

**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 16, 2023

**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 June 15, 2023, Ault Disruptive Technologies Corporation (the “Company”) held a special meeting of stockholders (the “Special Meeting”). At the Special Meeting, the Company’s stockholders approved two proposals amending the Company’s Amended and Restated Certificate of Incorporation (the “Charter Amendment”) to (i) 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 (a “Business Combination”) from June 20, 2023 to September 20, 2023 (the “Termination Date”) and to allow the Company, without another stockholder vote, to elect to extend the Termination Date to consummate a Business Combination on a monthly basis up to five times by an additional one month each time after September 20, 2023, upon the request by Ault Disruptive Technologies Company, LLC (the “Sponsor”), and approval by the Company’s board of directors until February 20, 2024 or a total of up to eight months, unless the closing of a Business Combination shall have occurred prior thereto (the “Extension Amendment”) and (ii) delete (a) the limitation that the Company shall not consummate a Business Combination if it would cause the Company’s net tangible assets (as determined in accordance with Rule 3a51-1(g)(1) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) (or any successor rule)) to be less than \$5,000,0001 following such redemptions and (b) the limitation that the Company shall not redeem public shares that would cause the Company’s net tangible assets to be less than \$5,000,001 following such redemptions. (the “Redemption Limitation Amendment”).

Holders of 11,754,829 shares of common stock of the Company, par value \$0.001 per share (“Common Stock”), held of record as of May 15, 2023, the record date for the Special Meeting, were present in person or by proxy at the meeting, representing approximately 81.77% 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

<b>For</b>	<b>Against</b>	<b>Abstain</b>
10,582,278	1,172,551	0

Proposal No. 2: Redemption Limitation Amendment Proposal

<b>For</b>	<b>Against</b>	<b>Abstain</b>
10,582,278	1,172,551	0

Proposal No. 3: The Adjournment Proposal

<b>For</b>	<b>Against</b>	<b>Abstain</b>
10,582,278	1,172,551	0

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 June 15, 2023, 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.

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**Item 8.01. Other Events.**

Additionally, in connection with the implementation of the Extension Amendment, the Company's public stockholders elected to redeem 11,353,225 shares of Common Stock at a redemption price of approximately \$10.61 per share (without giving effect to any interest that may be withdrawn to pay taxes), for an aggregate redemption amount of approximately \$120,510,705.46 (the "Redemption"). After the satisfaction of the Redemption (without giving effect to any interest that may be withdrawn to pay taxes), the balance in the trust account will be approximately \$1,557,967.85.

Upon completion of the Redemption, 3,021,775 shares of Common Stock will remain issued and outstanding, of which 2,875,000 shares are held by the Sponsor.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
3.1	<a href="#">Amendment to Amended and Restated Certificate of Incorporation</a>
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).

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**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: June 16, 2023

**AULT DISRUPTIVE TECHNOLOGIES CORPORATION**

By: /s/ Henry Nisser

Name: Henry Nisser

Title: President and General Counsel

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

June 15, 2023

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, and amended and restated and filed with the Secretary of State of the State of Delaware on December 15, 2021 (as amended and restated, the “*Certificate of Incorporation*”).
3. This Certificate of Amendment to the 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 Sections 242 and 245 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 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 September 20, 2023 (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.”

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6. Section 9.1 of Article IX of the Certificate of Incorporation is hereby amended to add the following as Section 9.1(c):

“(c) In the event that the Corporation has not consummated an initial Business Combination by September 20, 2023, upon the Sponsor’s request and approval by the Corporation’s Board, the Corporation may extend the period of time to consummate an initial Business Combination up to five times after September 20, 2023, each by one additional month, for an aggregate of five additional months.”

7. Section 9.2(a) of Article IX of the Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

“(a) Prior to the consummation of the initial Business Combination, the Corporation shall provide all holders of Offering Shares with the opportunity to have their Offering Shares redeemed upon the consummation of the initial Business Combination pursuant to, and subject to the limitations of, Sections 9.2(b) and 9.2(c) (such rights of such holders to have their Offering Shares redeemed pursuant to such Sections, the “Redemption Rights”) hereof for cash equal to the applicable redemption price per share determined in accordance with Section 9.2(b) hereof (the “Redemption Price”). Notwithstanding anything to the contrary contained in this Amended and Restated Certificate, there shall be no Redemption Rights or liquidating distributions with respect to any warrant issued pursuant to the Offering.”

8. Section 9.2(b) of Article IX of the Certificate of Incorporation is hereby amended such that the first instance of “the Exchange Act” is replaced with “the Securities Exchange Act of 1934, as amended (the “Exchange Act”)”.

9. Section 9.2(e) of Article IX of the Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

“(e) If the Corporation offers to redeem the Offering Shares in conjunction with a stockholder vote on an initial Business Combination, the Corporation shall consummate the proposed initial Business Combination only if such initial Business Combination is approved by the affirmative vote of the holders of a majority of the shares of the Common Stock that are voted at a stockholder meeting held to consider such initial Business Combination.”

10. Section 9.2(f) of Article IX of the Certificate of Incorporation is hereby amended by deleting Section 9.2(f) in its entirety.

11. Section 9.7 of Article IX of the Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

“Section 9.7 Additional Redemption Rights. If, in accordance with Section 9.1(a), any amendment is made to Section 9.2(d) to modify (i) the substance or timing of the ability of Public Stockholders to seek redemption in connection with an initial Business Combination or amendments to this Amended and Restated Certificate prior thereto or the Corporation’s obligation to redeem 100% of the Offering Shares if the Corporation has not consummated an initial Business Combination by the Deadline Date or (ii) with respect to any other provisions of this Amended and Restated Certificate relating to stockholders’ rights or pre-initial Business Combination activity, the Public Stockholders shall be provided with the opportunity to redeem their Offering Shares upon the approval of any such amendment, at a per-share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest not previously released to the Corporation to pay its taxes, divided by the number of then outstanding Offering Shares.”

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12. All other provisions of the Certificate of Incorporation shall remain in full force and effect.

**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: /s/ Henry Nisser

Name: Henry Nisser

Title: President and General Counsel

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