

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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): September 7, 2021

BLACK SPADE ACQUISITION CO

(Exact Name of Registrant as Specified in its Charter)

Cayman Islands
(State or other jurisdiction
of incorporation)

001-40616
(Commission
File Number)

N/A
(I.R.S. Employer
Identification No.)

**Suite 2902, 29/F, The Centrium, 60 Wyndham Street,
Central, Hong Kong**
(Address of Principal Executive Offices)

00000
(Zip Code)

Registrant's telephone number, including area code: +852 3955 1316

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 (see General Instruction A.2. below):

- 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
Class A ordinary shares, \$0.0001 par value, included as part of the units	BSAQ	The New York Stock Exchange
Redeemable warrants, each whole warrant exercisable for one Class A ordinary share at an exercise price of \$11.50, included as part of the units	BSAQWS	The New York Stock Exchange
Units, each consisting of one Class A ordinary share and one-half of one redeemable warrant	BSAQU	The 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.

Item 8.01 Other Events.

As previously reported, on July 20, 2021, Black Spade Acquisition Co (the “Company”), consummated its initial public offering of 15,000,000 units (the “Units”). Each Unit consists of one Class A ordinary share of the Company, par value \$0.0001 per share (the “Class A Ordinary Shares”), and one-half of one redeemable warrant of the Company (the “Warrant”), with each whole Warrant entitling the holder thereof to purchase one Class A Ordinary Share for \$11.50 per share. The Units were sold at a price of \$10.00 per Unit, generating gross proceeds to the Company of \$150,000,000. The Company had granted the underwriters in the initial public offering (the “Underwriters”) a 45-day option to purchase up to 2,250,000 additional Units to cover over-allotments, if any. On August 3, 2021, the Underwriters exercised the over-allotment option in part and purchased an additional 1,900,000 Units, generating gross proceeds of \$19,000,000.

On September 7, 2021, the Company announced that the holders of the Company’s Units may elect to separately trade the Class A Ordinary Shares and Warrants included in the Units commencing on September 7, 2021. Any Units not separated will continue to trade on the New York Stock Exchange (the “NYSE”) under the symbol “BSAQU”. Any underlying shares of Class A Ordinary Shares and Warrants that are separated will trade on NYSE under the symbols “BSAQ” and “BSAQWS,” respectively. No fractional Warrants will be issued upon separation of the Units and only whole Warrants will trade. Holders of Units will need to have their brokers contact Continental Stock Transfer & Trust Company, the Company’s transfer agent, in order to separate the holders’ Units into Class A Ordinary Shares and Warrants.

A copy of the press release issued by the Company announcing the separate trading of the securities underlying the Units is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated September 7, 2021.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 7, 2021

BLACK SPADE ACQUISITION CO

By: /s/ Chi Wai Dennis Tam

Name: Chi Wai Dennis Tam

Title: Chairman and Co-Chief Executive Officer

Black Spade Acquisition Co Announces the Separate Trading of its Class A Ordinary Shares and Warrants Commencing September 7, 2021

HONG KONG – September 7, 2021 – Black Spade Acquisition Co (the “Company”) announced that commencing September 7, 2021, holders of the units sold in the Company’s initial public offering of 16,900,000 units (including 1,900,000 units sold in connection with the partial exercise of the underwriter’s over-allotment option), with a total gross proceeds of \$169,000,000, may elect to separately trade the Class A ordinary shares and warrants included in the units. Those units not separated will continue to trade on the New York Stock Exchange (the “NYSE”) under the symbol “BSAQU,” and the Class A ordinary shares and warrants that are separated will trade on the NYSE under the symbols “BSAQ” and “BSAQWS,” respectively. No fractional warrants will be issued upon separation of the units and only whole warrants will trade. Holders of units will need to have their brokers contact Continental Stock Transfer & Trust Company, the Company’s transfer agent, in order to separate the units into Class A ordinary shares and warrants.

Citigroup Global Markets Inc. acted as the sole bookrunner for the offering. JonesTrading Institutional Services LLC and Loop Capital Markets LLC acted as co-managers for the offering. The offering was made only by means of a prospectus, copies of which may be obtained from Citigroup Global Markets Inc., c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, New York 11717, via telephone at 1-800-831-9146 or via email prospectus@citi.com.

A registration statement relating to the securities was declared effective by the U.S. Securities and Exchange Commission (the “SEC”) on July 15, 2021. This press release shall not constitute an offer to sell or the solicitation of an offer to buy securities, nor shall there be any sale of these 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 any such state or jurisdiction.

About Black Spade Acquisition Co

Black Spade Acquisition Co was formed for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses or assets. Although the Company may pursue an initial business combination opportunity in any industry or any region, it is focused on identifying a business combination target that can benefit from the extensive collective network, knowledge and experience of the Company’s founder and management team that is related to or in the entertainment industry, with a focus on enabling technology, lifestyle brands, products, or services and entertainment media. The Company intends to pursue opportunities globally and in areas where its founder and management team can contribute significantly, leveraging their extensive network, knowledge and experience.

Forward-Looking Statements

This press release contains statements that constitute “forward-looking statements,” including those with respect to the Company’s plans with respect to the target industry for a potential business combination. No assurance can be given that the Company will ultimately complete a business combination transaction. Forward-looking statements are subject to numerous conditions, many of which are beyond the control of the Company, including those set forth in the Risk Factors section of the Company’s registration statement and prospectus for the Company’s offering filed with the SEC. Copies of these documents are available on the SEC’s website, at www.sec.gov. The Company undertakes no obligation to update these statements for revisions or changes after the date of this release, except as required by law.

Contact**Black Spade Acquisition Co**

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