

**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): December 6, 2022 (December 2, 2022)

**REVOLUTION HEALTHCARE ACQUISITION CORP.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-40190  
(Commission  
File Number)

86-1403778  
(I.R.S. Employer  
Identification No.)

20 University Road,  
Cambridge, Massachusetts  
(Address of principal executive offices)

02138  
(Zip Code)

(617) 234-7000  
(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 is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communication 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-commencements 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 Symbols	Name of each exchange on which registered
SAIL <sup>SM</sup> (Stakeholder Aligned Initial Listing) securities, each consisting of one share of Class A common Stock, \$0.0001 par value, and one-fifth of one redeemable warrant to acquire one share of Class A Common Stock	REVHU	The Nasdaq Stock Market LLC
Class A Common Stock included as part of the SAIL <sup>SM</sup> securities	REVH	The Nasdaq Stock Market LLC
Redeemable Warrants included as part of the SAIL <sup>SM</sup> securities, each whole warrant exercisable for one share of Class A Common Stock at an exercise price of \$11.50	REVHW	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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).
- 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.**

The information included in Item 5.07 of this Current Report on Form 8-K is incorporated by reference in this Item 5.03 to the extent required herein. A copy of Revolution Healthcare Acquisition Corp., a Delaware corporation (the “Company”) certificate of amendment to its Charter (as defined below) is filed with this Current Report on Form 8-K as Exhibit 3.1 and is incorporated herein by reference, and the foregoing description of such certificate of amendment is qualified in its entirety by reference thereto.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On December 2, 2022, the Company held a Special Meeting of Stockholders (the “Special Meeting”). Holders of 44,391,454 shares of the Company’s Common Stock, par value 0.0001 per share, which represented approximately 76.8% of the shares of the Company’s Common Stock outstanding and entitled to vote as of the record date of October 28, 2022, were represented in person or by proxy at the Special Meeting.

At the Special Meeting, stockholders voted on the following proposals, which are described in detail in the Company’s definitive proxy statement filed with the U.S. Securities and Exchange Commission on November 7, 2022. The number of votes cast for and against, as well as the number of abstentions with respect to, the proposals voted upon at the Special Meeting are set forth below.

**Proposal 1 - The Charter Amendment Proposal** - to amend, in the Company’s charter (the “Charter”) the date by which the Company must cease its operations except for the purpose of winding up if it fails to complete a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses (a “Business Combination”), and redeem all of the shares of Class A Common Stock, par value \$0.0001 per share, of the Company (“Class A Common Stock”), included as part of the units sold in the Company’s initial public offering that was completed on March 22, 2021 (the “IPO”), from March 22, 2023 (the “Original Termination Date”) to December 2, 2022, the date of the Special Meeting (the “Amended Termination Date”). Stockholders voted as follows:

For:	44,363,975
Against:	22,042
Abstain:	4,437

Accordingly, the Charter Amendment was approved.

**Proposal 2 - The Trust Amendment Proposal** - to amend the Investment Management Trust Agreement, dated March 17, 2021 (the “Trust Agreement”), by and between the Company and Continental Stock Transfer & Trust Company, a New York limited purpose trust company, as trustee (“Continental”), pursuant to an amendment to the Trust Agreement in the form set forth in Annex B of the accompanying Proxy Statement (the “Trust Amendment” and together with the Charter Amendment, the “Amendments”), to change the date on which Continental must commence liquidation of the trust account established in connection with the IPO (the “Trust Account”) to the Amended Termination Date. Stockholders voted as follows:

For:	44,361,079
Against:	23,947
Abstain:	6,428

Accordingly, the Trust Amendment was approved.

**Proposal 3 - The Adjournment Proposal** - to approve the adjournment of the Special Meeting, if necessary, from time to time to solicit additional proxies in favor of the Amendment Proposals or if otherwise determined by the chairperson of the Special Meeting to be necessary or appropriate. Because there was no need to adjourn the Special Meeting, proposal 3 was not voted upon.

**Item 9.01. Financial Statements and Exhibits.**

Exhibit No.	Description
3.1	<a href="#">Certificate of Amendment of Amended and Restated Certificate of Incorporation of Revolution Healthcare 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.

Dated: December 6, 2022

**Revolution Healthcare Acquisition Corp.**

By: /s/ Mark McDonnell

Name: Mark McDonnell

Title: Chief Financial Officer

**CERTIFICATE OF AMENDMENT  
OF AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF  
REVOLUTION HEALTHCARE ACQUISITION CORP.**

REVOLUTION HEALTHCARE ACQUISITION CORP., a corporation organized and existing under the laws of the State of Delaware (the “**Corporation**”), hereby certifies as follows:

1. The name of the Corporation is Revolution Healthcare Acquisition Corp. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on January 11, 2021. An Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on March 16, 2021 (the “**Amended and Restated Certificate of Incorporation**”).

2. This Amendment to the Amended and Restated Certificate of Incorporation (this “**Amendment**”) has been duly adopted by the Board of Directors of the Corporation and approved by the Corporation’s stockholders in accordance with the provisions of the Amended and Restated Certificate of Incorporation and Section 242 of the General Corporation Law of the State of Delaware. The approval of the Amendment is intended to constitute the adoption of a plan of complete liquidation of the Corporation for U.S. federal income tax purposes.

3. The Amended and Restated Certificate of Incorporation is hereby amended by deleting Article IX, Section 9.1(b) in its entirety and inserting the following in lieu thereof:

(b) Immediately after the Offering, a certain amount of the net offering proceeds received by the Corporation in the Offering (including the proceeds of any exercise of the IPO Option) and certain other amounts specified in the Corporation’s registration statement on Form S-1, as initially filed with the Securities and Exchange Commission on March 1, 2021 (as amended, the “**Registration Statement**”), shall be deposited in a trust account (the “**Trust Account**”), established for the benefit of the Public Stockholders (as defined below) pursuant to a trust agreement described in the Registration Statement. Except for the withdrawal of interest to pay franchise and income taxes, none of the funds held in the Trust Account (including the interest earned on the funds held in the Trust Account) shall be released from the Trust Account until the earliest of (i) the completion of an Initial Business Combination, (ii) the redemption of 100% of the Offering Shares (as defined below) if the Corporation is unable to complete its Initial Business Combination by December 2, 2022 or such later date as approved by holders of a majority of the Corporation’s outstanding common stock that are voted at a meeting to extend such date, voting together as a single class and (iii) the redemption of shares in connection with a vote seeking to amend any provisions of the Amended and Restated Certificate relating to stockholders’ rights or pre-Initial Business Combination activity (as described in Section 9.7). Holders of shares of the Corporation’s Common Stock included as part of the SAILSM securities sold in the Offering (the “**Offering Shares**”) (whether such Offering Shares were purchased in the Offering or in the secondary market following the Offering and whether or not such holders are members or affiliates of REV Sponsor LLC, a Delaware limited liability company (the “**Sponsor**”), Health Assurance Economy Foundation (the “**Foundation**”) or officers or directors of the Corporation) are referred to herein as “**Public Stockholders**.”

4. The Amended and Restated Certificate of Incorporation is hereby amended by deleting Article IX, Section 9.2(d) in its entirety and inserting the following in lieu thereof:

(d) In the event that the Corporation (i) has not consummated an Initial Business Combination by December 2, 2022, or such later date as approved by holders of a majority of the Corporation’s outstanding common stock that are voted at a meeting to extend such date, voting together as a single class or (ii) elects to wind up the affairs of the Corporation for any reason prior to the consummation of an Initial Business Combination, the Corporation shall (i) cease all operations except for the purpose of winding up, (ii) as promptly as reasonably possible but not more than ten business days thereafter subject to lawfully available funds therefor, redeem 100% of the Offering Shares in consideration of a per-share price, payable in cash, equal to the quotient obtained by dividing (A) the aggregate amount then on deposit in the Trust Account, including interest not previously released to the Corporation to pay its franchise and income taxes (less up to \$100,000 of such net interest to pay dissolution expenses), by (B) the total number of then outstanding Offering Shares, which redemption shall completely extinguish rights of the Public Stockholders (including the right to receive further liquidating distributions, if any), subject to applicable law, and (iii) as promptly as reasonably possible following such redemption, subject to the approval of the remaining stockholders and the Board in accordance with applicable law, dissolve and liquidate, subject in each case to the Corporation’s obligations under the DGCL to provide for claims of creditors and other requirements of applicable law.

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate of Amendment on this 2nd day of December, 2022.

**REVOLUTION HEALTHCARE  
ACQUISITION CORP.**

By: /s/ Mark McDonnell  
Name: Mark McDonnell  
Title: Chief Financial Officer