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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**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): May 28, 2021**

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**AEA-BRIDGES IMPACT CORP.**(Exact name of registrant as specified in its charter)

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**Cayman Islands**  
(State or other jurisdiction of  
incorporation or organization)**001-39584**  
(Commission  
File Number)**98-1550961**  
(I.R.S. Employer  
Identification No.)**PO Box 1093, Boundary Hall, Cricket  
Square, Grand Cayman**  
(Address of principal executive offices)**KY1-1102**  
(Zip Code)**+1 345 814 5825****Registrant's telephone number, including area code****Not Applicable****(Former name or former address, if changed since last report)**

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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>
<b>Units, each consisting of one Class A ordinary share and one-half of one redeemable warrant</b>	<b>IMPX.U</b>	<b>The New York Stock Exchange</b>
<b>Class A ordinary shares, par value \$0.0001 per share</b>	<b>IMPX</b>	<b>The New York Stock Exchange</b>
<b>Redeemable warrants, each whole warrant exercisable for one Class A ordinary share at an exercise price of \$11.50</b>	<b>IMPX.WS</b>	<b>The New York Stock Exchange</b>

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.

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

On May 25, 2021, AEA-Bridges Impact Corp. (the “Company”) received a notice from the New York Stock Exchange (the “NYSE”) indicating that it is not in compliance with NYSE continued listing requirements under the timely filing criteria established in Section 802.01E of the NYSE Listed Company Manual as a result of its failure to timely file the Form 10-Q for the fiscal quarter ended March 31, 2021 (the “Form 10-Q”).

On April 12, 2021, the staff of the Securities and Exchange Commission (“SEC”) issued a public statement entitled “Staff Statement on Accounting and Reporting Considerations for Warrants Issued by Special Purpose Acquisition Companies (“SPACs”))” (the “Statement”), which clarified guidance for all SPAC-related companies regarding the accounting and reporting for their warrants. The immediacy of the effective date of the new guidance set forth in the Statement has resulted in a significant number of SPACs re-evaluating the accounting treatment for their warrants with their professional advisors, including auditors and other advisors responsible for assisting SPACs in the preparation of financial statements. This, in turn, has resulted in the Company’s delay in preparing and finalizing its financial statements as of and for the quarter ended March 31, 2021 and filing its Form 10-Q with the SEC by the prescribed deadline.

Under the NYSE’s rules, the Company has six months following receipt of the notification of non-compliance to file the Form 10-Q with the SEC and can regain compliance with the NYSE listing standards before that deadline. As required by the NYSE rules, on May 28, 2021, the Company issued a press release regarding the matters described in this Item 3.01. A copy of the press release is included as Exhibit 99.1 to this Current Report and incorporated herein by reference. The Company intends to file the Form 10-Q to cure the non-compliance.

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits**

99.1 [Press release, dated May 28, 2021.](#)

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**SIGNATURES**

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.

Date: May 28, 2021

AEA-BRIDGES IMPACT CORP.

By: /s/ John Garcia

Name: John Garcia

Title: Director, Chairman, Co-Chief Executive Officer

**Stemming from SEC Guidance Concerning Balance Sheet Treatment of Warrants,  
AEA-Bridges Impact Corp. Announces Receipt of NYSE Continued Listing Standard Notice**

**NEW YORK and LONDON, May 28, 2021 /PRNewswire/** – AEA-Bridges Impact Corp. (NYSE: IMPX) (the “Company”) today announced that it received a formal notice of non-compliance from the New York Stock Exchange (the “NYSE”) relating to the Company’s failure to timely file its Quarterly Report on Form 10-Q for the quarter ended March 31, 2021 (the “Form 10-Q”) as required under the timely filing criteria established in Section 802.01E of the NYSE Listed Company Manual.

On April 12, 2021, the staff of the Securities and Exchange Commission (“SEC”) issued “Staff Statement on Accounting and Reporting Considerations for Warrants Issued by Special Purpose Acquisition Companies (“SPACs”)” (the “Statement”), which clarified guidance for all SPAC-related companies regarding the accounting and reporting for their warrants. The immediacy of the effective date of the new guidance set forth in the Statement has resulted in a significant number of SPACs re-evaluating the accounting treatment for their warrants with their professional advisors, including auditors and other advisors responsible for assisting SPACs in the preparation of financial statements. This, in turn, has resulted in the Company’s delay in preparing and finalizing its financial statements as of and for the quarter ended March 31, 2021 and filing its Form 10-Q with the SEC by the prescribed deadline.

Under NYSE rules, the Company generally has six months following receipt of the notification of non-compliance to regain compliance with the continued listing standard, subject to any extensions by NYSE.

The Company believes the change in SEC guidance does not affect its strategy to acquire a target business or financial performance. The Company is in compliance with all other NYSE continued listing standards. The Company expects to file the Form 10-Q in the very near term and does not foresee any risk of non-compliance with the NYSE six-month remediation timeframe.

**Cautionary Statement Regarding Forward-Looking Statements**

Certain statements in this press release are “forward-looking statements” within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and are subject to the safe harbor created thereby. In some cases, forward-looking statements can be identified by terminology such as “may,” “will,” “could,” “would,” “should,” “expect,” “plan,” “anticipate,” “intend,” “believe,” “estimate,” “predict,” “potential,” “outlook,” “guidance” or the negative of those terms or other comparable terminology. These statements are based on the current beliefs and expectations of the Company’s management and are subject to significant risks and uncertainties. The above statements regarding the impact of the Statement on the Company’s financial statements, as well as the effect of the revision on any periodic SEC filings, including the timing of filing the Form 10-Q, constitute forward-looking statements that are based on the Company’s current expectations. Because these forward-looking statements involve risks and uncertainties, there are important factors that could cause future events to differ materially from

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those in the forward-looking statements, many of which are outside of the Company's control. These factors include, but are not limited to, a variety of risk factors affecting the Company's business and prospects, see "Item 1A. Risk Factors" in the Company's Annual Report on Form 10-K filed with the SEC on March 31, 2021 and subsequent reports filed with the SEC, as amended from time to time. Any forward-looking statements are made only as of the date hereof, and unless otherwise required by applicable securities laws, the Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

**Contact**

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SOURCE AEA-Bridges Impact Corp.