

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 16, 2024

LanzaTech Global, Inc.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

8045 Lamon Avenue, Suite 400
Skokie, Illinois

(Address of principal executive offices)

001-40282

(Commission File Number)

(847) 324-2400

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

92-2018969

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

60077

(Zip Code)

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:

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

- 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 1.02 Termination of a Material Definitive Agreement.

As previously disclosed, on October 4, 2024, ACM ARRT H LLC ("ACM") delivered to the Company notice of a VWAP Trigger Event, which purported to accelerate the settlement of that certain Forward Purchase Agreement, dated February 3, 2023 (such agreement, the "Forward Purchase Agreement") as it relates to ACM's portion (i.e., 2,926,514 common shares) of the shares of the Company's common stock obtained on the open market by ACM and Vellar Opportunity Fund SPV LLC - Series 10 as purchasers under the Forward Purchase Agreement (the "Recycled Shares"). The Company determined to settle the Forward Purchase Agreement in cash and therefore the Company paid to ACM \$7,500,000 in Maturity Consideration (as defined in the Forward Purchase Agreement) (with ACM returning its Recycled Shares to the Company) and \$2,539,350 in Share Consideration (as defined in the Forward Purchase Agreement). As a result, the Company's and ACM's obligations under the Forward Purchase Agreement have been fully satisfied.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Summary of ACM Forward Purchase Agreement details
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 22, 2024

LANZATECH GLOBAL, INC.

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

SUMMARY OF ACM FORWARD PURCHASE AGREEMENT DETAILS

Background *(for previously disclosed details, please reference the 8-K filed with the SEC on October 10, 2024):*

- On February 3, 2023, LanzaTech Global, Inc. (“LanzaTech”, or the “Company”) entered into a Forward Purchase Agreement (“FPA”) with ACM ARRT H LLC (“ACM”) (a portion was subsequently novated to another party)
- The FPA contained a term that allowed the maturity date to be accelerated at ACM’s discretion if, among other factors, certain conditions related to the VWAP price were satisfied (a “VWAP Trigger Event”)
- On October 4, 2024, ACM notified LanzaTech of a VWAP Trigger Event, thereby accelerating the maturity date of the FPA. As part of the notice provided to the Company, ACM requested satisfaction of two amounts due upon the maturity under the terms of the FPA, referred to as the “maturity consideration” and the “share consideration”

FPA Terms & Execution Steps:

- Under the FPA, LanzaTech can settle the maturity consideration payment in cash or shares, at the Company’s option. LanzaTech chose to settle the payment in cash for the following reasons:
 - To limit future downward pressure on the Company’s stock price in the event ACM sold their LanzaTech position on the open market, and
 - As of the date of settlement, a settlement in common shares per the terms of the FPA would have valued the shares at a discount to the market price
- LanzaTech made two payments to ACM: (1) the maturity consideration of \$7.5 million, and (2) the share consideration of approximately \$2.5 million
- Upon maturity, ACM is required by the FPA to return its approximately 2.9 million common shares to LanzaTech, which are intended to be retired by the Company. As a result, the issued and outstanding shares of the Company are expected to be reduced by approximately 2.9 million, resulting in approximately 194.8 million shares outstanding once the share retirement is complete

