

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): October 2, 2024

**LanzaTech Global, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**001-40282**

(Commission File Number)

**92-2018969**

(I.R.S. Employer  
Identification No.)

8045 Lamon Avenue, Suite 400  
Skokie, Illinois

(Address of principal executive offices)

60077

(Zip Code)

(847) 324-2400

(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 is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communication 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-commencements 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:

<b>Title of each class</b>	<b>Trading Symbols</b>	<b>Name of each exchange on which registered</b>
<b>Common Stock, par value \$0.0001 per share</b>	<b>LNZA</b>	<b>The Nasdaq Stock Market LLC</b>
<b>Redeemable Warrants, each whole warrant exercisable for one share of Common Stock at an exercise price of \$11.50</b>	<b>LNZAW</b>	<b>The Nasdaq Stock Market LLC</b>

- 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).
- 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.**

At a Special Meeting of Stockholders of LanzaTech Global, Inc. (the “Company”), held on October 2, 2024 (the “Special Meeting”), and as further described in Item 5.07 below, upon the recommendation of the Company’s Board of Directors (the “Board”), the Company’s stockholders voted on and approved an amendment (the “Amendment”) to the Company’s Second Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”) to increase the number of authorized shares of common stock from 400,000,000 shares to 600,000,000 shares.

The foregoing description of the Amendment is qualified, in its entirety, by the full text of the Amendment, a copy of which is attached to this Current Report on Form 8-K as Exhibit 3.1, and is incorporated herein by reference.

The Amendment became effective on October 3, 2024, upon filing with the Secretary of State of the State of Delaware.

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

As described under Item 3.03, on October 3, 2024, the Company filed the Amendment with the Secretary of State of the State of Delaware. The information set forth in Item 3.03 of this Current Report on Form 8-K is incorporated by reference into this Item 5.03.

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

On October 2, 2024, the Company held the Special Meeting. At the close of business on August 29, 2024, the record date for the Special Meeting, there were 197,782,055 shares of the Company’s common stock outstanding and entitled to vote. A total of 115,467,888 shares of the Company’s common stock, or approximately 58.4% of the total shares entitled to vote, were represented at the Special Meeting in person or by proxy.

As the Company previously disclosed, on August 5, 2024, the Company entered into a Convertible Note Purchase Agreement with an accredited investor, pursuant to which the Company agreed to sell and issue to the accredited investor and other purchasers in a private placement transaction in one or more closings up to an aggregate principal amount of \$150.0 million of convertible notes (the “Convertible Notes”). On August 6, 2024, the Company issued and sold \$40.15 million of Convertible Notes to the accredited investor pursuant to such Convertible Note Purchase Agreement. Under the Convertible Notes, the Company was obligated to seek approval from its stockholders to increase its authorized shares of common stock and under Rule 5635 of the Nasdaq Listing Rules for the issuance of shares of common stock in connection with settlement of the Convertible Notes.

Stockholders voted on the following four proposals at the Special Meeting, all of which are described in the Company’s definitive proxy statement for the Special Meeting, filed with the Securities and Exchange Commission on September 9, 2024, and cast their votes as described below.

- A. Stockholders approved an amendment to the Company’s Second Amended and Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 400,000,000 to 600,000,000. The final results of the voting were as follows:

Number of shares For	97,928,612
Number of shares Against	17,526,138
Number of shares Abstaining	13,138
Broker Non-votes	0

- B. Stockholders approved, for purposes of Nasdaq Listing Rule 5635(b), any “change of control” resulting from the issuance of shares of the Company’s common stock in connection with the conversion of the Convertible Notes. The final results of the voting were as follows:

Number of shares For	97,070,101
Number of shares Against	18,363,084

Number of shares Abstaining	34,703
Broker Non-votes	0

C. Stockholders approved, for purposes of Nasdaq Listing Rule 5635(d), the Company's ability to settle conversions of the Convertible Notes using shares of the Company's common stock in excess of 19.9% of the number of outstanding shares of common stock. The final results of the voting were as follows:

Number of shares For	97,057,193
Number of shares Against	18,371,470
Number of shares Abstaining	39,225
Broker Non-votes	0

D. Stockholders approved one or more adjournments of the Special Meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies if there were insufficient votes to approve the preceding proposals at the time of the Special Meeting, or in the absence of a quorum. The final results of the voting were as follows:

Number of shares For	97,113,878
Number of shares Against	18,311,513
Number of shares Abstaining	42,497
Broker Non-votes	0

#### Item 9.01. Financial Statements and Exhibits.

##### (d) Exhibits

Exhibit Number	Description
3.1	<a href="#">Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of LanzaTech Global, Inc.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**SIGNATURES**

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.

Dated: October 8, 2024

**LANZATECH GLOBAL, INC.**

By: /s/ Joseph Blasko  
Name: Joseph Blasko  
Title: General Counsel and Corporate Secretary

CERTIFICATE OF AMENDMENT  
OF  
SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
LANZATECH GLOBAL, INC.

Pursuant to Section 242 of the  
General Corporation Law of the State of Delaware

LanzaTech Global, Inc. (the "**Corporation**"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

A resolution was duly adopted by the Board of Directors of the Corporation on August 28, 2024 pursuant to Section 242 of the General Corporation Law of the State of Delaware setting forth an amendment to the Second Amended and Restated Certificate of Incorporation of the Corporation filed with the Delaware Secretary of State on February 8, 2023 (the "**Certificate of Incorporation**"), and declaring said amendment to be advisable. On October 2, 2024, the stockholders of the Corporation duly approved said proposed amendment at the Corporation's Special Meeting of Stockholders in accordance with Section 242 of the General Corporation Law of the State of Delaware. The resolution setting forth the amendment is as follows:

RESOLVED: That the first sentence of Section 4.1 of the Certificate of Incorporation, be and hereby is deleted in its entirety and the following sentence is inserted in lieu thereof:

The total number of shares of all classes of capital stock, each with a par value of \$0.0001 per share, which the Corporation is authorized to issue is 620,000,000 shares, consisting of (a) 600,000,000 shares of common stock (the "**Common Stock**") and (b) 20,000,000 shares of preferred stock (the "**Preferred Stock**").

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed hereto and this Certificate of Amendment to be signed by a duly authorized officer of the Corporation this 3rd day of October, 2024.

LANZATECH GLOBAL, INC.

By: /s/ Geoff Trukenbrod  
Name: Geoff Trukenbrod  
Title: Chief Financial Officer

