
**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): November 13, 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 filing 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.

Item 7.01 Regulation FD Disclosure.

On November 8, 2023, Black Mountain Acquisition Corp. (the “Company”) filed a Current Report on Form 8-K disclosing, among other things, that, as of November 8, 2023, the redemption price per share was approximately \$10.63, based on the aggregate amount on deposit in the trust account established in connection with the Company’s initial public offering (the “Trust Account”) of approximately \$52,552,184.80 (net of interest expected to be released to the Company to pay taxes), divided by the total number of outstanding shares of the Company’s Class A common stock, par value \$0.0001 per share, initially sold as part of the units in the Company’s initial public offering.

The Company is filing this Current Report on Form 8-K to confirm that the per share redemption price of \$10.63 is accurate as of November 8, 2023. Following the filing of the Definitive Proxy Statement on Schedule 14A by the Company with the U.S. Securities and Exchange Commission (the “SEC”) on March 24, 2023, in order to mitigate the risk of the Company being deemed to be an unregistered investment company (including under the subjective test of Section 3(a)(1)(A) of the Investment Company Act of 1940, as amended (the “Investment Company Act”), and thus subject to regulation under the Investment Company Act, the funds in the Trust Account were moved to a non-interest bearing demand deposit account. However, since October 2023, the funds in the Trust Account have been held in an interest bearing demand deposit account, and the Company intends to remain invested in an interest-bearing demand deposit account until the earlier to occur of (i) the date on which the Company consummates a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination, involving the Company and one or more businesses or entities and (ii) the liquidation of the Company.

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 Definitive Proxy Statement on Schedule 14A (the “Proxy Statement”) filed with the SEC on October 24, 2023 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, 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 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.

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 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.

SIGNATURES

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: November 13, 2023

BLACK MOUNTAIN ACQUISITION CORP.

By: /s/ Jacob Smith

Name: Jacob Smith

Title: Chief Financial Officer, Chief Accounting Officer
and Secretary