

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

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT
Pursuant to Section 13 or Section 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 3, 2023

DHC ACQUISITION CORP
(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction of
incorporation or organization)

001-40130
(Commission
File Number)

98-1574798
(I.R.S. Employer
Identification No.)

535 Silicon Drive, Suite 100
Southlake, Texas
(Address of principal executive offices)

76092
(Zip Code)

(214) 452-2300
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 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
Units, each consisting of one Class A ordinary share, \$0.0001 par value, and one-third of one redeemable warrant	DHCAU	The Nasdaq Stock Market LLC
Class A ordinary shares included as part of the units	DHCA	The Nasdaq Stock Market LLC
Redeemable warrants included as part of the units, each whole warrant exercisable for one Class A ordinary share of at an exercise price of \$11.50	DHCAW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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.

Explanatory Note

On March 9, 2023, DHC Acquisition Corp (the “Company”) filed a Current Report on Form 8-K (the “Original 8-K”) to disclose, among other things, an amendment (the “Articles Amendment”) to the Company’s Amended and Restated Memorandum and Articles of Association approved by the Company’s Ordinary Shareholders and effective on March 3, 2023, which the Company filed with the Registrar of Companies of the Cayman Islands (the “Cayman Registrar”) on March 10, 2023. This Amendment No. 1 to the Original 8-K is being filed solely to include the Articles Amendment in the form as filed with the Cayman Registrar as a standalone amendment to, rather than as an amendment and restatement of, the Amended and Restated Memorandum and Articles of Association.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Amendment to the Amended and Restated Memorandum and Articles of Association.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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.

Dated: March 14, 2023

DHC ACQUISITION CORP

By: /s/ Christopher Gaertner

Name: Christopher Gaertner

Title: Co-Chief Executive Officer and Chief Financial Officer

Registrar of Companies
Government Administration Building
133 Elgin Avenue
George Town
Grand Cayman

DHC Acquisition Corp (ROC # 369457) (the “Company”)

TAKE NOTICE that by minutes of an extraordinary general meeting in lieu of an annual general meeting of the Company held 3 March 2023, the following special resolution was passed:

Extension Amendment Proposal

RESOLVED, as a special resolution that:

- a) the first sentence of Article 49.7 of DHC’s Amended and Restated Memorandum and Articles of Association be deleted in its entirety and replaced with the following new first sentence of Article 49.7:
“In the event that the Company does not consummate a Business Combination by December 4, 2023, or such later time as the Members may approve in accordance with the Articles, the Company shall:”
- b) Article 49.8(a) of DHC’s Amended and Restated Memorandum and Articles of Association be deleted in its entirety and replaced with the following new Article 49.8(a):
“to modify the substance or timing of the Company’s obligation to: (i) allow redemptions of the Public Shares in connection with a Business Combination or: (ii) redeem 100 per cent of the Public Shares if the Company has not completed a Business Combination by December 4, 2023, or such later time as the Members may approve in accordance with the Articles; and/or”
- c) Article 49.10(b) of DHC’s Amended and Restated Memorandum and Articles of Association be deleted in its entirety and replaced with the following new Article 49.10(b):
“vote as a class with the Public Shares: (i) on the Company’s initial Business Combination or on any other proposal presented to shareholders prior to or in connection with the completion of an initial Business Combination; or (ii) to approve an amendment to the Memorandum or the Articles to (x) extend the time we have to consummate a business combination beyond December 4, 2023 or (y) amend this Article 49.10.”

/s/ Alec Pultr

Alec Pultr
Corporate Administrator
for and on behalf of
Maples Corporate Services Limited

Dated this 10th day of March 2023.