

**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): September 19, 2024

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:

| Title of Each Class | Trading Symbol(s) | Name of Each Exchange on Which Registered |
|---|----------------------|--|
| 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 5.03. Amendments to Articles of Incorporation or Bylaws.

On September 19, 2024, at a special meeting of the stockholders of Atlantic Coastal Acquisition Corp. II, a Delaware corporation and a special purpose acquisition company (the “**Company**”) whose securities are listed on Nasdaq (the “**Special Meeting**”), the stockholders approved a proposal to amend the Company’s amended and restated certificate of incorporation, as amended (the “**Charter**”), to extend the date by which the Company must (i) consummate a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination involving the Company and one or more businesses (a “**Business Combination**”), (ii) cease its operations if it fails to complete such Business Combination, and (iii) redeem or repurchase 100% of the Company’s Series A common stock included as part of the units sold in the Company’s initial public offering that was consummated on January 19, 2022 (the “**Public Shares**”), from September 19, 2024 (the “**Original Termination Date**”) to October 19, 2024 (the “**Extended Date**”), or such earlier date as determined by the Company’s board of directors (the “**Board**”), provided that the Company’s sponsor, Atlantic Coastal Acquisition Management II LLC, a Delaware limited liability company (the “**Sponsor**”), deposits into the trust account maintained for the benefit of the Company’s public stockholders \$0.03 for each Public Share that is not redeemed in connection with the Special Meeting. If the Company has not consummated a Business Combination by the Extended Date, the Company may, without another stockholder vote, elect to extend the Extended Date on a monthly basis once (such monthly extension being hereinafter referred to as an “**Additional Charter Extension Date**”), by resolution of the Board, if requested by the Sponsor, and upon five days’ advance notice prior to the Extended Date, until November 19, 2024, or a total of up to two months after the Original Termination Date, unless the closing of a Business Combination shall have occurred prior thereto.

The foregoing summary of the amendment to the Charter (the “**Charter Amendment**”) is not complete and is qualified by reference to the Charter Amendment attached hereto as Exhibit 3.1 which was filed with the Office of the Secretary of State of the State of Delaware on September 20, 2024.

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

On September 19, 2024, the Company held a Special Meeting of Stockholders to vote upon the proposal to amend the Charter described in Item 5.03. An aggregate of 538,506 shares of the Company’s common stock, which represented a quorum of the outstanding common stock entitled to vote as of the record date of August 22, 2024, were represented in person or by proxy at the Special Meeting.

The Company’s stockholders voted on the following proposal at the Special Meeting, which was approved:

(1) Proposal No. 1 — The Charter Amendment Proposal — a proposal to amend the Charter to extend the date by which the Company must consummate a Business Combination (the “**Charter Amendment Proposal**”). The following is a tabulation of the votes with respect to this proposal, which was approved by the Company’s stockholders:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 517,796 | 20,710 | 0 | N/A |

As of the close of business on September 19, 2024, stockholders holding a total of 126,122 public shares of Series A common stock exercised and did not reverse, their right to redeem their public shares in connection with the vote upon the Charter Amendment Proposal. As a result of the foregoing, those holders will receive a payment of approximately \$11.27 per share redeemed.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|--------------------|---|
| 3.1 | Amendment No. 3 to the 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.

Dated: September 20, 2024

ATLANTIC COASTAL ACQUISITION CORP. II

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

**AMENDMENT NO. 3 TO THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
ATLANTIC COASTAL ACQUISITION CORP. II**

**Pursuant to Section 242 of the
Delaware General Corporation Law**

ATLANTIC COASTAL ACQUISITION CORP. II (the “**Corporation**”), a corporation organized and existing under the laws of the State of Delaware, does hereby certify as follows:

1. The name of the Corporation is Atlantic Coastal Acquisition Corp. II The Corporation’s Certificate of Incorporation was filed with the office of the Secretary of State of the State of Delaware on May 21, 2021 (the “**Original Certificate**”). An Amended and Restated Certificate of Incorporation was filed with the office of the Secretary of State of the State of Delaware on January 18, 2022 (the “**Amended and Restated Certificate of Incorporation**”). An Amendment to the Amended and Restated Certificate of Incorporation was filed with the office of the Secretary of State of the State of Delaware on April 18, 2023 (the “**First Amendment to the Amended and Restated Certificate of Incorporation**”). An Amendment No. 2 to the Amended and Restated Certificate of Incorporation was filed with the office of the Secretary of State of the State of Delaware on December 15, 2023 (the “**Second Amendment to the Amended and Restated Certificate of Incorporation**”).
2. This Amendment No. 3 to the Amended and Restated Certificate of Incorporation amends the Amended and Restated Certificate of Incorporation of the Corporation, as amended by the First Amendment to the Amended and Restated Certificate of Incorporation and the Second Amendment to the Amended and Restated Certificate of Incorporation.
3. This Amendment No. 3 to the Amended and Restated Certificate of Incorporation was duly adopted by the affirmative vote of the holders of 65% of the stock entitled to vote at a meeting of stockholders in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware (the “**DGCL**”).
4. 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 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, initially filed with the U.S. Securities and Exchange Commission (the “**SEC**”) on December 2, 2021, as amended (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, 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 100% of the Offering Shares (as defined below) not previously properly redeemed in accordance with clause (iii) below if the Corporation is unable to complete its initial Business Combination by October 19, 2024 (the “**Termination Date**”) (or up to November 19, 2024, if applicable in accordance with this Section 9.1(b)) or such earlier date as determined by the Board and (iii) the redemption of shares in connection with a vote seeking to amend such provisions of this Certificate as described in Section 9.7 hereof. 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 the Sponsor or officers or directors of the Corporation, or affiliates of any of the foregoing) are referred to herein as “**Public Stockholders**.” In the event that the Corporation has not consummated an initial Business Combination by the Termination Date, the Board may, without another stockholder vote, elect to extend the period of time to consummate a Business Combination once after October 19, 2024, by resolution of the Board if requested by Atlantic Coastal Acquisition Management II

LLC (the “**Sponsor**”), and upon five days’ advance notice prior to the Extended Date, until November 19, 2024, provided that the Sponsor (or one or more of its affiliates or permitted designees) (the “**Payor**”) will deposit into the Trust Account \$0.03 for each then-outstanding Offering Share for such monthly extension.

5. The text of Section 9.2(d) of Article IX is hereby amended and restated to read in full as follows:

“In the event that the Corporation has not consummated an initial Business Combination by the Termination Date (or up to November 19, 2024, if applicable in accordance with Section 9.1(b) above) or such earlier date as determined by the Board, the Corporation shall (i) cease all operations except for the purpose of winding up, (ii) as promptly as reasonably possible but not more than ten (10) business days thereafter subject to lawfully available funds therefor, redeem 100% of the Offering Shares in consideration of a per-share price, payable in cash, equal to the quotient obtained by dividing (A) the aggregate amount then on deposit in the Trust Account, including interest not previously released to the Corporation to pay its taxes (less up to \$100,000 of interest to pay dissolution expenses), by (B) the total number of then outstanding Offering Shares, which redemption will completely extinguish rights of the Public Stockholders (including the right to receive further liquidating distributions, if any), subject to applicable law, and (iii) as promptly as reasonably possible following such redemption, subject to the approval of the remaining stockholders and the Board in accordance with applicable law, dissolve and liquidate, subject in each case to the Corporation’s obligations under the DGCL to provide for claims of creditors and other requirements of applicable law.”

6. The text of Section 9.7 of Article IX is hereby amended and restated to read in full as follows:

“Additional Redemption Rights. If, in accordance with Section 9.1(a) hereof, any amendment is made to this Certificate (a) to modify the substance or timing of the Corporation’s obligation to redeem 100% of the Offering Shares if the Corporation has not consummated an initial Business Combination by Termination Date (or up to November 19, 2024, if applicable in accordance with Section 9.1(b) above) or such earlier date as determined by the Board or (b) with respect to any other material provisions of this 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; provided, however, that any such amendment will be voided, and this Article IX will remain unchanged, if any stockholders who wish to redeem are unable to redeem due to the Redemption Limitation.”

IN WITNESS WHEREOF, Atlantic Coastal Acquisition Corp. II has caused this Amendment No. 3 to the Amended and Restated Certificate to be duly executed in its name and on its behalf by an authorized officer as of this day of September 19, 2024.

ATLANTIC COASTAL ACQUISITION CORP. II

By: /s/ Shahraab Ahmad

Name: Shahraab Ahmad

Title: Chief Executive Officer