

**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 9, 2024**

Abpro Holdings, Inc.

(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.)

**68 Cummings Park Drive
Woburn, MA**

(Address of principal executive offices)

01801

(Zip Code)

1-800-396-5890

(Registrant's telephone number, including area code)

**Atlantic Coastal Acquisition Corp. II
6 St Johns Lane, Floor 5
New York, NY 10013**

(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
Shares of Common Stock, par value \$0.0001 per share	ABP	The Nasdaq Stock Market LLC
Warrants, each whole warrant exercisable for one share of Common Stock at an exercise price of \$11.50	ABPWW	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 4.01 Change in Registrant’s Certifying Accountant.

Effective December 9, 2024, Abpro Holdings, Inc. (the “Company”) dismissed Marcum LLP (“Marcum”) as its independent registered public accounting firm. On December 9, 2024, the Company engaged Wolf & Company, P.C. (“Wolf”) as Marcum’s replacement. The decision to change independent registered public accounting firms was made with the recommendation and approval of the Audit Committee of the Company.

Marcum’s audit reports on the Company’s consolidated financial statements as of and for the fiscal years ended December 31, 2023 and December 31, 2022 did not contain an adverse opinion or a disclaimer of opinion and were not qualified or modified as to audit scope or accounting principles, except that such reports expressed substantial doubt regarding the Company’s ability to continue as a going concern.

During the fiscal years ended December 31, 2023 and 2022, and the subsequent interim period through the date of this report, there were no disagreements, as that term is defined in Item 304(a)(1)(iv) of Regulation S-K, between the Company and Marcum on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to Marcum’s satisfaction, would have caused Marcum to make reference to such disagreements in its audit reports.

During the fiscal years ended December 31, 2023 and 2022, and the subsequent interim period through the date of this report, there were no reportable events within the meaning of Item 304(a)(1)(v) of Regulation S-K, except for the following material weaknesses which the Company identified in its internal control over financial reporting: failure to timely file tax returns, utilizing cash withdrawn from the trust account for tax obligations for operating purposes, and over-accrual of expenses.

The Company has provided Marcum with a copy of this Form 8-K prior to its filing with the SEC and requested Marcum to furnish to the Company a letter addressed to the SEC stating that it agrees with the statements made above. A copy of Marcum’s letter dated December 9, 2024 is attached as Exhibit 16.1 to this Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
16.1	Letter from Marcum LLP to the Securities and Exchange Commission dated December 9, 2024.
104	Cover Page Interactive Data File (embedded with 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.

ABPRO HOLDINGS, INC.

By: /s/ Ian Chan

Name: Ian Chan

Title: Chief Executive Officer

Dated: December 9, 2024



December 9, 2024

Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

Commissioners:

We have read the statements made by Abpro Holdings, Inc. (formerly Atlantic Coastal Acquisition Corp. II) under Item 4.01 of its Form 8-K dated December 9, 2024. We agree with the statements concerning our Firm in such Form 8-K; we are not in a position to agree or disagree with other statements of Abpro Holdings, Inc. contained therein.

Very truly yours,

/s/ Marcum LLP

Marcum LLP

Marcum llp / 340 Mount Kemble Ave, Suite 210N / Morristown, NJ 07960 / **Phone** 973.929.3500 / **marcumllp.com**