

**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): December 14, 2023**

**ATLANTIC COASTAL ACQUISITION CORP. II**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-41224**  
(Commission  
File Number)

**87-1013956**  
(I.R.S. Employer  
Identification No.)

**6 St Johns Lane, Floor 5**  
**New York, NY**  
(Address of principal executive offices)

**10013**  
(Zip Code)

**(248) 890-7200**  
(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 obligations of the registrant under any of the following provisions (see General Instruction A.2. below):

- 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:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
Units, each consisting of one share of Series A common stock, \$0.0001 par value, and one-half of one redeemable warrant	ACABU	The Nasdaq Stock Market LLC
Shares of Series A common stock included as part of the units	ACAB	The Nasdaq Stock Market LLC
Warrants included as part of the units, each whole warrant exercisable for one share of Series A common stock at an exercise price of \$11.50	ACABW	The Nasdaq Stock Market 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 8.01 Other Events.**

On December 1, 2023, Atlantic Coastal Acquisition Corp. II (the “Company”) filed a definitive proxy statement on Schedule 14A (the “Proxy Statement”) with the Securities and Exchange Commission (the “SEC”) for a special meeting (the “Special Meeting”) of stockholders of the Company (the “Stockholders”) to be held at 3:00 p.m. Eastern Time on December 15, 2023. The purpose of the Special Meeting is for the Stockholders to consider and vote on a proposal to amend the Company’s amended and restated certificate of incorporation, as amended, to extend the date by which the Company must consummate a business combination, cease its operations, or redeem its public stock (the “Termination Date”). The Proxy Statement contained typographical errors with respect to (i) the proposed extension to the Termination Date (the “Extended Date”) and (ii) the number of additional monthly extensions to the Extended Date that the Company’s board of directors (the “Board”) may approve without another stockholder vote (each such extension, an “Additional Charter Extension Date”).

On December 14, 2023, the Company filed additional proxy materials on Schedule 14A (the “Additional Proxy Materials”) with the SEC to correct the typographical errors in the Proxy Statement and supplement the disclosures therein. Specifically, the Additional Proxy Materials clarify that (i) March 19, 2024 is the Extended Date, and (ii) the Board may approve up to six Additional Charter Extension Dates such that the latest Additional Charter Extension Date is September 19, 2024.

The foregoing description of the Additional Proxy Materials is qualified in its entirety by reference to the full text of the Additional Proxy Materials, a copy of which is included as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Additional Proxy Materials</a>
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.

Dated: December 14, 2023

**ATLANTIC COASTAL ACQUISITION CORP. II**

By: /s/ Shahraab Ahmad  
Shahraab Ahmad  
Chief Executive Officer

**ATLANTIC COASTAL ACQUISITION CORP. II****6 St Johns Lane, Floor 5  
New York, NY 10013****SUPPLEMENT TO PROXY STATEMENT FOR  
THE SPECIAL MEETING OF STOCKHOLDERS  
To Be Held December 15, 2023****Explanatory Note**

On December 1, 2023, Atlantic Coastal Acquisition Corp. II, which we refer to as “we,” “us,” “our,” “ACAB” or the “Company,” filed a definitive proxy statement, which we refer to as the “Proxy Statement,” for a special meeting, which we refer to as the “Special Meeting,” of stockholders of the Company to be held at 3:00 p.m. Eastern Time on December 15, 2023. This supplement, which we refer to as this “Supplement,” to the Proxy Statement supplements the Proxy Statement as filed and should be read in conjunction with the Proxy Statement and any other additional proxy materials we have filed.

The purpose of this Supplement is to correct typographical errors with respect to (i) the proposed extension to the date by which we must consummate a business combination, cease our operations, or redeem our public stock, which we refer to as the “Extended Date;” and (ii) the number of additional monthly extensions to the Extended Date that our board of directors, which we refer to as the “Board,” may approve without another stockholder vote, each of which we refer to as an “Additional Charter Extension Date.” The Extended Date is March 19, 2024, and the Board may approve up to six Additional Charter Extension Dates such that latest possible Additional Charter Extension Date is September 19, 2024.

THIS SUPPLEMENT SHOULD BE READ IN CONJUNCTION WITH THE PROXY STATEMENT.

EXCEPT AS SPECIFICALLY SUPPLEMENTED BY THE INFORMATION CONTAINED HEREIN, THIS SUPPLEMENT DOES NOT MODIFY ANY OTHER INFORMATION SET FORTH IN THE PROXY STATEMENT.

This Supplement supplements and updates the disclosures in the Proxy Statement as follows:

- All references in the Proxy Statement to “February 19, 2024” are replaced with “March 19, 2024,” and all references in the Proxy Statement to “August 19, 2024” are replaced with “September 19, 2024.”
- For the avoidance of doubt, the foregoing updates apply to the proxy card included in the Proxy Statement, which we refer to as the “Proxy Card.” The entirety of the revised Proxy Card is reproduced below:

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**ATLANTIC COASTAL ACQUISITION CORP. II****6 St Johns Lane, Floor 5  
New York, NY 10013****SPECIAL MEETING OF STOCKHOLDERS****December 15, 2023*****YOUR VOTE IS IMPORTANT***

**THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS  
FOR THE SPECIAL MEETING OF STOCKHOLDERS TO BE HELD ON DECEMBER 15, 2023**

The undersigned, revoking any previous proxies relating to these shares, hereby acknowledges receipt of the Notice and Proxy Statement, dated December 1, 2023, in connection with the special meeting to be held at 3:00 p.m. Eastern Time on December 15, 2023 as a virtual meeting (the “Special Meeting”) for the sole purpose of considering and voting upon the following proposals, and hereby appoints Shahraab Ahmad and Jason Chryssicas (with full power to act alone), the attorneys and proxies of the undersigned, with full power of substitution to each, to vote all shares of the common stock of the Company registered in the name provided, which the undersigned is entitled to vote at the Special Meeting and at any adjournments thereof, with all the powers the undersigned would have if personally present. Without limiting the general authorization hereby given, said proxies are, and each of them is, instructed to vote or act as follows on the proposals set forth in the accompanying Proxy Statement.

**THIS PROXY, WHEN EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED “FOR” THE CHARTER AMENDMENT PROPOSAL (PROPOSAL 1), AND “FOR” THE ADJOURNMENT PROPOSAL (PROPOSAL 2), IF PRESENTED.**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” ALL PROPOSALS.**

Important Notice Regarding the Availability of Proxy Materials for the Special Meeting of Stockholders to be held on December 15, 2023: This notice of meeting and the accompanying proxy statement are available at <https://www.cstproxy.com/atlanticcoastalacquisitionii/sm2023>.

**Proposal 1 — Charter Amendment Proposal**

**FOR      AGAINST      ABSTAIN**

Amend the Company’s amended and restated certificate of incorporation as amended by the first amendment to the amended and restated certificate of incorporation to extend the date (the “Termination Date”) by which the Company has to complete a business combination from December 19, 2023 (the “Original Termination Date”) to March 19, 2024 (the “Extended Date) or such earlier date as determined by the Board of Directors and to allow the Company, without another vote, to elect to extend the Termination Date to consummate an initial business combination on a monthly basis for up to six times by an additional one month each time after the Extended Date, by resolution of the Company’s board of directors, if requested by Atlantic Coastal Acquisition Management II LLC, a Delaware limited liability company, and upon five days’ advance notice prior to the applicable Termination Date, until September 19, 2024 or a total of up to nine months after the Original Termination Date which we refer to as the “Charter Amendment Proposal.”

                                          

**Proposal 2 — Adjournment Proposal**

**FOR      AGAINST      ABSTAIN**

Approve the adjournment of the Special Meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies in the event that there are insufficient votes for, or otherwise in connection with, the approval of the Charter Amendment Proposal, which we refer to as the “Adjournment Proposal.”

Dated: \_\_\_\_\_, 2023

\_\_\_\_\_  
Stockholder's Signature

\_\_\_\_\_  
(Stockholder's Signature if held Jointly)

Signature should agree with name printed hereon. If stock is held in the name of more than one person, EACH joint owner should sign. Executors, administrators, trustees, guardians, and attorneys should indicate the capacity in which they sign. Attorneys should submit powers of attorney.

**PLEASE SIGN, DATE AND RETURN THE PROXY IN THE ENVELOPE ENCLOSED TO CONTINENTAL STOCK TRANSFER & TRUST COMPANY. THIS PROXY WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED "FOR" THE PROPOSAL SET FORTH IN PROPOSAL 1, AND "FOR" THE PROPOSAL SET FORTH IN PROPOSAL 2, IF SUCH PROPOSAL IS PRESENTED AT THE SPECIAL MEETING. THIS PROXY WILL REVOKE ALL PRIOR PROXIES SIGNED BY YOU.**

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Other than the changes described in this Supplement, the terms in the Proxy Statement remain as described.

### **Important Information**

There are no changes to the proposals to be acted upon at the Special Meeting, which are described in the Proxy Statement, or the proxy card you previously received. Except as amended or supplemented by the information contained in this Supplement, all information set forth in the Proxy Statement continues to apply and should be considered in voting your shares.

This Supplement and the Proxy Statement are available on the SEC's website at [www.sec.gov](http://www.sec.gov).

Whether or not you intend to be present at the Special Meeting of Stockholders, we urge you to vote or submit your proxy promptly.