
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

SCHEDULE TO

(AMENDMENT NO. 2)

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

AMPRIUS TECHNOLOGIES, INC.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

**PRIVATE WARRANTS TO PURCHASE COMMON STOCK AT AN EXERCISE PRICE OF \$11.50 PER SHARE
PUBLIC WARRANTS TO PURCHASE COMMON STOCK AT AN EXERCISE PRICE OF \$11.50 PER SHARE**
(Title of Class of Securities)

N/A

03214Q 116

(CUSIP Number of Class of Securities)

**Dr. Kang Sun
Chief Executive Officer
Amprius Technologies, Inc.
1180 Page Avenue
Fremont, California 94538
Telephone: (800) 425-8803**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Person)

WITH A COPY TO:

**Michael J. Danaher
Mark B. Baudler
Austin D. March
Wilson Sonsini Goodrich & Rosati, P.C.
650 Page Mill Road
Palo Alto, California 94304
Telephone: (650) 493-9300**

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of a tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate note provision(s):

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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This Amendment No. 2 to the Tender Offer Statement on Schedule TO (together with any exhibits and annexes attached hereto, this “Amendment No. 2”) amends and supplements the Tender Offer Statement on Schedule TO filed with the U.S. Securities and Exchange Commission (the “SEC”) on May 13, 2024 (the “Original Schedule TO”), as amended by Amendment No. 1 to the Original Schedule TO filed with the SEC on June 4, 2024 (as so amended, the “Schedule TO”) by Amprius Technologies, Inc., a Delaware corporation (the “Company,” “we,” “us,” or “our”), relating to an offer by the Company to the holders of the Offering Warrants to exercise for cash (and not on a cashless basis) the Offering Warrants at a temporarily reduced exercise price of \$1.10 per Offering Warrant, upon the terms and subject to the conditions set forth in the Offer to Exercise Warrants to Purchase Common Stock of Amprius Technologies, Inc. dated May 13, 2023 (as amended, the “Offer to Exercise”) filed as Exhibit (a)(1)(B) to the Original Schedule TO.

This Amendment No. 2 should be read together with the Schedule TO and its exhibits. This Amendment No. 2 is made to amend and supplement certain items of the Schedule TO. Only those items being amended are reported in this Amendment No. 2. Except as specifically set forth herein, this Amendment No. 2 does not modify any of the information previously reported on the Schedule TO. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule TO.

This Amendment No. 2 is the final amendment to the Schedule TO and is being filed in satisfaction of the reporting requirements of Rule 13e-4(c)(4) of the Exchange Act.

Amendments to the Schedule TO

ITEM 4 (*Terms of the Transaction*) to the Schedule TO is hereby amended and supplemented to include the following:

(a)–(b) The Offer to Exercise expired at 5:00 p.m. (Eastern Time) on June 11, 2024 (the “Expiration Date”). 13,075,664 Offering Warrants to purchase an aggregate of 13,075,664 shares of Common Stock were tendered and exercised for aggregate gross proceeds to the Company of approximately \$14.4 million, before deducting information agent fees and other expenses. Offering Warrants that were not tendered and exercised remain in effect at the original exercise price of \$11.50 per share of Common Stock.

ITEM 8 (*Interests in Securities of the Subject Company*) to the Schedule TO is hereby amended and supplemented to include the following:

(a) The 13,075,664 Offering Warrants accepted by the Company did not include any of the 4,700,000 Offering Warrants held by Kensington Capital Partners, LLC.

ITEM 11 (*Additional Information*) to the Schedule TO is hereby amended and supplemented to include the following:

(c) On June 12, 2024, the Company issued a press release announcing the final results of the Offer to Exercise, which expired at 5:00 p.m. (Eastern Time) on June 11, 2024. A copy of the press release is filed as Exhibit (a)(5)(D) to this Amendment No. 2 and is incorporated by reference herein.

ITEM 12 (*Exhibits*) to the Schedule TO is hereby amended and supplemented to include the following:

(a) [\(5\)\(D\) Press release, dated June 12, 2024.](#)

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 12, 2024

AMPRIUS TECHNOLOGIES, INC.

By: /s/ Kang Sun

Name: Dr. Kang Sun

Title: Chief Executive Officer



**Amprius Announces Final Results of Offer to Exercise Allowing Public
and Private Warrants to be Exercised at a Reduced Price**

FREMONT, Calif. – June 12, 2024 – Amprius Technologies, Inc. (“Amprius” or the “Company”) (NYSE: AMPX), a leader in next-generation lithium-ion batteries with its Silicon Anode Platform, today announced the final results of its previously announced offer (the “Offer to Exercise”) to the holders of the Company’s outstanding public warrants to purchase up to 29,268,236 shares of the Company’s common stock, \$0.0001 par value per share (“Common Stock”), and private warrants to purchase up to 16,400,000 shares of Common Stock (together with the public warrants, the “Offering Warrants”), at a temporarily reduced cash exercise price of \$1.10 per Offering Warrant. The Offer to Exercise expired at 5:00 p.m. Eastern Time on July 11, 2024.

Based on the final count by Continental Stock Transfer & Trust Co., the depositary agent for the Offer to Exercise, 13,075,664 Offering Warrants to purchase an aggregate of 13,075,664 shares of Common Stock were tendered and exercised for aggregate gross proceeds to the Company of approximately \$14.4 million, before deducting information agent fees and other expenses. Offering Warrants that were not tendered and exercised remain in effect at the original exercise price of \$11.50 per share of Common Stock.

The Offer to Exercise was made pursuant to the Tender Offer Statement on Schedule TO originally filed by the Company with the Securities and Exchange Commission (the “SEC”) on May 13, 2024 (as amended, the “Original Schedule TO”). The complete terms of the Offer to Exercise were set forth in the Schedule TO and related exhibits filed with the SEC. Copies of the Schedule TO and other related materials are available on the SEC’s website, at www.sec.gov. This press release is for informational purposes only and is not an offer to purchase or a solicitation of an offer to sell securities.

About Amprius Technologies, Inc.

Amprius Technologies, Inc. is a leading manufacturer of high-energy and high-power lithium-ion batteries producing the industry’s highest known energy density cells. The Company’s commercially available SiMaxx™ batteries deliver up to 450 Wh/kg and 1,150 Wh/L, with third-party validation of 500Wh/kg and 1,300 Wh/L. The Company’s corporate headquarters is in Fremont, California, where it maintains an R&D lab and a MWh scale manufacturing facility for the fabrication of silicon anodes and cells. To serve customer demand, Amprius entered into a lease agreement for an approximately 774,000 square foot facility in Brighton, Colorado and expanded its product portfolio to include the SiCore™ platform.

Investors

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