

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): August 2, 2024

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	
Class A ordinary share, par value \$0.0001 per share	BLUA	
Redeemable Warrants, each whole warrant exercisable for one Class A ordinary share at an exercise price of \$11.50	BLUA.WS	

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 extraordinary general meeting (the 'Extraordinary General Meeting') at 12:00 p.m. Eastern Time on August 2, 2024 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 Company’s amended and restated memorandum and articles of association (the “**Existing Charter**”) to allow the board of directors of the Company (the “**Board**”), without another shareholder vote, to elect to extend the 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, from August 2, 2024 (the “**Original Termination Date**”) to up to 4 times by an additional 3 months each time after the Original Termination Date, by resolution of the Board, until August 2, 2025 (each, an “**Additional Charter Extension Date**”) or a total of up to 12 months after the Original Termination Date, unless the closing of a Business Combination shall have occurred prior thereto (the “**Extension**”, such extension deadline, the “**Extended Date**”, and such proposal, the “**Extension Proposal**”).
- The Adjournment Proposal — to consider and vote upon a proposal (the “**Adjournment Proposal**”) by the following ordinary resolution to approve the adjournment of the Extraordinary General Meeting by the chair 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 Extraordinary General Meeting; provided that the Extraordinary General Meeting is reconvened as promptly as practical thereafter. The Adjournment Proposal will only be presented at the Extraordinary 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 July 15, 2024 (as amended or supplemented, the “**Proxy Statement**”). As of the record date of June 20, 2024, there were a total of 9,555,210 ordinary shares issued and outstanding and entitled to vote at the Extraordinary General Meeting. Proxies were received for 8,488,193 ordinary shares, or approximately 88.83% of the shares issued and outstanding and entitled to vote at the Extraordinary 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
8,353,645	134,548	0

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 Amended and Restated Memorandum and Articles of Association as adopted on August 2, 2024 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	<a href="#">Amendment to the Amended and Restated Memorandum and Articles of Association of BlueRiver Acquisition Corp.</a>
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: August 6, 2024

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

**BlueRiver Acquisition Corp. (ROC # 367278)** (the “Company”)

**TAKE NOTICE** that by Minutes of an Extraordinary General Meeting of the Company dated 2 August 2024, the following special resolution was passed:

**4.1 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 54 months from the consummation of the IPO (the “**Termination Date**”) 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.

Notwithstanding the foregoing, in the event that the Company has not consummated a Business Combination within 42 months from the closing of the IPO, the Company may, without another shareholder vote, elect to extend the date to consummate the Business Combination for up to 4 times by an additional 3 months each time after the 42nd month from the closing of the IPO, by resolution of the Directors until 54 months from the closing of the IPO.



Filed: 02-Aug-2024 16:02 EST  
 Auth Code: F74209722523

[www.verify.gov.ky](http://www.verify.gov.ky) File#: 367278

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 54 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.

/s/ Ashley Jervis

Ashley Jervis  
 Corporate Administrator  
 for and on behalf of  
 Maples Corporate Services Limited

Dated this 2nd day of August 2024



Filed: 02-Aug-2024 16:02 EST  
 Auth Code: F74209722523

[www.verify.gov.ky](http://www.verify.gov.ky) File#: 367278