

**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): April 10, 2023**

**BLACK MOUNTAIN ACQUISITION CORP.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**001-40907**  
(Commission  
File Number)

**86-2013849**  
(I.R.S. Employer  
Identification No.)

**425 Houston Street, Suite 400**  
**Fort Worth, TX**  
(address of principal executive offices)

**76102**  
(zip code)

**(817) 698-9901**  
(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-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
Units, each consisting of one share of Class A Common Stock, \$0.0001 par value, and three quarters of one warrant	BMAC.U	The New York Stock Exchange
Class A Common Stock, par value \$0.0001 per share	BMAC	The New York Stock Exchange
Warrants, each whole warrant exercisable for one share of Class A Common Stock	BMAC WS	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.

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**Item 8.01 Other Events**

As previously disclosed, Black Mountain Acquisition Corp. (the “Company”) has called a special meeting of stockholders of the Company to be held at 10:00 a.m. Eastern Time on April 14, 2023 (the “Special Meeting”) for the purpose of considering and voting on, among other proposals, proposals related to extending the date by which the Company has to consummate an initial business combination from April 18, 2023 up to December 18, 2023. The proposals are described in further detail in the Company’s Definitive Proxy Statement on Schedule 14A (the “Proxy Statement”), filed with the U.S. Securities and Exchange Commission (“SEC”) on March 24, 2023.

On April 10, 2023, the Company issued 6,810,000 shares of Class A common stock, par value \$0.0001 per share (“Class A Common Stock”), to Black Mountain Sponsor LLC, a Delaware limited liability company (the “Sponsor”), upon the conversion, at the Sponsor’s election, of an equal number of shares of Class B common stock, par value \$0.0001 per share (“Class B Common Stock”), held by the Sponsor (the “Conversion”). The 6,810,000 shares of Class A Common Stock issued in connection with the Conversion are subject to the same restrictions as applied to the shares of Class B Common Stock before the Conversion, including, among others, certain transfer restrictions, no redemption rights and the obligation to vote in favor of an initial business combination, as described in the prospectus for the Company’s initial public offering. Following the Conversion, there are 34,410,000 shares of Class A Common Stock issued and outstanding and 90,000 shares of Class B Common Stock issued and outstanding. As a result of the Conversion, the Sponsor holds 19.8% of the outstanding shares of Class A Common Stock.

**Participants in the Solicitation**

The Company and its directors and executive officers may be deemed participants in the solicitation of proxies from the Company’s stockholders with respect to proposals voted on at the Special Meeting. Information regarding the Company’s directors and executive officers and a description of their interests in the Company is contained in the Proxy Statement and the Company’s Annual Report on Form 10-K filed with the SEC on March 31, 2023, which are available free of charge at the SEC’s web site at [www.sec.gov](http://www.sec.gov), or by directing a request to Black Mountain Acquisition Corp., 425 Houston Street, Suite 400, Fort Worth, Texas 76102.

**No Offer or Solicitation**

This Current Report on Form 8-K shall not constitute a solicitation of a proxy, consent or authorization with respect to any securities or in respect of any business combination. This Current Report on Form 8-K shall also not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any states or jurisdictions in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended (“Securities Act”).

**Forward-Looking Statements**

This Current Report on Form 8-K includes “forward-looking statements” within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended. The Company’s actual results may differ from its expectations, estimates and projections and consequently, you should not rely on these forward-looking statements as predictions of future events. Words such as “expect,” “estimate,” “project,” “budget,” “forecast,” “anticipate,” “intend,” “plan,” “may,” “will,” “could,” “should,” “believes,” “predicts,” “potential,” “continue,” and similar expressions (or the negative versions of such words or expressions) are intended to identify such forward-looking statements. These forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from the expected results. Most of these factors are outside the Company’s control and are difficult to predict. The Company cautions investors not to place undue reliance upon any forward-looking statements, which speak only as of the date made. The Company does not undertake or accept any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements to reflect any change in its expectations or any change in events, conditions or circumstances on which any such statement is based. There may be additional risks that the Company does not presently know or that the Company currently believes are immaterial that could cause actual results to differ from those contained in the forward-looking statements. Additional

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information concerning these and other factors that may impact the Company's expectations and projections can be found in the Company's periodic filings with the SEC, including the Company's Annual Report on Form 10-K filed with the SEC on March 31, 2023, any subsequently filed Quarterly Reports on Form 10-Q and the Proxy Statement. The Company's SEC filings are available publicly on the SEC's website at [www.sec.gov](http://www.sec.gov).

**Additional Information and Where to Find It**

The Company urges investors, shareholders and other interested persons to read the Proxy Statement as well as other documents filed by the Company with the SEC, because these documents will contain important information about the Company and the proposals to be voted on at the Special Meeting. Shareholders may obtain copies of the Proxy Statement, without charge, at the SEC's website at [www.sec.gov](http://www.sec.gov) or by directing a request to the Company's proxy solicitor, Morrow Sodali LLC, at 333 Ludlow Street, 5th Floor, South Tower, Stamford, Connecticut 06902, [BMAC.info@investor.morrowsodali.com](mailto:BMAC.info@investor.morrowsodali.com).

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**SIGNATURE**

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: April 10, 2023

**BLACK MOUNTAIN ACQUISITION CORP.**

By: /s/ Jacob Smith

Name: Jacob Smith

Title: Chief Financial Officer, Chief Accounting Officer  
and Secretary