

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or Section 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) April 14, 2023

WORLDWIDE WEBB ACQUISITION CORP.

(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction of
incorporation or organization)

001-40920
(Commission
File Number)

98-1587626
(IRS Employer
Identification Number)

770 E Technology Way F13-16
Orem, UT
(Address of principal executive offices)

84997
(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 to 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:

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 3.03. Material Modification to Rights of Security Holders

The information disclosed in Item 5.03 of this Current Report with respect to the Extension Amendment and the Redemption Limitation Amendment (each as defined below) is incorporated by reference into this Item 3.03 to the extent required.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On April 14, 2023, Worldwide Acquisition Corp. (the “**Company**”) held an extraordinary general meeting of shareholders (the “**Meeting**”) to vote on the proposals as described in this Item 5.03 of this Current Report on Form 8-K (the “**Current Report**”). At the Meeting, the Company’s shareholders also approved two proposals to amend the Company’s amended and restated memorandum and articles of association (the “**Articles**”). The first such proposal (the “**Extension Amendment Proposal**”) sought to amend the Articles to extend the date by which the Company must (1) consummate a merger, amalgamation, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses or entities, (2) cease its operations except for the purpose of winding up if it fails to complete such business combination, and (3) redeem all of the Company’s Class A ordinary shares sold in the Company’s initial public offering that was consummated on October 22, 2021 (the “**IPO**”), from 18 months from the closing of the Company’s IPO to 24 months from the closing of the IPO (the “**Extension Amendment**”). The second such proposal (the “**Redemption Limitation Amendment Proposal**”) sought to amend the Articles to eliminate the limitation that the Company shall not redeem Class A ordinary shares sold in the IPO to the extent that such redemption would cause the Company’s net tangible assets to be less than \$5,000,001 (the “**Redemption Limitation Amendment**”).

The foregoing description is qualified in its entirety by reference to the amendment to the Company’s Articles, a copy of which is attached as Exhibit 3.1 hereto and is incorporated by reference herein.

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

At the Meeting, holders of 23,536,229 ordinary shares (consisting of 18,911,229 Class A ordinary shares and 4,625,000 Class B ordinary shares) were present in person, virtually over the Internet or by proxy, representing 81.87% of the voting power of the Company’s ordinary shares as of March 20, 2023, the record date for the Meeting, and constituting a quorum for the transaction of business.

The applicable shareholders approved the Extension Amendment Proposal and the Redemption Limitation Amendment Proposal.

The voting results for each proposal were as follows:

The Extension Amendment Proposal

For	Against	Abstain
23,010,257	25,965	500,007

The Redemption Limitation Amendment Proposal

For	Against	Abstain
23,010,057	26,165	500,007

Item 8.01. Other Events.

Redemptions

In connection with the vote to approve the Extension Amendment Proposal, holders of 18,281,946 Class A ordinary shares exercised their right to redeem their shares for cash at a redemption price of approximately \$10.36 per share, for an aggregate redemption amount of approximately \$189,434,603.00 million. As a result, approximately \$48,887,721.50 million will remain in the Company's trust account and 4,718,054 Class A ordinary shares remain outstanding.

Where You Can Find Additional Information

This Current Report relates to a proposed business combination transaction among the Company and Aark Singapore Pte. Ltd. ("Aeries"). In connection with the proposed transaction, the Company intends to file with the SEC a registration statement on Form S-4 and proxy statement/prospectus (the "Proxy") to solicit shareholder approval of the proposed business combination. The definitive Proxy (if and when available) will be delivered to the Company's shareholders. The Company may also file other relevant documents regarding the proposed transaction with the SEC. BEFORE MAKING ANY VOTING OR INVESTMENT DECISION, INVESTORS AND SECURITY HOLDERS OF THE COMPANY ARE URGED TO READ THE PROXY AND ALL OTHER RELEVANT DOCUMENTS THAT ARE FILED WITH THE SEC IN CONNECTION WITH THE PROPOSED TRANSACTION, INCLUDING ANY AMENDMENTS OR SUPPLEMENTS TO THESE DOCUMENTS, CAREFULLY AND IN THEIR ENTIRETY, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.

Investors and security holders may obtain free copies of the Proxy (if and when available) and other documents that are filed or will be filed with the SEC by the Company through the website maintained by the SEC at www.sec.gov. Copies of the documents filed with the SEC by the Company will be available free of charge at Worldwide Webb Acquisition Corp., 770 E Technology Way F13-16, Orem, UT 84097, attention: Chief Executive Officer.

Participants in the Solicitation

The Company and its directors and executive officers are participants in the solicitation of proxies from the shareholders of the Company in respect of the proposed transaction. Information about the Company's directors and executive officers and their ownership of the Company's Class A ordinary shares is set forth in the Company's Annual Report on Form 10-K for the year ended December 31, 2022 filed with the SEC on March 31, 2023. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the Proxy and other relevant materials to be filed with the SEC in respect of the proposed transaction when they become available. You may obtain free copies of these documents as described in the preceding paragraph.

Cautionary Note Regarding Forward-Looking Statements

This Current Report 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 proposed transaction, the combined company becoming a publicly listed company, the anticipated impact of the proposed transaction on the combined companies' business and future financial and operating results, and the anticipated timing of closing of the proposed transaction. 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 ability to complete the proposed transaction within the time frame anticipated or at all; (ii) the failure to realize the anticipated benefits of the proposed transaction or those benefits taking longer than anticipated to be realized; (iii) the risk that the transaction may not be completed in a timely manner or at all, which may adversely affect the price of the Company's securities; (iv) the risk that the transaction may not be completed by the Company's business combination deadline and the potential failure to obtain further extensions of the business combination deadline if sought by the Company; (v) the failure to satisfy the conditions to the consummation of the transaction, including the approval of the business combination agreement by the shareholders of the Company, the satisfaction of the minimum cash on hand condition following redemptions by the public shareholders of the Company and the receipt of any governmental and regulatory approvals; (vi) the occurrence of any event, change or other circumstance that could give rise to the termination of the business combination agreement; (vii) the impact of COVID-19 on Aeries's business and/or the ability of the parties to complete the proposed transaction; (viii) the effect of the announcement or pendency of the transaction on Aeries's business relationships, performance, and business generally; (ix) risks that the proposed transaction disrupts current plans and operations of Aeries and potential difficulties in Aeries employee retention as a result of the proposed transaction; (x) the outcome of any legal proceedings that may be instituted against Aeries or the Company related to the business combination agreement or the proposed transaction; (xi) the ability to maintain the listing of the Company's securities on the Nasdaq Global Market or the Nasdaq Capital Market; (xii) potential volatility in the price of the Company's securities due to a variety of factors, including economic conditions and the effects of these conditions on Aeries's clients' businesses and levels of activity, changes in laws and regulations affecting Aeries's business and changes in the combined company's capital structure; (xiii) the ability to implement business plans, identify and realize additional opportunities and achieve forecasts and other expectations after the completion of the proposed transaction; (xiv) the risk that the post-combination company may never achieve or sustain profitability; (xvii) the Company's potential need to raise additional capital to execute its business plan, which capital may not be available on acceptable terms or at all; and (xv) the risk that the post-combination company experiences difficulties in managing its growth and expanding operations.

These risks, as well as other risks related to the proposed transaction, will be included in the Proxy that we intend to file with the Securities and Exchange Commission ("SEC") in connection with the proposed transaction. While the list of factors presented here is, and the list of factors that we intend to present in the Proxy to be filed with the SEC are, considered representative, no such list should be considered to be a complete statement of all potential risks and uncertainties. For additional information about other factors that could cause actual results to differ materially from those described in the forward-looking statements, please refer to the Company's periodic reports and other filings with the SEC, including the risk factors identified in the Company's most recent Quarterly Reports on Form 10-Q and Annual Reports on Form 10-K. The forward-looking statements included in this communication are made only as of the date hereof. Neither the Company nor Aeries undertakes any obligation to update any forward-looking statements to reflect subsequent events or circumstances, except as required by law.

No Offer or Solicitation

This Current Report is not intended to and shall not constitute an offer to sell or the solicitation of an offer to sell or to buy any securities or a solicitation of any vote or approval and is not a substitute for the Proxy or any other document that the Company may file with the SEC or send to the Company's shareholders in connection with the proposed transaction.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are filed with this Form 8-K:

Exhibit No.	Description
3.1	Amendment to Amended and Restated Memorandum and Articles of Association
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.

Date: April 19, 2023

WORLDWIDE WEBB ACQUISITION CORP.
A Cayman Islands exempted company

By: /s/ Daniel S. Webb
Name: Daniel S. Webb
Title: Chief Executive Officer, Chief Financial Officer and Director

**AMENDMENTS
TO
AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
WORLDWIDE WEBB ACQUISITION CORP.
WORLDWIDE WEBB ACQUISITION CORP.
(the “Company”)
RESOLUTIONS OF THE SHAREHOLDERS OF THE COMPANY**

FIRST, RESOLVED, as a special resolution THAT, effective immediately, the Articles of the Company be amended by:

- (a) amending Article 49.7 by deleting the following introduction of such sub-section:

“In the event that the Company does not consummate a Business Combination within 18 months from the consummation of the IPO,”

and replacing it with the following:

“In the event that the Company does not consummate a Business Combination within 24 months from the consummation of the IPO”; and

- (b) amending article 49.8(a) by deleting subsection 49.8(a) in its entirety and replacing it with the following:

“(a) to modify the substance or timing of the Company’s obligation to allow redemption in connection with a Business Combination or redeem 100 per cent of the Public Shares if the Company does not consummate a Business Combination within 24 months from the consummation of the IPO; or”.

SECOND, RESOLVED, as a special resolution THAT, effective immediately, the Articles of the Company be amended by:

- (a) amending Article 49.2(b) by deleting the words:

“provided that the Company shall not repurchase Public Shares in an amount that would cause the Company’s net tangible assets to be less than US\$5,000,001 following such repurchases”.

- (b) amending Article 49.4 by deleting the words:

“, provided that the Company shall not consummate such Business Combination unless the Company has net tangible assets of at least US\$5,000,001 following the redemptions described below, or any greater net tangible asset or cash requirement that may be contained in the agreement relating to, such Business Combination”

- (c) amending Article 49.5 by deleting the words:

“The Company shall not redeem Public Shares that would cause the Company’s net tangible assets to be less than US\$5,000,001 following such redemptions (the “Redemption Limitation”).”

- (d) amending Article 49.8 by deleting the words:

