

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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):
March 26, 2021

HH&L Acquisition Co.
(Exact Name of Registrant as Specified in its Charter)

| | | |
|---|---|---|
| Cayman Islands (State or other jurisdiction of incorporation) | 001-40006 (Commission File Number) | N/A (I.R.S. Employer Identification No.) |
| Suite 3508, One Exchange Square 8 Connaught Place Central, Hong Kong (Address of Principal Executive Offices) | | 00000 (Zip Code) |

Registrant's telephone number, including area code: **(852) 3752 2870**

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 (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 |
|--|-------------------|---|
| Class A ordinary shares, par value \$0.0001 per share | HHLA | The New York Stock Exchange |
| Redeemable warrants, each whole warrant exercisable for one Class A ordinary share at an exercise price of \$11.50 | HHLA WS | The New York Stock Exchange |
| Units, each consisting of one Class A ordinary share and one-half of one redeemable warrant | HHLA.U | The New York Stock Exchange |

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 8.01. Other Events.

On March 26, 2021, HH&L Acquisition Co. (the "Company") announced that the holders of the Company's units (the "Units") may elect to separately trade the Class A ordinary shares, par value \$0.0001 per share (the "Class A ordinary shares"), and warrants included in the Units commencing on March 29, 2021. Each Unit consists of one Class A ordinary share and one-half of one warrant to purchase one Class A ordinary share. Any Units not separated will continue to trade on the New York Stock Exchange (the "NYSE") under the symbol "HHLA.U". Any underlying shares of Class A ordinary shares and warrants that are separated will trade on the NYSE under the symbols "HHLA" and "HHLA WS," respectively. No fractional warrants will be issued upon separation of the Units and only whole warrants will trade. Holders of Units will need to have their brokers contact Continental Stock Transfer & Trust Company, the Company's transfer agent, in order to separate the holders' Units into Class A ordinary shares and warrants.

A copy of the press release issued by the Company announcing the separate trading of the securities underlying the Units is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|--------------------|---|
| <u>99.1</u> | <u>Press Release, dated March 26, 2021.</u> |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 26, 2021

HH&L Acquisition Co.

By: /s/ Richard Qi Li
Richard Qi Li
Chief Executive Officer

HH&L Acquisition Co. Announces the Separate Trading of its Class A Ordinary Shares and Warrants Commencing March 29, 2021

Hong Kong – March 26, 2021 – HH&L Acquisition Co. (the “Company”) announced today that, commencing March 29, 2021, holders of the units sold in the Company’s initial public offering of 41,400,000 units, completed on February 9, 2021, may elect to separately trade the shares of Class A ordinary shares and warrants included in the units. Those units not separated will continue to trade on the New York Stock Exchange (the “NYSE”) under the symbol “HHLA.U,” and the shares of Class A ordinary shares and warrants that are separated will trade on the NYSE under the symbols “HHLA” and “HHLA WS,” respectively. No fractional warrants will be issued upon separation of the units and only whole warrants will trade. Holders of units will need to have their brokers contact Continental Stock Transfer & Trust Company, the Company’s transfer agent, in order to separate the units into Class A ordinary shares and warrants.

The offering was made only by means of a prospectus, copies of which may be obtained from Goldman Sachs & Co. LLC, 200 West Street, New York, NY 10282, Attention: Prospectus Department, Telephone: 1-866-471-2526, Email: prospectus-ny@gs.com and Credit Suisse Securities (USA) LLC, Attn: Prospectus Department, 6933 Louis Stephens Drive, Morrisville, North Carolina 27560, Telephone: 1-800-221-1037, Email: usa.prospectus@credit-suisse.com.

Goldman Sachs (Asia) L.L.C. and Credit Suisse Securities (USA) LLC are acting as the representatives of the several Underwriters. A registration statement relating to the securities has been declared effective by the U.S. Securities and Exchange Commission (the “SEC”) on February 4, 2021. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About HH&L Acquisition Co.

The Company was formed for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses. Although the Company’s efforts to identify a prospective business combination opportunity will not be limited to a particular industry, it intends to focus on healthcare or healthcare-related companies in Asian markets with a focus on the Greater China market, or global healthcare or healthcare-related companies with a meaningful growth thesis in the Greater China or Asian markets, which can benefit from the expertise and capabilities of our management team in order to create long-term shareholder value.

Cautionary Note Concerning Forward-Looking Statements

This press release contains statements that constitute "forward-looking statements," including with respect to the Company’s search for an initial business combination. No assurance can be given that the Company will ultimately complete a business combination transaction. Forward-looking statements are subject to numerous conditions, many of which are beyond the control of the Company, including those set forth in the Risk Factors section of the Company’s registration statement and prospectus for the initial public offering filed with the SEC. Copies are available on the SEC’s website, www.sec.gov. The Company undertakes no obligation to update these statements for revisions or changes after the date of this release, except as required by law.

Investor Contact

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