

# SECURITIES AND EXCHANGE COMMISSION

## FORM 8-K

Current report filing

Filing Date: **2025-02-18** | Period of Report: **2025-02-14**

SEC Accession No. [0001213900-25-014490](#)

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### FILER

#### **OSR Holdings, Inc.**

CIK: [1840425](#) | IRS No.: **845052822** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **8-K** | Act: **34** | File No.: [001-41390](#) | Film No.: **25631603**  
SIC: **3841** Surgical & medical instruments & apparatus

Mailing Address  
*10900 NE 4TH STREET,  
SUITE 2300  
BELLEVUE WA 98004*

Business Address  
*10900 NE 4TH STREET,  
SUITE 2300  
BELLEVUE WA 98004  
425-635-7700*

**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): February 14, 2025

OSR HOLDINGS, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

001-41390  
(Commission File Number)

84-5052822  
(IRS Employer  
Identification No.)

10900 NE 4th Street, Suite 2300, Bellevue, WA  
(Address of Principal Executive Offices)

98004  
(Zip Code)

Registrant's telephone number, including area code (425) 635-7700

BELLEVUE LIFE SCIENCES ACQUISITION CORP.

(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 common stock, one redeemable warrant and one right	BLACU	The Nasdaq Stock Market LLC
Common stock, par value \$0.0001 per share	BLAC	The Nasdaq Stock Market LLC
Redeemable warrants, exercisable for shares of common stock at an exercise price of \$11.50 per share	BLACW	The Nasdaq Stock Market LLC
Right to receive one-tenth (1/10) of one share of common stock	BLACR	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.**

***Closing of Business Combination***

On February 14, 2025, OSR Holdings, Inc., formerly known as Bellevue Life Sciences Acquisition Corp., issued a press release announcing the closing of its previously announced business combination with OSR Holdings Co., Ltd., a corporation organized under the laws of the Republic of Korea. A copy of the press release is attached as Exhibit 99.1 hereto.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
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99.1	<a href="#">Press Release, dated February 14, 2025</a>
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104	Cover Page Interactive Data File (embedded within the Inline XBRL document)
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**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: February 14, 2025

OSR HOLDINGS, INC.

By: /s/ Kuk Hyoun Hwang

Name: Kuk Hyoun Hwang

Title: Chief Executive Officer

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**OSR Holdings, Inc. and OSR Holdings Co., Ltd. Announce Completion of Business Combination**

*OSR Holdings, Inc. to Begin Trading on the Nasdaq Stock Market LLC on Tuesday, February 18, 2025  
Under the symbol "OSRH"*

**February 14, 2025** — OSR Holdings, Inc. (formerly Bellevue Life Sciences Acquisition Corp. (the "Company")) and OSR Holdings Co., Ltd. ("OSR") announced today the completion of their business combination (the "Business Combination").

The Company now operates as "OSR Holdings, Inc." following the successful completion of the Business Combination. Beginning on Tuesday, February 18, 2025, the common stock and warrants of the Company are expected to begin trading on the Nasdaq Stock Market LLC under the ticker symbols "OSRH" and "OSRHW," respectively.

**About OSR Holdings, Inc.**

OSR Holdings, Inc. was a special purpose acquisition company formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses. Following the successful completion of the Business Combination, the Company now owns approximately 67% of the outstanding stock of OSR, and OSR stockholders holding an additional 22% of the outstanding OSR shares have entered into agreements with the Company providing for the acquisition by the Company of such shares via put/call provisions commencing in 2026.

**About OSR Holdings Co., Ltd.**

OSR is a global healthcare company dedicated to advancing healthcare outcomes and improving the quality of life for people and their families. OSR aims to build and develop a robust portfolio of innovative and potentially transformative therapies and healthcare solutions. Its current operating businesses (through three wholly-owned subsidiaries) include (i) developing oral immunotherapies for the treatment of cancer, (ii) developing design-augmented biologics for age-related and other degenerative diseases and (iii) neurovascular intervention medical device and systems distribution in Korea. OSR's vision is to acquire and operate a portfolio of innovative health-care related companies globally.

**Forward Looking Statements**

This communication includes "forward-looking statements" within the meaning of the "safe harbor" provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as "estimate," "goal," "plan," "project," "forecast," "intend," "will," "expect," "anticipate," "believe," "seek," "target," "continue," "could," "may," "might," "possible," "potential," "predict" or other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements include, but are not limited to, statements regarding expectations and timing related to the execution of OSR's mission to build and develop a robust portfolio of innovative and potentially transformative therapies and healthcare solutions. These forward-looking statements are based on information available to us as of the date of this communication and represent management's current views and assumptions. Forward-looking statements are not guarantees of future performance, events or results and involve known and unknown risks, uncertainties and other factors, which may be beyond our control.

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These statements are based on various assumptions, whether or not identified in this communication, and on the current expectations of the Company and OSR's management and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as and must not be relied on by any investor as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond the control of the Company and OSR. These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions about the Company and OSR that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. Such risks and uncertainties include risks related to OSR's ability to execute on its strategy; regulatory uncertainties; the potential need for financing to sustain the Company; market,

financial, political and legal conditions; the effects of competition; changes in applicable laws or regulations; and the outcome of any government and regulatory proceedings, investigations and inquiries. If any of these risks materialize or our assumptions prove incorrect, actual results could differ materially from the results implied by the forward-looking statements. There may be additional risks that we do not presently know or that we currently believe are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements reflect our expectations, plans or forecasts of future events and views as of the date of this communication. We anticipate that subsequent events and developments will cause our assessments to change. However, while we may elect to update these forward-looking statements at some point in the future, the Company and OSR specifically disclaim any obligation to do so. These forward-looking statements should not be relied upon as representing the Company's and OSR's assessments as of any date subsequent to the date of this communication. Accordingly, undue reliance should not be placed upon the forward-looking statements. Additional information concerning certain of these risk factors is contained in the Company's most recent filings with the U.S. Securities and Exchange Commission, including under the section entitled "Risk Factors" in the prospectus filed on January 31, 2025 by the Company and other documents filed by the Company, or to be filed by the Company, with the SEC.

### **Media Contact**

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OSR Holdings Co., Ltd.  
Analyst  
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### **Investor Contact**

Kuk Hyoun Hwang  
OSR Holdings, Inc.  
Chairman & CEO  
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**Cover****Feb. 14, 2025**

<a href="#">Document Type</a>	8-K
<a href="#">Amendment Flag</a>	false
<a href="#">Document Period End Date</a>	Feb. 14, 2025
<a href="#">Entity File Number</a>	001-41390
<a href="#">Entity Registrant Name</a>	OSR HOLDINGS, INC
<a href="#">Entity Central Index Key</a>	0001840425
<a href="#">Entity Tax Identification Number</a>	84-5052822
<a href="#">Entity Incorporation, State or Country Code</a>	DE
<a href="#">Entity Address, Address Line One</a>	10900 NE 4th Street
<a href="#">Entity Address, Address Line Two</a>	Suite 2300
<a href="#">Entity Address, City or Town</a>	Bellevue
<a href="#">Entity Address, State or Province</a>	WA
<a href="#">Entity Address, Postal Zip Code</a>	98004
<a href="#">City Area Code</a>	425
<a href="#">Local Phone Number</a>	635-7700
<a href="#">Written Communications</a>	false
<a href="#">Soliciting Material</a>	false
<a href="#">Pre-commencement Tender Offer</a>	false
<a href="#">Pre-commencement Issuer Tender Offer</a>	false
<a href="#">Entity Emerging Growth Company</a>	true
<a href="#">Elected Not To Use the Extended Transition Period</a>	false
<a href="#">Units, each consisting of one share of common stock, one redeemable warrant and one right</a>	
<a href="#">Title of 12(b) Security</a>	Units, each consisting of one share of common stock, one redeemable warrant and one right
<a href="#">Trading Symbol</a>	BLACU
<a href="#">Security Exchange Name</a>	NASDAQ
<a href="#">Common stock, par value \$0.0001 per share</a>	
<a href="#">Title of 12(b) Security</a>	Common stock, par value \$0.0001 per share
<a href="#">Trading Symbol</a>	BLAC
<a href="#">Security Exchange Name</a>	NASDAQ
<a href="#">Redeemable warrants, exercisable for shares of common stock at an exercise price of \$11.50 per share</a>	
<a href="#">Title of 12(b) Security</a>	Redeemable warrants, exercisable for shares of common stock at an exercise price of \$11.50 per share
<a href="#">Trading Symbol</a>	BLACW
<a href="#">Security Exchange Name</a>	NASDAQ
<a href="#">Right to receive one-tenth (1/10) of one share of common stock</a>	
<a href="#">Title of 12(b) Security</a>	Right to receive one-tenth (1/10) of one share of common stock
<a href="#">Trading Symbol</a>	BLACR
<a href="#">Security Exchange Name</a>	NASDAQ











