

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 12, 2024**

Abpro Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

001-41224

(Commission File Number)

87-1013956

(I.R.S. Employer
Identification No.)

**68 Cummings Park Drive
Woburn, MA**

(Address of principal executive offices)

01801

(Zip Code)

1-800-396-5890

(Registrant's telephone number, including area code)

Atlantic Coastal Acquisition Corp. II

**6 St Johns Lane, Floor 5
New York, NY 10013**

(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 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
Shares of Common Stock, par value \$0.0001 per share	ABP	The Nasdaq Stock Market LLC
Warrants, each whole warrant exercisable for one share of Common Stock at an exercise price of \$11.50	ABPWW	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).

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 7.01. Regulation FD Disclosure.

On December 12, 2024, Abpro Holdings, Inc. (the “Company”) issued a press release attached as Exhibit 99.1 announcing the celebration of the closing of the previously announced Business Combination between Atlantic Coastal Acquisition Corp. II and Abpro Corporation with a Nasdaq bell ringing ceremony, as well as the consummation of a PIPE offering.

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 and Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise be subject to the liabilities of that section, nor will it 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.

(d) Exhibits.

Exhibit Number Description

99.1	Press Release, dated December 12, 2024.
104	Cover Page Interactive Data File (embedded with 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.

ABPRO HOLDINGS, INC.

By: /s/ Ian Chan

Name: Ian Chan

Title: Chief Executive Officer

Dated: December 12, 2024



Abpro Holdings Celebrates Closing of Business Combination with Nasdaq Bell Ringing

- *Business combination closed November 13, 2024*
- *Raised \$10 million of gross proceeds in connection with the business combination*
- *Agreements are in place with Yorkville for up to a \$50 million standby equity purchase agreement, to raise an additional \$2 million in debt financing and the sale of up to 500,000 shares of common stock pursuant to forward purchase agreement*
- *Financing will support advancement of Abpro's pipeline of its next-generation antibody therapies for cancer, ophthalmology, and infectious diseases*

Woburn, Mass., December 12, 2024—Abpro Holdings, Inc. (Nasdaq:ABP) (“Abpro”), a biotech company with the mission of improving the lives of mankind facing severe and life-threatening diseases with next-generation antibody therapies, celebrated the closing of its business combination with Atlantic Coastal Acquisition Corp II (“ACAB”), a special purpose acquisition company, with a Nasdaq bell ringing ceremony. Abpro also celebrated the consummation of a PIPE offering raising \$7 million in gross proceeds and a \$2.76 million convertible note financing with YA II PN, LTD (“Yorkville”) to cover expenses in connection with the closing of the business combination.

As previously announced, Abpro also has entered into a Standby Equity Purchase Agreement with Yorkville (the “SEPA”) pursuant to which Abpro has the right, but not the obligation, to issue up to \$50 million in shares of its common stock to Yorkville upon registration of such shares, provided that no balance is outstanding on any promissory note to Yorkville (currently \$3 million dollars outstanding). Among other restrictions and conditions set forth in the SEPA, the number of shares Abpro may request may not exceed the average of the daily traded amount of its shares of common stock during the five consecutive trading days preceding such request, and shall not cause Yorkville’s ownership to exceed 4.99% of the then outstanding common stock of Abpro, and the maximum amount of shares issued under the SEPA cannot exceed 19.99% of the outstanding common stock of Abpro without prior shareholder approval. Upon registration of the shares subject to the SEPA, Abpro has the right to receive financing for an additional \$2 million.

As previously announced, Abpro also has entered into a forward purchase agreement for the sale of up to 500,000 shares of common stock.

Abpro believes that the various financings should significantly improve Abpro’s financial flexibility as it advances the development of its pipeline of its next-generation antibody therapies.

“Becoming a public company represents a major milestone in our journey to provide solutions for patients with difficult-to-treat oncology and ophthalmology indications,” said Ian Chan, CEO and co-founder of Abpro. “The funds are expected to help accelerate the advancement of our pipeline to clinical trials. The financing will also provide the foundation for ongoing development of novel immunotherapies and next-generation antibody treatments in our pipeline with the aim of improving the lives of patients in need.”



Abpro is advancing its pipeline of next-generation antibody therapies for HER2+ breast, gastric, and colorectal cancers, non-HER2+ gastric and liver cancer, wet age-related macular degeneration (AMD) and diabetic macular edema (DME), and infectious diseases. These next-generation antibodies are developed using Abpro's proprietary DiversImmune® platform, which creates antibody therapies against traditionally difficult targets. Abpro has partnered with Celltrion, a leading South Korean pharmaceutical company, in an exclusive global collaboration to further advance ABP 102, a T-cell engager, which is being developed for the treatment of HER2+ breast, gastric, and pancreatic cancers.

Soo Young Lee, Senior Vice President and Head of the New Drug Division of Celltrion Inc. and a member of Abpro's Board of Directors, remarked, "Abpro's ABP 102 drug candidate has shown preclinical data indicating the potential for better efficacy and less toxicity. We look forward to working closely with Abpro to advance ABP 102 into clinical trials."

Tony Eisenberg, who serves as a Director of Abpro, and had served as Chief Strategy Officer of ACAB prior to the business combination, added, "It's an honor to be part of Abpro and the groundbreaking work they are doing. The Atlantic Coastal team is excited to have successfully completed this business combination with Abpro and to work with the Abpro management team to execute their long-term operational and strategic objectives as they develop next-generation antibody therapies with the potential to save lives and generate real return for investors."

Abpro's Chairperson, Miles Suk, stated, "As the chairperson of the board, I am honored to guide Abpro through this landmark achievement. This listing marks a new chapter of growth and opportunity, and we remain committed to delivering sustainable value to our shareholders."

About Abpro

Abpro's mission is to improve the lives of mankind facing severe and life-threatening diseases with next-generation antibody therapies. Abpro is advancing a pipeline of next-generation antibody therapies, for HER2+ breast, gastric, and colorectal cancers, non-HER2+ gastric and liver cancer, wet age-related macular degeneration (AMD) and diabetic macular edema (DME), and infectious diseases. These antibodies are developed using Abpro's proprietary DiversImmune® platform. Abpro has partnered with Celltrion, which is a leading South Korean biotechnology company, ranked top 25 in the world by market capitalization, in an exclusive collaboration to further advance ABP 102, a T-cell engager, which is being developed for the treatment of HER2+ breast, gastric, and pancreatic cancer. Abpro is located in Woburn, Massachusetts. For more information, please visit www.abpro.com.

Forward Looking Statements

This press release contains certain “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements generally are identified by the words “believe,” “project,” “expect,” “anticipate,” “estimate,” “intend,” “strategy,” “aim,” “future,” “opportunity,” “plan,” “may,” “should,” “will,” “would,” “will be,” “will continue,” “will likely result” and similar expressions, but the absence of these words does not mean that a statement is not forward-looking. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. Actual results may differ from their expectations, estimates and projections and consequently, you should not rely on these forward-looking statements as predictions of future events. Many factors could cause actual future events to differ materially from the forward-looking statements in this press release, including general economic, financial, legal, political and business conditions and changes in domestic and foreign markets; Abpro’s ability to raise additional capital; the outcome of judicial proceedings to which Abpro or its subsidiaries is, or may become a party; failure to realize the anticipated benefits of the Business Combination, including difficulty in, or costs associated with, integrating the businesses of ACAB and Abpro; risks related to the rollout of Abpro’s business and the cost and timing of expected business milestones; the effects of competition on Abpro’s future business; and those factors discussed in Abpro’s public filings under the heading “Risk Factors,” and other documents of Abpro filed, or to be filed, with the SEC. You should carefully consider the foregoing factors and the other risks and uncertainties that will be described in the “Risk Factors” section of Abpro’s public filings and other documents to be filed by Abpro from time to time with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward- looking statements, and while Abpro may elect to update these forward-looking statements at some point in the future, they assume no obligation to update or revise these forward-looking statements, whether as a result of new information, future events or otherwise, unless required by applicable law. Abpro does not give any assurance that Abpro will achieve its expectations. Actual results, performance or achievements may differ materially, and potentially adversely, from any projections and forward-looking statements and the assumptions on which those forward-looking statements are based. You are cautioned not to place undue reliance on forward-looking statements as a predictor of future performance as projected financial information and other information are based on estimates and assumptions that are inherently subject to various significant risks, uncertainties and other factors, many of which are beyond our control.

Contacts

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