services that have the potential to transform major industries and radically impact society. We intend to acquire a target business or businesses with disruptive technologies that our management team believes can achieve mainstream adoption and create opportunities for long-term appreciation in value.

Forward-Looking Statements

This press release contains statements that constitute "forward-looking statements." 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. Copies 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

Redemption Contact

Continental Stock & Transfer Company SPAC Redemption Team
spacredemptions@continentalstock.com

Ault Disruptive Technologies Corporation

ir@aultdisruptive.com
