

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): April 4, 2024 (April 1, 2024)

RMG ACQUISITION CORP. III
(Exact name of registrant as specified in its charter)

Cayman Islands (State or other jurisdiction of incorporation)	001-40013 (Commission File Number)	98-1574120 (IRS Employer Identification No.)
57 Ocean, Suite 403 5775 Collins Avenue Miami Beach, Florida (Address of principal executive offices)		33140 (Zip Code)
(786) 359-4103 (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 Class A ordinary share and one-fifth of one redeemable warrant	RMGCU	The Nasdaq Stock Market LLC
Class A ordinary shares included as part of the units	RMGC	The Nasdaq Stock Market LLC
Redeemable warrants included as part of the units	RMGCW	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 1.02 Termination of a Material Definitive Agreement.

As previously disclosed with the Securities and Exchange Commission in a Current Report filed on Form 8-K on May 11, 2023, RMG Acquisition Corp. III (the “Company”) entered into an Agreement and Plan of Merger (as amended from time to time, the “Merger Agreement”), dated May 9, 2023 with H2B2 Electrolysis, Inc. (“H2B2”).

On April 1, 2024, the Company delivered a termination notice to H2B2 notifying it that the Company was exercising its right to terminate the Merger Agreement effective March 31, 2024, since the closing of the transactions contemplated by the Merger Agreement had not occurred on or prior to March 31, 2024.

As a result of the Company terminating the Merger Agreement, each of (i) the Support Agreement, dated May 9, 2023, by and among the Company, H2B2 and certain H2B2 stockholders and (ii) the Support Agreement, dated May 9, 2023, by and among the Company, RMG Sponsor III LLC, and H2B2 terminated pursuant to their respective terms.

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.

Dated: April 4, 2024

RMG ACQUISITION CORP. III

By:	<u>/s/ Robert S. Mancini</u>
Name:	Robert S. Mancini
Title:	Chief Executive Officer
