

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

FORM 8-K

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): January 31, 2023

BlueRiver Acquisition Corp.
(Exact name of registrant as specified in its charter)

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

001-39961
(Commission File Number)

98-1577027
(I.R.S. Employer Identification Number)

250 West Nottingham Drive, Suite 400
San Antonio, Texas
(Address of principal executive offices)

78209
(Zip Code)

Registrant's telephone number, including area code: (210) 832 3305

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 and one-third of a redeemable Warrant to acquire one Class A ordinary share	BLUA.U	The New York Stock Exchange
Class A ordinary share, par value \$0.0001 per share	BLUA	The New York Stock Exchange
Redeemable Warrants, each whole warrant exercisable for one Class A ordinary share at an exercise price of \$11.50	BLUA.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 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.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The information included in Item 5.07 is incorporated by reference in this item to the extent required.

Item 5.07 Submission of Matters to a Vote of Security Holdings.

The Company held the General Meeting at 11:00 a.m. Eastern Time on January 31, 2023 for the purposes of considering and voting upon:

- The Extension Proposal – to consider and vote upon a proposal by the following special resolution to amend (the “**Extension Proposal**”) the Company’s amended and restated memorandum and articles of association to extend from February 2, 2023 to August 2, 2023, the date (the “**Termination Date**”) by which, if the Company has not consummated a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination involving the Company, with one or

more businesses or entities (a “**Business Combination**”), the Company must (a) cease all operations except for the purpose of winding up; (b) as promptly as reasonably possible but not more than ten business days thereafter, redeem the Class A ordinary shares sold in the Company’s initial public offering (the “**Public Shares**”); and (c) as promptly as reasonably possible following such redemption, subject to the approval of the Company’s remaining shareholders and the directors, liquidate and dissolve, subject in each case to its obligations under Cayman Islands law to provide for claims of creditors and in all cases subject to the other requirements of applicable law.

- The Adjournment Proposal — to consider and vote upon a proposal by the following ordinary resolution to approve the adjournment of the General Meeting by the chairman thereof to a later date, if necessary, under certain circumstances, to solicit additional proxies for the purpose of approving the Extension Proposal, to amend the Extension Proposal, or to allow reasonable additional time for the filing or mailing of any supplemental or amended disclosure that the Company has determined in good faith after consultation with outside legal counsel is required under applicable law and for such supplemental or amended disclosure to be disseminated and reviewed by the Company’s shareholders prior to the General Meeting; provided that the General Meeting is reconvened as promptly as practical thereafter. The Adjournment Proposal will only be presented at the General Meeting if there are not sufficient votes to approve the Extension Proposal.

For more information on these proposals, please refer to the Company’s proxy statement dated January 13, 2023, as supplemented on January 24, 2023 and January 25, 2023 (the “**Proxy Statement**”). As of the record date of January 9, 2023, there were a total of 36,737,500 ordinary shares issued and outstanding and entitled to vote at the General Meeting. Proxies were received for 29,459,017 ordinary shares, or approximately 80.188% of the shares issued and outstanding and entitled to vote at the General Meeting; therefore a quorum was present.

Shareholders voted to approve the Extension Proposal. The proposal received the following final voting results:

For	Against	Abstain
28,618,825	240,192	600,000

The Adjournment Proposal was not presented to the shareholders because there were sufficient votes to approve the Extension Proposal.

A copy of the Amendment of the Company’s Memorandum and Articles of Association as adopted on January 31, 2023 by special resolution of the shareholders is attached to this Current Report on Form 8-K as Exhibit 3.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit	Description
3.1	Amendment to the Memorandum and Articles of Association of BlueRiver Acquisition Corp.
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.

BlueRiver Acquisition Corp.

By: /s/ John Gregg
Name: John Gregg
Title: Co-Chief Executive Officer

Dated: January 31, 2023

BlueRiver Acquisition Corp.

(the "Company")

MINUTES OF AN EXTRAORDINARY GENERAL MEETING OF THE COMPANY HELD AT THE OFFICES OF GOODWIN PROCTER LLP, 620 EIGHTH AVENUE, NEW YORK, NY 10018 ON 31 JANUARY 2023 AT 11:00 A.M. EASTERN TIME

Present: As set out in the Schedule
In Attendance: As set out in the Schedule

1 Officers of the Meeting

It was resolved that John Gregg and Randall Mays be appointed as chairman and secretary respectively of the meeting.

2 Constitution of the Meeting

2.1 At the meeting on 31 January 2023:

- (a) The Chairman noted that the Amended and Restated Memorandum and Articles of Association of the Company (the "**Memorandum and Articles**") provides that the quorum for a general meeting of the Company is the holders of a majority of all shares of the Company in issue being individuals present in person or by proxy or if a corporation or other non-natural person by its duly authorised representative or proxy.
- (b) The Chairman noted that written notice of the meeting (the "**Notice**") had been sent to all shareholders of record of the Company (the "**Shareholders**") on 17 January 2023.
- (c) The Chairman noted that the record date for the meeting was 9 January 2023.
- (d) The Chairman noted that a quorum of the Shareholders were present in person or by proxy. It was noted that the Notice confirmed that the meeting may be attended virtually online via the internet and telephone details as noted therein, and that the physical location of the meeting for the purposes of the Memorandum and Articles would be as noted therein. The Chairman noted that a live-webcast for the meeting was made available via <https://www.cstproxy.com/blueriverspac/2023>.
- (e) The Chairman noted that the Company had received a copy of the Affidavit of Mailing (a copy of which is attached to these minutes), prepared by Continental Stock Transfer & Trust Company, which confirms that the Notice had been mailed to the Shareholders on 17 January 2023.
- (f) The Chairman introduced Christian Jacques of Okapi Partners who acted as inspector of election (the "**Inspector**") during the meeting. The Chairman noted that the Company had received a copy of the Oath of Inspector of Election and a copy of which is attached to these minutes) from the Inspector.
- (g) Accordingly, the Chairman declared the meeting duly constituted.
- (h) The Chairman noted that prompt notice of any action taken at the meeting shall be given to each Shareholder not in attendance in person or by proxy following the meeting.

3 Business of the Meeting

The Chairman noted that the purpose of calling the meeting was for the Shareholders to consider and, if thought fit, approve the resolutions contained in the Notice and which is set out below.

4 Proposals4.1 **Proposal 1 - Extension Amendment**

RESOLVED, as a special resolution, that the Amended and Restated Memorandum and Articles of Association of the Company be amended by the deletion of the existing Articles 49.7 and 49.8 in their entirety and the insertion of the following language in their place:

49.7 In the event that the Company does not consummate a Business Combination within 30 months from the consummation of the IPO or such later time as the Members may approve in accordance with the Articles, the Company shall:

- (a) cease all operations except for the purpose of winding up;
- (b) as promptly as reasonably possible but not more than ten business days thereafter, redeem the Public Shares, at a per-Share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest earned on the funds held in the Trust Account and not previously released to the Company (less taxes payable and up to US\$100,000 of interest to pay dissolution expenses), divided by the number of then Public Shares in issue, which redemption will completely extinguish public Members' rights as Members (including the right to receive further liquidation distributions, if any); and
- (c) as promptly as reasonably possible following such redemption, subject to the approval of the Company's remaining Members and the Directors, liquidate and dissolve, subject in each case to its obligations under Cayman Islands law to provide for claims of creditors and other requirements of Applicable Law

49.8 In the event that any amendment is made to the Articles:

- (a) to modify the substance or timing of the Company's obligation to allow redemption in connection with a Business Combination or redeem 100 per cent of the Public Shares if the Company does not consummate a Business Combination within 24 months from the consummation of the IPO or such later time as the Members may approve in accordance with the Articles; or
- (b) with respect to any other provision relating to Members' rights or pre-Business Combination activity, each holder of Public Shares who is not the Sponsor, a Founder, Officer or Director shall be provided with the opportunity to redeem their Public Shares upon the approval or effectiveness of any such amendment at a per-Share price,

payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest earned on the funds held in the Trust Account and not previously released to the Company to pay its taxes, divided by the number of then outstanding Public Shares. The Company's ability to provide such redemption in this Article is subject to the Redemption Limitation.

Such amendment above is referred to herein as the "Extension Amendment".

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4.2 Proposal 2 – Adjournment

RESOLVED, as an ordinary resolution, that the adjournment of the extraordinary general meeting to a time and place to be confirmed by the chairman of the extraordinary general meeting be ratified, approved and confirmed in all respects.

5 Voting

5.1 The resolutions referenced above were put to the meeting.

5.2 The voting results of the proposals are set out in the Final Report of Inspector of Election from the Inspector (a copy of which is attached to these minutes).

5.3 The Chairman declared that the resolutions referenced above were carried.

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6 Termination of Meeting

There being no further business the Meeting was concluded.

/s/ John Gregg
Chairman

/s/ Randall Mays
Secretary

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