

Amprius Technologies, Inc.



This prospectus supplement is being filed to update and supplement the information contained in our prospectus dated April 11, 2023 (the “Prospectus”) with the information contained in our Current Report on Form 8-K, filed with the Securities and Exchange Commission on September 21, 2023. Accordingly, we have attached our Current Report on Form 8-K to this prospectus supplement.

This prospectus supplement updates and supplements the information in the Prospectus and is not complete without, and may not be delivered or utilized except in combination with, the Prospectus, including any amendments or supplements thereto. This prospectus supplement should be read in conjunction with the Prospectus and if there is any inconsistency between the information in the Prospectus and this prospectus supplement, you should rely on the information in this prospectus supplement.

Our common stock and public warrants are listed on the New York Stock Exchange (the “NYSE”) under the symbols “AMPX” and “AMPX.W,” respectively. On September 20, 2023, the last reported sales prices for our common stock and public warrants on the NYSE were \$4.30 and \$0.24, respectively.

We are an “emerging growth company,” as defined under the federal securities laws, and, as such, may elect to comply with certain reduced public company reporting requirements.

Investing in our securities involves a high degree of risk. Before buying any securities, you should carefully read the discussion of the risks of investing in our securities in “Risk Factors” beginning on page 7 of the Prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is September 21, 2023

**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): September 21, 2023

Amprius Technologies, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-41314
(Commission
File Number)

98-1591811
(IRS Employer
Identification No.)

1180 Page Ave
Fremont, California
(Address of Principal Executive Offices)

94538
(Zip Code)

Registrant's Telephone Number, Including Area Code: (800) 425-8803

N/A
(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 communications 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
Common stock, par value \$0.0001 per share	AMPX	The New York Stock Exchange
Redeemable warrants, each exercisable for one share of common stock at an exercise price of \$11.50	AMPX.W	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 8.01 Other Events.

As described in the Current Report on Form 8-K filed by Amprius Technologies, Inc. (the “Company”) on May 10, 2023 (the “Announcement 8-K”), the Company entered into a Merger Agreement providing for the consummation of certain mergers and other transactions as described therein. Capitalized but undefined terms in this Current Report on Form 8-K have the meanings ascribed to such terms in the Announcement 8-K.

The special meeting of the Company’s stockholders for the purpose of voting on the merger with Holdco and other matters has been rescheduled for October 24, 2023. The record date for the rescheduled special meeting is September 12, 2023.

IMPORTANT INFORMATION AND WHERE TO FIND IT

In connection with the Mergers, Amprius filed a Registration Statement on Form S-4 (File No. 333-272466) (the “Registration Statement”), including the proxy statement/prospectus included therein (the “Proxy Statement”). Amprius may also file other documents and relevant materials with the SEC regarding the Mergers. The Company commenced mailing of the Proxy Statement to its stockholders on September 21, 2023. SECURITY HOLDERS OF AMPRIUS AND HOLDCO ARE URGED TO READ THE PROXY STATEMENT (INCLUDING ALL AMENDMENTS AND SUPPLEMENTS THERETO) AND OTHER DOCUMENTS AND RELEVANT MATERIALS RELATING TO THE MERGERS THAT ARE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY BEFORE MAKING ANY VOTING DECISION WITH RESPECT TO THE MERGERS BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE MERGERS AND THE PARTIES TO THE MERGERS. Stockholders are able to obtain free copies of the Proxy Statement and other documents containing important information about Amprius and Holdco that were filed with the SEC through the website maintained by the SEC at <http://www.sec.gov>.

PARTICIPANTS IN THE SOLICITATION

Amprius and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Amprius in connection with the Mergers. Holdco and its officers and directors may also be deemed participants in such solicitation. Security holders may obtain more detailed information regarding the names, affiliations and interests of certain of Amprius’ and Holdco’s executive officers and directors in the solicitation by reading the Proxy Statement and other relevant materials filed with the SEC in connection with the Mergers when they become available. Information concerning the interests of Amprius’ participants in the solicitation, which may, in some cases, be different from those of Amprius’ stockholders generally, is forth in the Proxy Statement relating to the Mergers.

NO OFFER OR SOLICITATION

This communication shall 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 jurisdiction 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.

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.

AMPRIUS TECHNOLOGIES, INC.

Date: September 21, 2023

By: /s/ Sandra Wallach
Name: Sandra Wallach
Title: Chief Financial Officer
