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**UNITED STATES  
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 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **March 26, 2021**

**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)

**85-1574120**

(I.R.S. Employer Identification No.)

**50 West Street, Suite 40C**

**New York, New York**

(Address of Principal Executive Offices)

**10006**

(Zip Code)

**(212) 785-2579**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communication 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-commencements 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 warrant	RMGCU	The NASDAQ Stock Market LLC
Class A ordinary shares, par value \$0.0001 per share	RMGC	The NASDAQ Stock Market LLC
Warrants, each whole warrant exercisable for one Class A ordinary share at an exercise price of \$11.50 per share	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. ☐

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**Item 8.01 Other Events.**

On March 26, 2021, RMG Acquisition Corp. III (the “Company”) issued a press release, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K, announcing 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 March 29, 2021. Those units not separated will continue to trade on the NASDAQ Stock Market, LLC (“NASDAQ”) under the symbol “RMGCU,” and each of the shares of Class A common stock and warrants that are separated will trade on the NASDAQ under the symbols “RMGC” and “RMGCW,” respectively.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits*

<b>Exhibit No.</b>	<b>Description of Exhibits</b>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Press Release dated March 26, 2021</u></a>

**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.

**RMG Acquisition Corp. III**

Date: March 26, 2021

By: /s/ Welsey Sima

Name: Wesley Sima

Title: Chief Financial Officer



## **RMG Acquisition Corp. III Announces the Separate Trading of its Class A Ordinary Shares and Warrants, Commencing March 29, 2021**

March 26, 2021

New York, NY -- ([BUSINESS WIRE](#)) -- RMG Acquisition Corp. III (the "Company") announced that, commencing March 29, 2021, holders of the units sold in the Company's initial public offering (the "Units") may elect to separately trade the Class A ordinary shares and warrants included in the Units. The Class A ordinary shares and warrants that are separated will trade on the NASDAQ Stock Market, LLC ("NASDAQ") under the ticker symbols "RMGC" and "RMGCW," respectively. Those Units not separated will continue to trade on NASDAQ under the ticker symbol "RMGCU."

The Units were initially offered by the Company in an underwritten offering. BofA Securities, Inc. and Barclays Capital Inc. served as joint book-running managers for the offering.

A registration statement relating to these securities has been filed with the Securities and Exchange Commission ("SEC") and became effective on February 4, 2021.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

### **ABOUT RMG ACQUISITION CORP. III**

RMG Acquisition Corp. III is a blank check company formed for the purpose of entering into a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses.

### **FORWARD-LOOKING STATEMENTS**

This press release contains statements that constitute "forward-looking statements." 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, [www.sec.gov](http://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.

#### **Investor Contact:**

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