

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): January 4, 2023

AMCI ACQUISITION CORP. II

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-40282
(Commission File Number)

86-1763050
(IRS Employer Identification No.)

600 Steamboat Road
Greenwich, Connecticut
(Address of principal executive offices)

06830
(Zip Code)

(203) 625-9200
(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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Units, each consisting of one share of Class A common stock and one-half of one redeemable warrant	AMCIU	The Nasdaq Stock Market LLC
Class A common stock, par value \$0.0001 per share	AMCI	The Nasdaq Stock Market LLC
Redeemable warrants, each warrant exercisable for one share of Class A common stock, each at an exercise price of \$11.50	AMCIW	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 8.01. Other Events.

As previously announced, on March 8, 2022, AMCI Acquisition Corp. II, a Delaware corporation (“AMCI”), entered into an Agreement and Plan of Merger with AMCI Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of AMCI (“Merger Sub”), and LanzaTech NZ, Inc. (“LanzaTech”), a Delaware corporation (as amended on December 7, 2022, the “Merger Agreement”). If the Merger Agreement and the transactions contemplated thereby are approved by AMCI’s stockholders and LanzaTech’s stockholders, and the closing conditions in the Merger Agreement are satisfied or waived, then, among other things, upon the terms and subject to the conditions of the Merger Agreement and in accordance with Delaware General Corporation Law, Merger Sub will merge with and into LanzaTech, with LanzaTech surviving the merger as a wholly owned subsidiary of AMCI (the “Business Combination”).

On January 4, 2023, LanzaTech issued a press release announcing that the company’s Co-Founder, Chief Scientific Officer and director, Dr. Sean Simpson, will transition to an advisory role with LanzaTech to support development and delivery of new strategic projects. The press release is attached as Exhibit 99.1 to this Current Report on Form 8-K (this “Current Report”) and incorporated into this Item 8.01 by reference.

Important Information About the Business Combination and Where to Find It

The Business Combination will be submitted to stockholders of AMCI for their consideration. AMCI has filed a registration statement on Form S-4 (as amended, the “Registration Statement”) relating to the Business Combination, which includes both a preliminary prospectus with respect to the combined company’s securities to be issued in connection with the Business Combination and a proxy statement to be distributed to AMCI’s stockholders in connection with AMCI’s solicitation of proxies for the vote by its stockholders in connection with the Business Combination and other matters as described in the Registration Statement. AMCI urges its investors, stockholders and other interested persons to read the preliminary proxy statement/prospectus and any amendments thereto and, when available, the definitive proxy statement/prospectus, as well as other documents filed by AMCI with the U.S. Securities and Exchange Commission (the “SEC”), because these documents will contain important information about AMCI, LanzaTech and the Business Combination. After the Registration Statement is declared effective, AMCI will mail the definitive proxy statement/prospectus to its stockholders of record as of December 28, 2022, the record date for voting on the proposed Business Combination. Stockholders will also be able to obtain a copy of the Registration Statement, including the preliminary proxy statement/prospectus and, once available, the definitive proxy statement/prospectus, as well as other documents filed with the SEC regarding the Business Combination and other documents filed by AMCI with the SEC, without charge, at the SEC’s website located at www.sec.gov or by directing a request to: AMCI Acquisition Corp. II, 600 Steamboat Road, Greenwich, CT 06830.

Participants in the Solicitation

AMCI and LanzaTech and their respective directors and executive officers may be considered participants in the solicitation of proxies with respect to the Business Combination described in this Current Report under the rules of the SEC. Information about the directors and executive officers of AMCI is set forth in the Registration Statement (and will be included in the definitive proxy statement/prospectus). Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of proxies from AMCI stockholders in connection with the Business Combination is set forth in the Registration Statement (and will be included in the definitive proxy statement/prospectus). Stockholders, potential investors and other interested persons should read the proxy statement/prospectus carefully before making any voting or investment decisions. These documents can be obtained free of charge from the sources indicated above.

Non-Solicitation

This Current Report shall not constitute a proxy statement or solicitation of a proxy, consent or authorization with respect to any securities or in respect of the Business Combination and shall not constitute an offer to sell or a solicitation of an offer to buy any securities, nor shall there be any sale of 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. No offer of securities shall be made except by means of a prospectus meeting the requirements of the Securities Act of 1933, as amended.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number **Description**

99.1	Press Release, issued by LanzaTech NZ, Inc. on January 4, 2023.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

AMCI ACQUISITION CORP. II

By: /s/ Nimesh Patel
Name: Nimesh Patel
Title: Chief Executive Officer

Date: January 4, 2023

LanzaTech

LanzaTech Founder to take on Advisory Role to Accelerate Extension of Core Technology

CHICAGO, Illinois, January 4, 2023 – LanzaTech NZ, Inc. (“LanzaTech”), an innovative Carbon Capture and Transformation (“CCT”) company that transforms waste carbon into materials such as sustainable fuels, fabrics, packaging, and other products that people use in their daily lives, announced today that the company’s Co-Founder, Dr. Sean Simpson, will transition to an advisory role, to support development and delivery of new strategic projects.

In early 2022, the company announced its intention to go public with special purpose acquisition company, AMCI Acquisition Corp. II. As the company embarks on this next stage of growth, Sean will advise LanzaTech CEO, Dr. Jennifer Holmgren, on ways to further develop the core platform and how it can be extended to multiple new sectors.

“The opportunities for a platform of this breadth are many,” said Dr. Simpson. “I am excited to take on a role where I can focus my energies on identifying and delivering new applications of LanzaTech’s process around the world.”

Dr. Simpson founded LanzaTech in 2005 with Dr. Richard Forster at a time when no one believed it was possible to use waste carbon emissions as a feedstock, nor leverage nature-based solutions for sustainable fuels and chemical production. During his time at LanzaTech, Sean has not only proved that his revolutionary ideas for using biology to convert pollution to products were sound, but he has seen the scale up of the company from a start-up in New Zealand to one with a global commercial footprint on the cusp of going public. Today, the LanzaTech process has been deployed in multiple places throughout the world and produces hundreds of thousands of tons of sustainable fuel and chemical products.

As part of this growth, Sean created and led a world class scientific team, including bringing on leaders Dr. Zara Summers, Vice President of Science and Dr. Michael Köpke, Vice President of Synthetic Biology. Dr. Summers joined LanzaTech from ExxonMobil in 2022 and has spent her career working on biological solutions to support the energy transition. Dr. Michael Köpke, joined LanzaTech in 2009, and is a pioneer in the Synthetic Biology of carbon fixing microbes. Together, they lead LanzaTech’s strong Science and Synthetic Biology teams, responsible for LanzaTech’s genetic engineering, strain development, and fermentation programs.

“As a team, we have cracked the seemingly impossible task of using biology to transform some of the dirtiest gases on our planet. Thanks to the marriage of science and engineering, we have shown what is possible by taking waste carbon and transforming it into the things we use every day,” said Dr. Jennifer Holmgren, CEO of LanzaTech. “This is just the beginning of what Sean originally set out to do back in 2005, when he and co-founder Dr. Richard Forster started LanzaTech. As we enter the next stage of our journey as a company, I look forward to working closely with Sean as he helps us deliver new applications of our core technology.”

About LanzaTech

Headquartered in Skokie, Ill., LanzaTech transforms waste carbon into materials such as sustainable fuels, fabrics, packaging, and other products. Using a variety of waste feedstocks, LanzaTech’s technology platform highlights a future where consumers are not dependent on virgin fossil feedstocks for everything in their daily lives. LanzaTech’s goal is to challenge and change the way the world uses carbon, enabling a new circular carbon economy where carbon is reused rather than wasted, skies and oceans are kept clean, and pollution becomes a thing of the past. For more LanzaTech visit <https://lanzatech.com>.

Forward-Looking Statements

This press release includes forward-looking statements regarding LanzaTech based on the beliefs and assumptions of its management. Although LanzaTech believes that its plans, intentions, and expectations reflected in or suggested by these forward-looking statements are reasonable, LanzaTech cannot assure you that it will achieve or realize these plans, intentions, or expectations. Forward-looking statements are inherently subject to risks, uncertainties, and assumptions. You should not put undue reliance on these statements, which speak only as of the date hereof. LanzaTech undertakes no obligations to update or revise publicly any forward-looking statements, whether because of new information, future events or otherwise, except as required by law.

Contacts:

Media Contact - LanzaTech

Freya Burton, Chief Sustainability Officer, LanzatechPR@icrinc.com

Investor Relations Contact - LanzaTech

Omar El-Sharkawy, Director, Corporate Development, LanzatechIR@icrnc.com
