

**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): April 7, 2023

ALTITUDE ACQUISITION CORP.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39772
(Commission
File Number)

85-2533565
(IRS. Employer
Identification No.)

400 Perimeter Center Terrace Suite 151
Atlanta, Georgia 30346
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: 1 (800) 950-2950

Not Applicable
(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 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 Class A common stock, par value \$0.0001, and one-half of one redeemable warrant	ALTUU	The Nasdaq Stock Market LLC
Class A common stock, par value \$0.0001	ALTU	The Nasdaq Stock Market LLC
Redeemable warrants, each warrant exercisable for one share of Class A common stock, each at an exercise price of \$11.50 per share	ALTUW	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; 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 April 7, 2023, Altitude Acquisition Corp. (the “Company”) held an annual meeting of stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders approved several proposals to amend 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 April 11, 2023 monthly up to eight (8) times for an additional one month each time, up to December 11, 2023 (the “Extension Amendment”), (ii) provide for a the right of a holder of Class B common stock of the Company, par value \$0.001 per share (“Class B Common Stock”), to convert its shares of Class B Common Stock into shares of Class A common stock of the Company, par value \$0.001 per share (“Class A Common Stock”), on a one-to-one basis at any time and from time to time at the election of the holder (the “Founder Share Amendment”) and (iii) delete (a) the limitation that the Company shall not consummate a business combination if it would cause the Company’s net tangible assets 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”).

Additionally, the Company’s stockholders approved a proposal to re-elect Hilton Sturisky as a Class I director to serve for a term of three years or until his successor is duly elected or appointed and qualified (the “Director Election Proposal”).

The following is a tabulation of the votes with respect to the Extension Amendment, which was approved by the Company’s stockholders:

For	Against	Abstain
7,638,754	103,607	0

The following is a tabulation of the votes with respect to the Founder Share Amendment, which was approved by the Company’s stockholders:

For	Against	Abstain
7,688,250	53,926	185

The following is a tabulation of the votes with respect to the Redemption Limitation Amendment, which was approved by the Company’s stockholders:

For	Against	Abstain
7,693,657	48,454	250

The following is a tabulation of the votes with respect to the Director Election Proposal, which was approved by the Company’s stockholders:

For	Withhold
76,386,119	106,242

In connection with the Annual Meeting, stockholders holding an aggregate of 337,457 shares of the Company’s Class A Common Stock exercised their right to redeem their shares for approximately \$10.08 per share of the funds held in the Company’s trust account, leaving approximately \$13,460,673.61 in cash in the trust account after satisfaction of such redemptions.

In addition, on April 7, 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.

Item 8.01. Other Events.

On April 7, 2023, pursuant to the terms of the Company's Amended and Restated Certificate of Incorporation, as amended by the Charter Amendment, Altitude Acquisition Holdco LLC ("Sponsor"), the holder of an aggregate of 7,500,000 shares of Class B Common Stock, elected to convert each outstanding share of Class B Common Stock held by it on a one-for-one basis into shares of Class A Common Stock, with immediate effect. Following such conversion, as of April 7, 2023, the Company had an aggregate of 8,834,645 shares of Class A Common Stock issued and outstanding and 0 shares of Class B Common Stock issued and outstanding.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

No.	Description of Exhibits
3.1	Amendment to the Registrant's Amended and Restated Certificate of Incorporation.
104	Cover Page Interactive Data File-Embedded within the inline XBRL document.

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.

ALTITUDE ACQUISITION CORP.

By: /s/ Gary Teplis _____

Name: Gary Teplis

Title: Chief Executive Officer

Date: April 10, 2023

**CERTIFICATE OF AMENDMENT TO THE
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ALTITUDE ACQUISITION CORP.**

Altitude Acquisition Corp. (the “*Corporation*”), a corporation organized and existing under the by virtue of the General Corporation Law of the State of Delaware (the “*DGCL*”), does hereby certify:

1. The name of the Corporation is Altitude Acquisition Corp.
2. The Corporation’s original certificate of incorporation was filed with the Secretary of State of the State of Delaware on August 12, 2020. The Corporation’s Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on December 8, 2020 and was subsequently amended by the filing of the first certificate of amendment on June 10, 2022 and October 6, 2022 (as amended, the “*Amended and Restated Certificate of Incorporation*”).
3. This Third Amendment to the Amended and Restated Certificate of Incorporation amends the Amended and Restated Certificate of Incorporation of the Corporation.
4. This Third Amendment to the Amended and Restated Certificate of Incorporation was duly adopted by the affirmative vote of the holders of at least 65% of the outstanding shares of common stock in regards to amendments to Section 9.1(b), Section 9.2 (a), (d), (e) and (f) and Section 9.7 and duly adopted by the affirmative vote of both (x) a majority of the holders of outstanding common stock voting together as a single class and (y) a majority of the outstanding Class B common stock voting as a separate class vote in regards to the amendment to Section 4.3(b)(i) at a meeting of stockholders in accordance with the Amended and Restated Certificate of Incorporation and the provisions of Section 242 the DGCL.
5. The text of Section 4.3(b)(i) of the Amended and Restated Certificate is hereby amended and restated to read in full as follows:

“Shares of Class B Common Stock shall be convertible into shares of Class A Common Stock on a one-for-one basis (the “*Initial Conversion Ratio*”) (A) at any time at the election of holder of such shares of Class B Common Stock and (B) automatically on the closing of the Business Combination.”

6. The text of Section 9.1(b) of the Amended and Restated 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, initially filed with the U.S. Securities and Exchange Commission (the “*SEC*”) on September 25, 2020, 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) if the Corporation is unable to complete its initial Business Combination by May 11, 2023 (the “*completion window*”) (or up to December 11, 2023, if applicable under this section 9.1(b)) and (iii) the redemption of shares in connection with a vote seeking to amend such provisions of this Amended and Restated Certificate 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 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 completion window, the Board may, without another stockholder vote, elect to extend the period of time to consummate a Business Combination on a monthly basis for up to eight (8) times by an additional one month each time, by resolution of the Board if requested by Altitude Acquisition Holdco LLC (the “*Sponsor*”), and upon five days’ advance notice prior to the applicable completion window, until December 11, 2023.”

7. The Redemption Limitation shall be removed from the Amended and Restated Certificate as follows:

a. The text of Section 9.2(a) of the Amended and Restated Certificate is hereby amended and restated to read in full 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**”).”

b. The text of Section 9.2(e) of the Amended and Restated Certificate is hereby amended and restated to read in full 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.”

c. Section 9.2(f) of the Amended and Restated Certificate shall be deleted in its entirety.

8. The text of Section 9.2(d) of the Amended and Restated Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

“(d) In the event that the Corporation has not consummated an initial Business Combination by May 11, 2023 (or up to December 11, 2023, if applicable under section 9.1(b)), 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 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 (which interest shall be net of taxes payable and 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.”

9. The text of Section 9.7 of the Amended and Restated 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 this Amended and Restated 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 May 11, 2023 (or up to December 11, 2023, if applicable under section 9.1(b)) or (b) with respect to any other material 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.”

IN WITNESS WHEREOF, the Corporation has caused this Third Amendment to the Amended and Restated Certificate of Incorporation to be duly executed in its name and on its behalf by an authorized officer as of this 7th day of April, 2023.

/s/ Gary Teplis

Gary Teplis
President and Chief Executive Officer