

**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): February 13, 2023**

**ADIT EDTECH ACQUISITION CORP.**

(Exact name of registrant as specified in charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-39872**  
(Commission  
File Number)

**85-3477678**  
(IRS Employer  
Identification No.)

**1345 Avenue of the Americas, 33rd Floor,  
New York, New York**  
(Address of principal executive offices)

**10105**  
(Zip Code)

**(646) 291-6930**  
(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 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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Units, each consisting of one share of common stock and one-half of one redeemable warrant	ADEX.U	New York Stock Exchange
Common Stock, par value \$0.0001 per share	ADEX	New York Stock Exchange
Redeemable warrants, exercisable for shares of common stock at an exercise price of \$11.50 per share	ADEX.WS	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 (§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.

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**Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

As previously disclosed, on February 7, 2023, trading in the common stock, units and warrants of Adit EdTech Acquisition Corp. (the “Company”) was halted by the New York Stock Exchange (“NYSE”), and the Company had applied to transfer its listing to the NYSE American LLC (“NYSE American”).

On February 13, 2023, the Company was approved for listing on the NYSE American, subject to confirmation of its satisfaction of the NYSE American’s listing standards. The Company expects its common stock, units and warrants to begin trading on the NYSE American on or about February 16, 2023. In connection with its listing on the NYSE American, the Company will delist from the NYSE. 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 “SEC”).

On February 14, 2023, the Company filed with the SEC a Form 8-A with respect to the registration of the Company’s securities on the NYSE American.

**Item 7.01. Regulation FD Disclosure.**

Furnished as Exhibit 99.1 hereto and incorporated into this Item 7.01 by reference is the press release that the Company issued on February 13, 2023 with respect to the anticipated transfer of its listing to the NYSE American.

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 (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 or the Exchange Act.

## Important Information About the Merger and Where to Find It

This Current Report is not a proxy statement or solicitation of a proxy, consent or authorization with respect to any securities or in respect of the proposed business combination transaction between ADEX and GRIID Infrastructure LLC (“GRIID”) and shall not constitute an offer to sell or a solicitation of an offer to buy the securities of GRIID, the combined company or ADEX, nor shall there be any sale of any such securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction. ADEX has filed a Registration Statement on Form S-4, as amended from time to time, containing a proxy statement/prospectus with the SEC. The definitive proxy statement/prospectus will be sent to all ADEX stockholders. Before making any voting decision, investors and security holders of ADEX are urged to read the proxy statement/prospectus and all other relevant documents filed or that will be filed with the SEC in connection with the proposed transaction as they become available because they will contain important information about the proposed transaction. Investors and security holders will be able to obtain free copies of the proxy statement/prospectus and all other relevant documents filed or that will be filed with the SEC by ADEX through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov).

## Participants in Solicitation

GRIID, ADEX and their respective directors, executive officers and employees may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding ADEX’s directors and executive officers is available in ADEX’s Annual Report on Form 10-K for the year ended December 31, 2021 filed with the SEC on March 21, 2022. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available.

## Forward-Looking Statements

This Current Report includes “forward-looking statements,” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements express a belief, expectation or intention and are generally accompanied by words that convey projected future events or outcomes such as “believe,” “may,” “will,” “estimate,” “continue,” “anticipate,” “design,” “intend,” “expect,” “could,” “plan,” “potential,” “predict,” “seek,” “should,” “would” or by variations of such words or by similar expressions. Such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Readers are cautioned not to rely too heavily on the forward-looking statements contained in this Current Report. These forward-looking statements speak only as of the date of this Current Report. Except as required by law, ADEX does not undertake any obligation, and specifically declines any obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

## Item 9.01. Financial Statements and Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#">Press Release, dated February 13, 2023</a>
104	Cover Page Interactive Data File, formatted in Inline XBRL (embedded within the Inline XBRL document)

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**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.

**ADIT EDTECH ACQUISITION CORP.**

Date: February 14, 2023

By: /s/ John J. D'Agostino  
John J. D'Agostino  
Chief Financial Officer

**Adit EdTech Acquisition Corp. Transfers Listing to NYSE American LLC**

NEW YORK, February 13, 2023 — Adit EdTech Acquisition Corp. (NYSE: ADEX, ADEX-WS, ADEX-U) (“ADEX” or the “Company”), a special purpose acquisition company, announced today that it expects to transfer the listing of its common stock, units and warrants from The New York Stock Exchange (the “NYSE”) to the NYSE American LLC (“NYSE American”), where it has been approved for listing subject to confirmation of its satisfaction of the NYSE American’s listing standards. As previously disclosed, on February 7, 2023, NYSE informed ADEX that trading in the Company’s common stock, units and warrants had been halted, as the Company no longer satisfies the continued listing standard of the NYSE requiring the Company to maintain an average aggregate global market capitalization attributable to its publicly-held shares over a consecutive 30 trading day period of at least \$40,000,000. ADEX’s decision to transfer to the NYSE American was motivated by several factors, including the trading halt and the more favorable thresholds for continued listing on the NYSE American following recent redemptions of ADEX’s IPO shares in connection with the vote to extend the deadline by which ADEX must complete its initial business combination. Following the transfer, ADEX 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 (the “SEC”). ADEX expects its common stock, units and warrants to begin trading on the NYSE American on or about February 16, 2023.

**About Adit EdTech Acquisition Corp.**

ADEX is a publicly listed special purpose acquisition company sponsored by an affiliate of Adit Ventures, LLC, formed for the purpose of entering into a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses. ADEX’s strategy is to focus on companies which offer an opportunity for stockholder value creation through the combination of (i) an attractive valuation entry point, (ii) a clear plan to unlock incremental value through operational and/or strategic improvements and (iii) a clear path to bring the target company to the public market and implement best-in-class public company governance. ADEX’s CEO, David Shrier, has published multiple books about blockchain and fintech and created the global online fintech and blockchain programs for the Massachusetts Institute of Technology and the University of Oxford. ADEX’s CFO, John D’Agostino, founded and leads the AIMA Digital Asset Working Group, is Chair of the of the UK Consulate’s Financial Services Working Group, and is Fellow of the AIF Global Financial Innovation Institute.

**Important Information About the Merger and Where to Find It**

This communication is not a proxy statement or solicitation of a proxy, consent or authorization with respect to any securities or in respect of the proposed business combination transaction between ADEX and Griid Holdco LLC (“GRIID”) and shall not constitute an offer to sell or a solicitation of an offer to buy the securities of GRIID, the combined company or ADEX, nor shall there be any sale of any such securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction. ADEX has filed a Registration Statement on Form S-4, as amended from time to time, containing a proxy statement/prospectus with the SEC. The definitive proxy statement/prospectus will be sent to all ADEX stockholders. Before making any voting decision, investors and security holders of ADEX are urged to read the proxy statement/prospectus and all other relevant documents filed or that will be filed with the SEC in connection with the proposed transaction as they become available because they will contain important information about the proposed transaction. Investors and security holders will be able to obtain free copies of the proxy statement/prospectus and all other relevant documents filed or that will be filed with the SEC by ADEX through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov).

**Participants in Solicitation**

GRIID, ADEX and their respective directors, executive officers and employees may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding ADEX’s directors and executive officers is available in ADEX’s Annual Report on Form 10-K for the year ended December 31, 2021 filed with the SEC on March 21, 2022. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available.