

**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): May 13, 2024

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 3.03 Material Modifications to Rights of Security Holders.

Item 8.01 of this Current Report on Form 8-K is incorporated by reference into this Item 3.03.

Item 8.01 Other Events.

On May 13, 2024, Amprius Technologies, Inc. (the “Company”) and Continental Stock Transfer & Trust Company entered into an amendment (such amendment, the “Warrant Agreement Amendment”) to that certain Warrant Agreement, dated as of March 1, 2022 (the “Warrant Agreement”), pursuant to which the cash exercise price of the Company’s public warrants to purchase shares of the Company’s common stock and the Company’s private placement warrants to purchase shares of the Company’s common stock, each at an exercise price of \$11.50 per warrant (collectively, the “Offering Warrants”), was temporarily reduced to \$1.10 per Offering Warrant if the Offering Warrants are exercised pursuant to the terms of the Offer to Exercise Warrants to Purchase Common Stock of Amprius Technologies, Inc., dated May 13, 2024 (together with any amendments or supplements thereto, the “Offer to Exercise”), which the Company filed with the Securities and Exchange Commission as an exhibit to the Company’s Schedule TO, dated May 13, 2024. The Offer to Exercise began on May 13, 2024 and will end at 5:00 p.m. (Eastern Time) on June 11, 2024, subject to potential extensions by the Company in its sole discretion (the “Expiration Date”). At the Expiration Date, Offering Warrants may no longer be exercised for cash at the reduced cash exercise price of \$1.10 per Offering Warrant. Other than as set forth above, the terms of the Offering Warrants set forth in the Warrant Agreement remain unmodified and in full force and effect.

The foregoing description of the Warrant Agreement Amendment is qualified in its entirety by reference to the Warrant Agreement Amendment, a copy of which is attached as Exhibit 4.1 and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
4.1	First Amendment to Warrant Agreement, dated as of May 13, 2024, by and between the Company and Continental Transfer & Trust Company (incorporated by reference to Exhibit (d)(2) the Company’s Schedule TO filed with the SEC on May 13, 2024 (File No. 005-93595).
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.

AMPRIUS TECHNOLOGIES, INC.

Date: May 13, 2024

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

**FIRST AMENDMENT TO
WARRANT AGREEMENT**

This First Amendment to Warrant Agreement (this "Amendment") is made as of May 13, 2024 between Amprius Technologies, Inc., a Delaware corporation (f/k/a Kensington Capital Acquisition Corp. IV, the "Company"), and Continental Stock Transfer & Trust Company (the "Warrant Agent") and amends that certain Warrant Agreement, dated as of March 1, 2022, by and between the Company and the Warrant Agent (the "Agreement"). All capitalized terms used but not defined in this Amendment shall have the meanings provided in the Agreement.

WHEREAS, on September 14, 2022, Kensington Capital Acquisition Corp. IV completed the business combination contemplated by that certain Business Combination Agreement, dated May 11, 2022, by and among Kensington Capital Acquisition Corp. IV, Amprius Technologies Operating, Inc. (f/k/a Amprius Technologies, Inc., "Legacy Amprius"), and Kensington Capital Merger Sub Corp. ("Merger Sub"), pursuant to which, among other things, Merger Sub merged with and into Legacy Amprius, with Legacy Amprius surviving as a wholly owned subsidiary of Kensington Capital Acquisition Corp. IV, and Kensington Capital Acquisition Corp. IV changed its name to "Amprius Technologies, Inc." (such transaction, the "Business Combination").

WHEREAS, pursuant to the Agreement and as a result of the Business Combination, each Warrant entitles the Registered Holder thereof to purchase from the Company one share of Common Stock at the exercise price of \$11.50 per share.

WHEREAS, Section 9.8 of the Agreement provides that the terms of the Agreement may be amended without the consent of any Registered Holder for, among other things, changing any provisions with respect to matters or questions arising under this Agreement as the parties may deem necessary or desirable and that the parties deem shall not adversely affect the interest of the Registered Holders.

WHEREAS, the parties desire to amend certain provisions of the Agreement that do not adversely affect the interests of the Registered Holders, including to amend the terms of the Warrants to temporarily permit Warrants to be exercised for cash at a price of \$1.10 per Warrant upon the terms and subject to the conditions set forth in the Offer to Exercise dated May 13, 2024 filed with the Securities and Exchange Commission as Exhibit (a)(1)(B) to the Company's Schedule TO on or about the date of this Amendment (the "Offer to Exercise").

WHEREAS, pursuant to the Offer to Exercise, the exercise price will only be temporarily reduced for Warrant holders exercising Warrants pursuant to the Offer to Exercise during the period that begins on May 13, 2024 and ends at 5:00 p.m. (Eastern Time) on June 11, 2024, as the same may be extended by the Company in its sole discretion (such period, as may be extended, the "Offer Period").

WHEREAS, during the Offer Period, holders of the Warrants will have the opportunity to exercise their Warrants at the temporarily reduced exercise price in accordance with the terms and conditions set forth in the Offer to Exercise, which includes the withdrawal rights specified therein.

NOW, THEREFORE, in consideration of the mutual agreements herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, the parties hereto agree as follows:

1. **Amendment of Agreement.** The parties hereby amend, effective as of the date of this Amendment, the Agreement as provided in this Section 1:
 - a. References to the "Company" in the Agreement shall hereafter refer to "Amprius Technologies, Inc."
 - b. References to "Ordinary Share" in Agreement shall hereafter refer to a "share of common stock, par value \$0.0001 per share, of the Company".
-

- c. The following shall be added to the Agreement as a new Section 9.10:

Notwithstanding any terms to the contrary, any Warrant may be exercised for cash at an exercise price of \$1.10 per share pursuant to and until the expiration of the Offer to Exercise, filed with the Commission as Exhibit (a)(1)(B) to the Company's Schedule TO on or about the date of this Amendment (the "Offer to Exercise"). The expiration time of the Offer to Exercise is initially set as 5:00 P.M. Eastern Time on June 11, 2024 but may be extended by the Company in its sole discretion as described in the Offer to Exercise (the "Expiration Time"). For the avoidance of doubt, following the Expiration Time, the Warrants may not be exercised pursuant to the Offer to Exercise.

- d. Section 9.2 of the Agreement is hereby amended to direct that any notice, statement or demand authorized by the Agreement to be given or made by the Warrant Agent or by the holder of any Warrant to or on the Company pursuant to Section 9.2 of the Agreement shall be delivered to:

"Amprius Technologies, Inc.
1180 Page Ave
Fremont, California 94538
Attn: Legal Department

With a copy to (which shall not constitute notice):

Wilson Sonsini Goodrich & Rosati
650 Page Mill Road
Palo Alto, California 94304
Attention: Michael J. Danaher"

2. **Miscellaneous Provisions.** Other than with respect to the amendments set forth in Section 1 of this Amendment, the provisions set forth in Article 9 of the Agreement shall apply *mutatis mutandis* to this Amendment.

[Signature Page Follows]

IN WITNESS WHEREOF, this Amendment has been duly executed by the parties hereto as of the day and year first above written.

AMPRIUS TECHNOLOGIES, INC.

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

CONTINENTAL STOCK TRANSFER &
TRUST COMPANY, as Warrant Agent

By: /s/ Douglas Reed
Name: Douglas Reed
Title: Vice President

[SIGNATURE PAGE TO FIRST AMENDMENT TO WARRANT AGREEMENT]