

**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): August 10, 2023 (August 9, 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, York House
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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The information disclosed in Item 5.07 of this Current Report on Form 8-K is incorporated by reference into this Item 5.03 to the extent required herein.

Item 5.07 Submission of Matters to a Vote of Security Holders

On August 9, 2023, at the Extraordinary General Meeting of HH&L Acquisition Co. (the "Company") held on May 9, 2023 (the "Extraordinary General Meeting"), holders of 14,784,962 of the Company's ordinary shares, which represents approximately 89.17% of the ordinary shares outstanding and entitled to vote as of the record date of August 1, 2023, were represented in person or by proxy.

At the Extraordinary General Meeting, the shareholders approved (1) a special resolution to amend Articles 51.7 and 51.8 of the Company's second amended and restated memorandum and articles of association, as amended by a special resolution of the Company's shareholders on February 7, 2023 and May 9, 2023 (the "Second MAA") to extend the date (the "Termination Date") by which the Company must (i) consummate a business combination, or (ii) cease its operations except for the purpose of winding up if it fails to complete such business combination and redeem or repurchase 100% of the Company's the issued and outstanding public shares, from August 9, 2023, without the need for any further approval of the Company's shareholders, by resolutions of the Board of the Company at least three days prior to the applicable Extended Date, up to six times, each by an additional month, for an aggregate of six additional months, until February 9, 2024, without requiring the Company make any deposit into the Trust Account (the "Extension Amendment Proposal"). A copy of the amendment to our Second MAA is attached to this Current Report on Form 8-K as Exhibit 3.1 and incorporated herein by reference.

1. **The Extension Amendment Proposal.** The Extension Amendment Proposal was approved. The final voting tabulation for this proposal was as follows:

FOR	AGAINST	ABSTAIN
13,824,484	960,478	0

In connection with the vote to approve the Extension Amendment Proposal, the holders of 2,025,832 Class A ordinary shares elected to redeem their shares, leaving 4,205,185 Class A ordinary shares remain outstanding. The Company expects that the redemption price will be approximately \$10.55 per share. The Company intends to complete the redemption of Class A ordinary shares as soon as possible after the Extraordinary General Meeting.

The proposal to adjourn the Extraordinary General Meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies in the event that there were insufficient votes to approve the Extension Amendment Proposal or if the Company determines that additional time is necessary to effectuate the Extension, was not presented at the Extraordinary General Meeting, as the Extension Amendment Proposal received a sufficient number of votes required for approval.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	Amendment to Second 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.

HH&L ACQUISITION CO.

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

Date: August 10, 2023

HH&L ACQUISITION CO. (THE "COMPANY")

RESOLUTIONS OF THE SHAREHOLDERS OF THE COMPANY

Extension Amendment Proposal

It is resolved as a special resolution that the second amended and restated memorandum and articles of association of HH&L Acquisition Co. be amended by deleting Articles 51.7 and 51.8 in their entirety and replacing them with the following:

"51.7 In the event that the Company does not consummate a Business Combination on or before August 9, 2023, the Board may, without the need for any further approval of the Company's shareholders, extend the period of time to consummate a Business Combination, not less than three days prior to the applicable Extended Date (as defined below), up to six times, each by an additional month, for an aggregate of six additional months, until February 9, 2024. In the event that the Company does not consummate a Business Combination on or before August 9, 2023, or, if the Board has resolved to extend the period of time to consummate a Business Combination beyond August 9, 2023, as permitted by this Article 51.7, the applicable Extended Date, or such later time as the Members may approve in accordance with the Articles, the Company shall:

(a) cease all operations except for the purpose of winding up;

(b) as promptly as reasonably possible but not more than ten business days thereafter, redeem the Public Shares, at a per-Share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest earned on the funds held in the Trust Account and not previously released to the Company (less tax payable, if any, and up to US\$100,000 of interest to pay dissolution expenses), divided by the number of then Public Shares in issue, which redemption will completely extinguish public Members' rights as Members (including the right to receive further liquidation distributions, if any); and

(c) as promptly as reasonably possible following such redemption, subject to the approval of the Company's remaining Members and the Directors, liquidate and dissolve, subject in each case to its obligations under Cayman Islands law to provide for claims of creditors and other requirements of Applicable Law.

For the purpose of this clause 51.7, each of the one-month extension periods after August 9, 2023 and until February 9, 2024 is being referred to as a "Extension Period." The last day of each Second-Phase Extension Period is being referred to as a "Extended Date," with the first Second-Phase Extended Date being September 9, 2023 and the sixth (and last possible) Second-Phase Extended Date being February 9, 2024.

51.8 In the event that any amendment is made to the Articles:

(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 on or before August 9, 2023 (or, if the Board has resolved to extend the period of time to consummate a Business Combination as described in Article 51.7, by the applicable Extended Date); or

(b) with respect to any other provision relating to Members' rights or pre-Business Combination activity, each holder of Public Shares who is not the Sponsor, a Founder, Officer or Director shall be provided with the opportunity to redeem their Public Shares upon the approval or effectiveness 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 earned on the funds held in the Trust Account and not previously released to the Company to pay its taxes, divided by the number of then issued and outstanding Public Shares. The Company's ability to provide such redemption in this Article is subject to the Redemption Limitation.
