

**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): November 2, 2023

WORLDWIDE WEBB ACQUISITION CORP.

(Exact Name of Registrant as Specified in Charter)

Cayman Islands
(State or Other Jurisdiction
of Incorporation)

001-40920
(Commission
File Number)

98-1587626
(IRS Employer
Identification No.)

770 E Technology Way F13-16
Orem, UT 84997
(Address of Principal Executive Offices) (Zip Code)

(415) 629-9066
(Registrant's Telephone Number, Including Area Code)

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 Class A ordinary share and one-half of one redeemable warrant Class A ordinary shares, par value \$0.0001 per share	WWACU	Nasdaq Capital Market
Redeemable warrants, each whole warrant exercisable for one Class A ordinary share at an exercise price of \$11.50	WWACW	Nasdaq Capital Market

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 5.07 Submission of Matters to a Vote of Security Holders.

On November 2, 2023, Worldwide Webb Acquisition Corp. (“**WWAC**” or the “**Company**”) held its annual general meeting of shareholders (the “**Meeting**”) as both a physical and virtual meeting, conducted via live webcast, in connection with the proposed business combination by and among the Company, WWAC Amalgamation Sub Pte. Ltd., a Singapore private company limited by shares and a direct wholly owned subsidiary of WWAC (“**Amalgamation Sub**”), and Aark Singapore Pte. Ltd., a Singapore private company limited by shares (“**AARK**”), as described in the Company’s definitive proxy statement/prospectus filed with the U.S. Securities and Exchange Commission and mailed to shareholders on or about October 17, 2023 (the “**Proxy Statement**”). Each proposal (individually a “**proposal**”) voted upon at the Meeting and the final voting results are indicated below. Each proposal voted on at the Meeting is described in detail in the Proxy Statement.

As of the close of business on September 13, 2023, the record date for the Meeting, there were 10,468,054 ordinary shares of the Company issued and outstanding (the “**WWAC Ordinary Shares**”). A total of 8,564,652 WWAC Ordinary Shares, representing approximately 81.82% of the outstanding WWAC Ordinary Shares entitled to vote, were present in person or by proxy, constituting a quorum.

1. Business Combination Proposal - To consider and vote upon a proposal to approve and adopt, by ordinary resolution, that certain Business Combination Agreement, dated as of March 11, 2023 (as amended and as it may be further amended and supplemented from time to time, the “**Business Combination Agreement**”), by and among WWAC, Amalgamation Sub and AARK, and the transactions contemplated thereby (collectively, the “**Business Combination**”):

<u>Proposal No.</u>	<u>For</u>	<u>Against</u>	<u>Abstentions</u>
1.	8,553,918	10,734	0

The Business Combination Proposal was approved, having received “for” votes from at least a majority of the votes cast by the holders of the WWAC Ordinary Shares represented in person or by proxy and entitled to vote at the Meeting.

2. Charter Proposal - To consider and vote upon the approval by special resolution, with effect from the Closing Date (as defined in the Proxy Statement), of the amendment and restatement of the Amended and Restated Memorandum and Articles of Association of WWAC as in effect on the date the Proxy Statement was sent to WWAC shareholders (the “**Existing Memorandum and Articles of Association**”) in their entirety by the proposed Memorandum and Articles of Association of WWAC attached to the Proxy Statement as Annex E (the “**Proposed Memorandum and Articles of Association**”):

<u>Proposal No.</u>	<u>For</u>	<u>Against</u>	<u>Abstentions</u>
2.	8,553,918	10,734	0

The Charter Proposal was approved, having received “for” votes from a majority of at least two-thirds of votes cast by the holders of the WWAC Ordinary Shares represented in person or by proxy and entitled to vote at the Meeting.

3, 4 and 5. Governing Documents Proposals - To consider and vote upon, on a non-binding advisory basis, proposals to approve the following material differences between the Existing Memorandum and Articles of Association and the Proposed Memorandum and Articles of Association:

- 3. Governing Documents Proposal A** - An amendment to change the authorized capital stock of WWAC from (i) 500,000,000 Class A ordinary shares, par value \$0.0001 per share, (ii) 50,000,000 Class B ordinary shares, par value \$0.0001 per share and (iii) 5,000,000 preference shares, par value \$0.0001 per share, to (i) 500,000,000 Class A ordinary shares, par value \$0.0001 per share, (ii) 1 ATI Class V ordinary share, par value \$0.0001 per share, and (iii) 5,000,000 preference shares, par value \$0.0001 per share:

<u>Proposal No.</u>	<u>For</u>	<u>Against</u>	<u>Abstentions</u>
3.	8,354,106	210,546	0

Governing Documents Proposal A was approved, having received “for” votes from at least a majority of the votes cast by the holders of the WWAC Ordinary Shares represented in person or by proxy and entitled to vote at the Meeting.

- 4. Governing Documents Proposal B** - An amendment to provide that every member present will have one vote for every share of which he is the holder, provided that (x) the ATI Class V ordinary share (as defined in the Proxy Statement) will have a number of votes representing 26.0% of all votes attached to the total issued and outstanding Class A ordinary shares and the ATI Class V ordinary share (subject to a proportionate reduction in voting power in connection with the exchange by the Sole Shareholder (as defined in the Proxy Statement) of ordinary shares of AARK for ATI Class A ordinary shares (as defined in the Proxy Statement) pursuant to the AARK Exchange Agreement (as defined in the Proxy Statement), provided, however, that such proportionate reduction will not affect the voting rights of the ATI Class V ordinary share in the event of (i) a threatened or actual Hostile Change of Control (as defined in the Business Combination Agreement) and/or (ii) the appointment and removal of a director on the Company Board (as defined in the Proxy Statement)), (y) in connection with certain extraordinary events set forth in the Proposed Memorandum and Articles of Association, the ATI Class V ordinary share will have a number of votes representing 51.0% of all votes attached to the total issued and outstanding Class A ordinary shares and the ATI Class V ordinary share and (z) upon the exchange of all ordinary shares of AARK held by the Sole Shareholder pursuant to the AARK Exchange Agreement, the ATI Class V ordinary share will be automatically forfeited and cancelled:

<u>Proposal No.</u>	<u>For</u>	<u>Against</u>	<u>Abstentions</u>
4.	8,354,106	210,546	0

Governing Documents Proposal B was approved, having received “for” votes from at least a majority of the votes cast by the holders of the WWAC Ordinary Shares represented in person or by proxy and entitled to vote at the Meeting.

- 5. Governing Documents Proposal C** - Certain other changes in connection with the replacement of the Existing Memorandum and Articles of Association with the Proposed Memorandum and Articles of Association as part of the Business Combination, including (i) changing the post-Business Combination corporate name from “Worldwide Webb Acquisition Corp.” to “Aeries Technology, Inc.”, (ii) making the Combined Company’s (as defined in the Proxy Statement) corporate existence perpetual, and (iii) removing certain provisions related to our status as a blank check company that will no longer be applicable upon consummation of the Business Combination, all of which the board of directors of WWAC believes are necessary to adequately address the needs of the Combined Company after the Business Combination:

<u>Proposal No.</u>	<u>For</u>	<u>Against</u>	<u>Abstentions</u>
5.	8,553,918	10,734	0

Governing Documents Proposal C was approved, having received “for” votes from at least a majority of the votes cast by the holders of the WWAC Ordinary Shares represented in person or by proxy and entitled to vote at the Meeting.

6. The Nasdaq Proposal - To consider and vote upon a proposal by ordinary resolution to approve, for the purposes of complying with Nasdaq Listing Rule 5635(a), (b) and (d), the issuance of ATI Class A ordinary shares and the ATI Class V ordinary share in connection with the Business Combination and the PIPE Financing (as defined in the Proxy Statement):

<u>Proposal No.</u>	<u>For</u>	<u>Against</u>	<u>Abstentions</u>
6.	8,553,918	10,734	0

The Nasdaq Proposal was approved, having received “for” votes from at least a majority of the votes cast by the holders of the WWAC Ordinary Shares represented in person or by proxy and entitled to vote at the Meeting.

7. Equity Incentive Plan Proposal - To consider and vote upon the approval by ordinary resolution of the ATI 2023 Equity Incentive Plan, a copy of which was attached to the Proxy Statement as Annex G:

<u>Proposal No.</u>	<u>For</u>	<u>Against</u>	<u>Abstentions</u>
7.	8,354,106	210,546	0

The Equity Incentive Plan Proposal was approved, having received “for” votes from at least a majority of the votes cast by the holders of the WWAC Ordinary Shares represented in person or by proxy and entitled to vote at the Meeting.

8. Director Election Proposal - To consider and vote upon a proposal under the Cayman Islands Companies Act to elect, with effect from the Closing Date, Sudhir Appukuttan Panikassery, Daniel S. Webb, Venu Raman Kumar, Alok Kochhar, Biswajit Dasgupta, Nina B. Shapiro and Ramesh Venkataraman, in each case, to serve as directors until their respective successors are duly elected and qualified, or until their earlier death, resignation or removal:

<u>Director</u>	<u>For</u>	<u>Withheld</u>
Sudhir Appukuttan Panikassery	5,334,059	0
Daniel S. Webb	5,334,059	0
Venu Raman Kumar	5,334,059	0
Alok Kochhar	5,334,059	0
Biswajit Dasgupta	5,334,059	0
Nina B. Shapiro	5,334,059	0
Ramesh Venkataraman	5,334,059	0

The Director Election Proposal was approved, having received “for” votes from at least a majority of the votes cast by the holders of WWAC’s Class B ordinary shares represented in person or by proxy and entitled to vote at the Meeting.

Item 8.01 Other Events.

In connection with the Business Combination, shareholders of WWAC elected to redeem an aggregate of 3,699,291 Class A ordinary shares. We have signed non-redemption agreements in which the parties thereto have agreed to reverse redemptions of an aggregate of 1,549,587 Class A ordinary shares.

On November 2, 2023, WWAC issued a press release announcing the results of the Meeting. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

As previously disclosed, on November 3, 2023, WWAC entered into non-redemption agreements (the “**Non-Redemption Agreements**”) and forward purchase agreements (the “**Forward Purchase Agreements**,” and together with the Non-Redemption Agreements, the “**Agreements**”) with certain parties thereto (the “**Sellers**”) pursuant to which the Sellers agreed to reverse the redemption of an aggregate of up to 1,239,670 Class A ordinary shares and agreed to purchase an aggregate of up to 3,000,000 Class A ordinary shares. On November 3, 2023, the Sellers increased their commitments under the Agreements to reverse the redemption of an aggregate of up to 1,549,587 Class A ordinary shares and to purchase an aggregate of up to 3,750,000 Class A ordinary shares.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated November 2, 2023
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

SIGNATURES

Pursuant to the requirements of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

November 3, 2023

Worldwide Webb Acquisition Corp.

By: /s/ Daniel S. Webb

Name: Daniel S. Webb

Title: Chief Executive Officer, Chief Financial Officer and Director

**Worldwide Webb Acquisition Corp. Stockholders Approve
Business Combination with Aeries Technology**

NEW YORK – November 2, 2023 – Worldwide Webb Acquisition Corp. (“WWAC”) (Nasdaq: WWAC), a special purpose acquisition company, today announced that its stockholders approved all proposals related to the previously announced business combination (the “Business Combination”) with Aark Singapore Pte. Ltd., a Singapore private company limited and its subsidiary (“Aeries Technology” or “Aeries”) at its Annual General Meeting held on November 2, 2023. The business combination is being implemented pursuant to the Business Combination Agreement, dated March 11, 2023, by and among WWAC, WWAC Amalgamation Sub Pte. Ltd., a Singapore private company limited by shares and a direct wholly-owned subsidiary of WWAC, and Aeries, as so amended, (the “BCA”). Approximately 99.87% of the votes cast at the meeting on the business combination proposal, representing approximately 81.71% of WWAC’s outstanding shares, voted to approve the Business Combination. The formal results of the vote will be included in a Current Report on Form 8-K to be filed by WWAC with the U.S. Securities and Exchange Commission, which will be available at www.sec.gov.

The closing of the Business Combination is anticipated to occur on or about November 6, 2023. Following the closing, the combined company will operate as Aeries Technology, Inc. and its shares of Class A common stock and warrants are expected to trade on The Nasdaq Stock Market LLC beginning November 7, 2023 under the symbols “AERT” and “AERTW”, respectively.

About WWAC

WWAC is a special purpose acquisition company founded by Daniel Webb, a former technology investment banker and private equity investor, for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses.

About Aeries

Aark Singapore Pte. Ltd. is the parent company of Aeries Technology, a global professional and management services partner offering a range of management consultancy services for private equity sponsors and their portfolio companies with engagement models that are designed to provide a mix of deep vertical specialty, functional expertise, and digital systems and solutions to scale, optimize and transform a client’s business operations.

Cautionary Note Regarding Forward-Looking Statements

This Press Release includes certain statements that are not historical facts but are forward-looking statements within the meaning of Section 21E of the U.S. Securities Exchange Act of 1934, as amended, and Section 27A of the U.S. Securities Act of 1933, as amended, for purposes of the safe harbor provisions under the United States Private Securities Litigation Reform Act of 1995. These forward-looking statements include but are not limited to statements regarding the anticipated benefits of the Business Combination, the combined company becoming a publicly listed company, the anticipated impact of the Business Combination on the combined companies’ business and future financial and operating results, and the anticipated timing of closing of the Business Combination. Words such as

“may,” “should,” “will,” “believe,” “expect,” “anticipate,” “target,” “project,” and similar phrases that denote future expectations or intent regarding the combined company’s financial results, operations, and other matters are intended to identify forward-looking statements. You should not rely upon forward-looking statements as predictions of future events. The outcome of the events described in these forward-looking statements is subject to known and unknown risks, uncertainties, and other factors that may cause future events to differ materially from the forward-looking statements in this communication, including but not limited to: (i) the failure to realize the anticipated benefits of the Business Combination or those benefits taking longer than anticipated to be realized; (ii) unexpected costs or unexpected liabilities that may result from the Business Combination, whether or not consummated; (iii) the impact of COVID-19 on Aeries’ business and/or the ability of the parties to complete the Business Combination; (iv) the effect of disruption from the announcement or pendency of the transaction on Aeries’ business relationships, performance, and business generally; (v) risks that the Business Combination disrupts current plans and operations of Aeries and potential difficulties in Aeries employee retention as a result of the Business Combination; (vi) the outcome of any legal proceedings that may be instituted against Aeries or WWAC related to the Business Combination Agreement or the Business Combination; (vii) the ability to maintain the listing of WWAC’s securities on the Nasdaq Capital Market; (viii) potential volatility in the price of WWAC’s securities due to a variety of factors, including economic conditions and the effects of these conditions on Aeries’ clients’ businesses and levels of activity, risks related to an economic downturn or recession in India, the United States and other countries around the world, fluctuations in earnings, fluctuations in foreign exchange rates, Aeries’ ability to manage growth, intense competition in IT services including those factors which may affect Aeries’ cost advantage, wage increases in India, the ability to attract and retain highly skilled professionals, time and cost overruns on fixed-price, fixed-time frame contracts, client concentration, restrictions on immigration, industry segment concentration, Aeries’ ability to manage the international operations, withdrawal or expiration of governmental fiscal incentives, political instability and regional conflicts, legal restrictions on raising capital or acquiring companies outside India, changes in laws and regulations affecting Aeries’s business and changes in the combined company’s capital structure; (ix) the ability to implement business plans, identify and realize additional opportunities and achieve forecasts and other expectations after the completion of the Business Combination; (x) the risk that the post-combination company may never achieve or sustain profitability; (xi) WWAC’s potential need to raise additional capital to execute its business plan, which capital may not be available on acceptable terms or at all; (xii) the risk that the post-combination company experiences difficulties in managing its growth and expanding operations; and (xiii) the outcome of any potential litigation, government and regulatory proceedings, investigations and inquiries. The forward-looking statements contained in this communication are also subject to additional risks, uncertainties, and factors, including those described in WWAC’s most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q and other documents filed or to be filed with the SEC by WWAC from time to time. The forward-looking statements included in this communication are made only as of the date hereof. None of Aeries, WWAC or any of their affiliates undertakes any obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future developments, subsequent events, circumstances or otherwise, except as may be required by any applicable securities laws.