

**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): January 20, 2023

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 2001-2002, 20/F, One Exchange Square
The Landmark, 15 Queen's Road Central
Central, Hong Kong 00000
(Address of principal executive offices, including zip code)

(852) 3752 2870
(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
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, each at an exercise price of \$11.50 per share	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 1.01 Entry Into a Material Definitive Agreement.

As previously announced, on October 14, 2022, HH&L Acquisition Co., a Cayman Islands exempted company limited by shares ("HH&L"), entered into a Business Combination Agreement (as amended from time to time, the "Business Combination Agreement"), by and among HH&L, Diamond Merger Sub Inc., a Delaware corporation and a direct wholly owned subsidiary of HH&L ("Merger Sub"), and DiaCarta, Ltd., a Cayman Islands exempted company limited by shares ("DiaCarta"). Capitalized terms used in this Current Report on Form 8-K but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Business Combination Agreement.

On January 20, 2023, HH&L, Merger Sub and DiaCarta entered into the First Amendment to Business Combination Agreement (the "BCA Amendment"), pursuant to which the Business Combination Agreement was amended to provide that, among other things, DiaCarta shall prepare and submit to NYSE or Nasdaq an initial listing application, if required under NYSE or Nasdaq rules, in connection with the transactions contemplated by the Business Combination Agreement and covering the shares of Domesticated SPAC Common Stock issuable in accordance with the Business Combination Agreement and obtain approval for the listing on NYSE or Nasdaq of such shares of Domesticated SPAC Common Stock.

All other terms of the Business Combination Agreement, which was previously filed by HH&L as Exhibit 2.1 to HH&L's Current Report on Form 8-K on October 14, 2022, remain unchanged.

The foregoing summary description of the BCA Amendment is subject to and qualified in its entirety by reference to the BCA Amendment, a copy of which is attached hereto as Exhibit 2.1 and the terms of which are incorporated herein by reference.

Important Additional Information Will Be Filed with the SEC

This current report relates to the proposed business combination between HH&L and DiaCarta (the “Business Combination”). HH&L has filed a preliminary, and will file a definitive, proxy statement, which will include a prospectus, which will be a part of a registration statement, and other relevant documents with the SEC. This current report does not contain all the information that should be considered concerning the proposed Business Combination and is not intended to form the basis of any investment decision or any other decision in respect of the Business Combination. HH&L’s and DiaCarta’s shareholders and other interested persons are urged to read the proxy statement/prospectus and any other relevant documents filed with the SEC when they become available, and any amendments thereto, because, among other things, they will contain updates to the financial, industry and other information herein as well as important information about HH&L, DiaCarta and the contemplated Business Combination. When available, the definitive proxy statement/prospectus and other relevant materials for the proposed Business Combination will be mailed to shareholders of HH&L as of a record date to be established for voting on the proposed Business Combination. Shareholders will be able to obtain a free copy of the proxy statement/prospectus (when filed), as well as other filings containing information about HH&L, DiaCarta and the proposed Business Combination, without charge, at the SEC’s website located at www.sec.gov or by directing a request to: HH&L Acquisition Co., Suite 2001-2002, 20/F, York House, The Landmark, 15 Queen’s Road Central, Central, Hong Kong. Investment in any securities described herein has not been approved or disapproved by the SEC or any other regulatory authority nor has any authority passed upon or endorsed the merits of the Business Combination or the accuracy or adequacy of the information contained herein. Any representation to the contrary is a criminal offense.

Forward-Looking Statements

This current report contains certain statements, estimates, targets, forecasts, and projections with respect to HH&L or DiaCarta. All statements other than statements of historical fact are forward-looking statements. Forward-looking statements include, without limitation, statements regarding the estimated future financial performance and financial position of HH&L and DiaCarta, as applicable. Future results are not possible to predict. Opinions and estimates offered in this current report constitute HH&L’s and DiaCarta’s judgment and are subject to change without notice, as are statements about market trends, which are based on current market conditions. You can identify these forward looking statements through the use of words such as “may,” “will,” “can,” “anticipate,” “assume,” “should,” “indicate,” “would,” “believe,” “contemplate,” “expect,” “seek,” “estimate,” “continue,” “plan,” “point to,” “project,” “predict,” “could,” “intend,” “target,” “potential” and other similar words and expressions of the future, but the absence of these words does not necessarily mean that a statement is not forward-looking. Such forward-looking statements are based on estimates, assumptions and factors that are inherently uncertain, that are beyond HH&L’s and DiaCarta’s control or ability to predict and that could cause actual results to differ materially from expected results. As a result, they are subject to significant risks and uncertainties and actual events or results may differ materially from these forward-looking statements. No reliance should be placed on any forward-looking statements, including any projections, targets, estimates or forecasts contained in this current report. Any forward-looking statement speaks only as of the date on which it was made, based on information available as of the date of this current report, and such information may be inaccurate or incomplete. Neither DiaCarta nor HH&L undertakes any obligation to release any revisions to such forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. Information regarding performance by, or businesses associated with, our management team or businesses associated with them is presented for informational purposes only. Past performance by HH&L’s and DiaCarta’s management team and their respective affiliates is not a guarantee of future performance. Therefore, you should not rely on the historical record of the performance of HH&L’s or DiaCarta’s management team or businesses associated with them as indicative of HH&L’s or DiaCarta’s future performance of an investment or the returns HH&L or DiaCarta will, or is likely to, generate going forward.

Participants in the Solicitation

HH&L and its directors and executive officers may be deemed to be participants in the solicitation of proxies from HH&L’s shareholders in connection with the proposed Business Combination. A list of the names of HH&L’s directors and executive officers and information regarding their interests in HH&L is contained in HH&L’s Annual Report on Form 10-K, which was filed with the SEC on March 30, 2022, and is available free of charge at the SEC’s website at www.sec.gov, or by directing a request to HH&L Acquisition Co., Suite 2001-2002, 20/F, York House, The Landmark, 15 Queen’s Road Central, Central, Hong Kong. Additional information regarding the interests of any such participants will be contained in the proxy statement/prospectus for the proposed Business Combination when available.

DiaCarta and its directors and executive officers may also be deemed to be participants in the solicitation of proxies from the shareholders of HH&L in connection with the proposed Business Combination. A list of the names of such directors and executive officers and information regarding their interests in the proposed Business Combination will be included in the proxy statement/prospectus for the proposed Business Combination when available.

The definitive proxy statement/prospectus will be mailed to shareholders as of a record date to be established for voting on the proposed Business Combination when it becomes available. Shareholders, potential investors and other interested persons should read the proxy statement/prospectus carefully when it becomes available before making any voting or investment decisions.

No Offer or Solicitation

This current report is for informational purposes only and does not constitute (i) a solicitation of a proxy, consent or authorization with respect to any securities or in respect of the Business Combination, (ii) an offer or invitation for the sale or purchase of the securities, assets or business described herein or a commitment of HH&L, DiaCarta or any of their respective subsidiaries, stockholders, affiliates, representatives, partners, directors, officers, employees, advisers or agents, with respect to any of the foregoing, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction, and this current report shall not form the basis of any contract, commitment or investment decision and does not constitute either advice or recommendation regarding any securities.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
<u>2.1</u>	<u>First Amendment to Business Combination Agreement, dated January 20, 2023, by and among HH&L Acquisition Co., Diamond Merger Sub Inc. and DiaCarta, Ltd.</u>
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.

HH&L ACQUISITION CO.

By: /s/ Richard Qi Li
Name: Richard Qi Li
Title: Chief Executive Officer and Director

Date: January 20, 2023

FIRST AMENDMENT TO BUSINESS COMBINATION AGREEMENT

THIS FIRST AMENDMENT TO BUSINESS COMBINATION AGREEMENT (this "Amendment"), dated as of January 20, 2023, is made and entered into by and among HH&L Acquisition Co., a Cayman Islands exempted company limited by shares (which shall migrate to and domesticate as a Delaware corporation prior to the Effective Time) ("SPAC"), Diamond Merger Sub Inc., a Delaware corporation and a direct wholly owned subsidiary of SPAC ("Merger Sub"), and DiaCarta, Ltd., a Cayman Islands exempted company limited by shares (which shall migrate to and domesticate as a Delaware corporation prior to the Effective Time) (the "Company"). Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Merger Agreement (as defined below).

RECITALS

- (A) **WHEREAS**, SPAC, Merger Sub and Company are parties to that certain Business Combination Agreement, dated as of October 14, 2022 (the "Merger Agreement");
- (B) **WHEREAS**, Section 9.11 of the Merger Agreement provides that the Merger Agreement may not be modified or amended except by written agreement executed and delivered by the duly authorized officers of each of the respective parties to the Merger Agreement; and
- (C) **WHEREAS**, SPAC, Merger Sub and Company desire to amend the Merger Agreement pursuant to Section 9.11 thereof as set forth in this Amendment.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual agreements, covenants and other promises set forth herein, the mutual benefits to be gained by the performance thereof, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and accepted, SPAC, Merger Sub and Company hereby agree as follows:

1. AMENDMENTS TO THE MERGER AGREEMENT

- (a) Effective as of the date of this Amendment, the following definition is hereby added to Section 1.01 of the Merger Agreement in applicable alphabetical order:
- (i) "**Nasdaq**" means the Nasdaq Capital Market, the Nasdaq Global Market, the Nasdaq Global Select Market, or any successor thereto.
- (b) Effective as of the date of this Amendment, the following provisions of the Merger Agreement are hereby amended by replacing each instance of "NYSE" with the phrase "NYSE or Nasdaq":
- (i) Section 6.12(a);
- (ii) Section 7.1(h); and
- (iii) Section 7.2(d).
- (c) Effective as of the date of this Amendment, Section 6.16 of the Merger Agreement is hereby amended and restated in its entirety to read as follows:

"Section 6.16 NYSE or Nasdaq Listing. *From the date hereof through the Effective Time, SPAC shall ensure SPAC remains listed as a public company on, and for the SPAC Class A Ordinary Shares and the SPAC Warrants to be tradable over, NYSE. Prior to the Closing Date, SPAC shall prepare and submit to NYSE or Nasdaq an initial listing application, if required under NYSE or Nasdaq rules, as applicable, in connection with the transactions contemplated by this Agreement and covering the shares of Domesticated SPAC Common Stock issuable in accordance with this Agreement, including the Merger and the SPAC Domestication, and shall obtain approval for the listing on NYSE or Nasdaq of such shares of Domesticated SPAC Common Stock and the Company shall reasonably cooperate with SPAC with respect to such listing.*"

2. **Certain Representations.** The representations and warranties (i) of the Company set forth in Section 4.3 (Due Authorization) and Section 4.4 (No Conflict) of the Merger Agreement, and (ii) of SPAC and Merger Sub set forth in Section 5.2 (Due Authorization) and Section 5.3 (No Conflict) of the Merger Agreement, are in each case hereby repeated by the Company and SPAC and Merger Sub, respectively, as if made as of the date hereof.

3. **NO FURTHER AMENDMENT; EFFECT OF AMENDMENT.** This Amendment shall be deemed incorporated into, and form a part of, the Merger Agreement and have the same legal validity and effect as the Merger Agreement. Except as expressly and specifically amended hereby, the Merger Agreement is not otherwise being amended, modified or supplemented and all terms and provisions of the Merger Agreement are and shall remain in full force and effect in accordance with its terms, and all references to the Merger Agreement in this Amendment and in any ancillary agreements or documents delivered in connection with the Merger Agreement shall hereafter refer to the Merger Agreement as amended by this Amendment, and as it may hereafter be further amended or restated.

4. **REFERENCES TO THE MERGER AGREEMENT.** Once this Amendment becomes effective, each reference in the Merger Agreement to "this Agreement," "herein," "hereof," "hereunder" or words of similar import shall hereafter be deemed to refer to the Merger Agreement as amended hereby (except that references in the Merger Agreement to "as of the date hereof" or "as of the date of this Agreement" or words of similar import shall continue to mean October 14, 2022).

5. **COUNTERPARTS.** This Amendment may be executed in several counterparts, each of which shall be deemed an original and all of which shall constitute one and the same instrument. This Amendment may be executed by electronic transmission, each of which shall be deemed an original.

6. **HEADINGS.** The bold-faced headings contained in this Amendment are for convenience of reference only, shall not be deemed to be a part of this Amendment and shall not be referred to in connection with the construction or interpretation of this Amendment.

7. **GOVERNING LAW.** This Amendment, and all claims or causes of action based upon, arising out of, or related to this Amendment, shall be governed by, and construed in accordance with, the Laws of the State of Delaware, without giving effect to principles or rules of conflict of Laws to the extent such principles or rules would require or permit the application of Laws of another jurisdiction.

[Signature page follows]

IN WITNESS WHEREOF, the parties listed below, by their duly authorized representatives, have executed this Amendment as of the date first written above.

HH&L ACQUISITION CO.

By: /s/ Richard Qi Li
Name: Richard Qi Li
Title: Chief Executive Officer and Director

DIAMOND MERGER SUB INC.

By: /s/ Richard Qi Li
Name: Richard Qi Li
Title: Director

DIACARTA, LTD.

By: /s/ Aiguo Zhang
Name: Aiguo Zhang
Title: Chief Executive Officer

[Signature Page to First Amendment to Business Combination Agreement]
