

**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): March 10, 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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On March 9, 2023, BlueRiver Acquisition Corp. (the "Company") issued a press release announcing that it intends to transfer the listing of its units, Class A ordinary shares and warrants to purchase Class A ordinary shares to the NYSE American LLC (the "NYSE American"). The Company received written confirmation that it has been cleared to file an initial listing application with the NYSE American on March 7, 2023. In connection with listing on the NYSE American, the Company will voluntarily delist from the New York Stock Exchange. Following the transfer of its listing, the Company intends to continue to file the same periodic reports and other information it currently files with the Securities and Exchange Commission. The Company currently anticipates the transfer to the NYSE American to occur on or about March 14, 2023.

The Company intends to file a Form 8-A with respect to the registration of the Company's securities on the NYSE American.

A copy of the Company's press release, dated March 9, 2023, announcing the transfer of the listing of its securities (the "Press Release") is furnished hereto as Exhibit 99.1.

Forward Looking Statements

This Current Report on Form 8-K includes “forward-looking statements” within the meaning of the “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as “estimate,” “plan,” “project,” “forecast,” “intend,” “will,” “expect,” “anticipate,” “believe,” “seek,” “target,” “may,” “intend,” “predict,” “should,” “would,” “predict,” “potential,” “seem,” “future,” “outlook” or other similar expressions (or negative versions of such words or expressions) that predict or indicate future events or trends or that are not statements of historical matters.

Item 7.01 Regulation FD Disclosure.

The Press Release is furnished as Exhibit 99.1 hereto and incorporated into this Item 7.01 by reference.

The foregoing (including Exhibit 99.1) is being furnished pursuant to Item 7.01 and will not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise be subject to the liabilities of that section, nor will they be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01 Financial Statements and Exhibits.

Exhibit Number	Description
99.1	Press Release, issued March 9, 2023
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: March 10, 2023

**BlueRiver Acquisition Corp. to Transfer Listing
To NYSE American**

New York, --(BUSINESS WIRE)-- BlueRiver Acquisition Corp. (NYSE: BLUA) (“BlueRiver”), announced today that it intends to transfer its listing from the New York Stock Exchange (the “NYSE”) to the NYSE American LLC (the “NYSE American”). BlueRiver received written confirmation that it has been cleared to file an initial listing application with the NYSE American on March 7, 2023.

In connection with the transfer, BlueRiver will voluntarily delist from the New York Stock Exchange, and anticipates the transfer to the NYSE American to occur on or about March 14, 2023. BlueRiver’s decision to transfer to the NYSE American was made to permit the continued listing of its securities following recent redemptions of BlueRiver’s Class A common stock in connection with the vote to extend the deadline by which BlueRiver must complete its initial business combination. Following the transfer to the NYSE American, BlueRiver intends to continue to file the same types of periodic reports and other information it currently files with the U.S. Securities and Exchange Commission.

Forward-Looking Statements

This press release includes “forward-looking statements” within the meaning of the “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as “estimate,” “plan,” “project,” “forecast,” “intend,” “will,” “expect,” “anticipate,” “believe,” “seek,” “target,” “may,” “intend,” “predict,” “should,” “would,” “predict,” “potential,” “seem,” “future,” “outlook” or other similar expressions (or negative versions of such words or expressions) that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements are not guarantees of future performance, conditions or results, and involve a number of known and unknown risks, uncertainties, assumptions and other important factors, many of which are outside BlueRiver’s control, that could cause actual results or outcomes to differ materially from those discussed in the forward-looking statements.

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