

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 22, 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) 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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

The information contained in Item 8.01 is incorporated by reference into this Item 3.01 to the extent required.

Item 8.01 Regulation FD Disclosure

On April 19, 2024, RMG Acquisition Corp. III. (the “Company”) issued a press release on April 19, 2024 announcing that the Company was in the process of appealing the previously-reported delisting determination and that the Company expected its securities would remain listed on The Nasdaq Capital Market during the appeals process.

On April 19, 2024, the Company was notified by Nasdaq that it would not grant the Company an appeal and therefore the Company’s securities would be suspended at the close of business on April 22, 2024 and thereafter delisted. On April 22, 2024, the Company issued a press release announcing the delisting.

The Company will seek to list its securities on a market operated by OTC Markets Group Inc. so that a trading market may continue to exist for such securities. The Company intends to apply for re-listing on The Nasdaq Capital Market or another national securities exchange in connection with a business combination.

As of the date of this report, the Company has not received approval from OTC Markets Group Inc., The Nasdaq Capital Market or any other stock exchange for such listing or re-listing, and there can be no assurance that the Company will obtain such approval.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1	Press Release, dated April 22, 2024
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.

Dated: April 22, 2024

RMG ACQUISITION CORP. III

By: /s/ Robert S. Mancini

Name: Robert S. Mancini

Title: Chief Executive Officer

RMG Acquisition Corp. III Announces Delisting from Nasdaq

New York, NY - April 22, 2024 - RMG Acquisition Corp. III (the “Company”) issued a press release on April 19, 2024 announcing that the Company was in the process of appealing the previously-reported delisting determination and that the Company expected its securities would remain listed on The Nasdaq Capital Market during the appeals process.

On April 19, 2024, the Company was notified by Nasdaq that it would not grant the Company an appeal and therefore the Company’s securities would be suspended at the close of business on April 22, 2024 and thereafter delisted.

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As of the date of this press release, the Company has not received approval from OTC Markets Group Inc., The Nasdaq Capital Market or any other stock exchange for such listing or re-listing, and there can be no assurance that the Company will obtain such approval.

FORWARD-LOOKING STATEMENTS

This press release contains statements that constitute “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are based on the Company’s current expectations and are subject to numerous conditions, risks and uncertainties, which could cause actual results to differ materially from those reflected in the statements, many of which are beyond the control of the Company, including those set forth in the Risk Factors section of the Company’s Annual Report on Form 10-K for the year ended December 31, 2022, filed with the SEC on April 18, 2023, and the Company’s quarterly reports on Form 10-Q filed with the SEC, each available on the SEC’s website, www.sec.gov. Investors are cautioned that any forward-looking statements are not guarantees of future performance and actual results or developments may differ materially from the projections in the forward-looking statements. 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:

Philip Kassin
President & Chief Operating Officer
pkassin@rmginvestments.com
+1 (786) 359-4103