

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2024-05-14** | Period of Report: **2024-05-14**

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FILER

Bellevue Life Sciences Acquisition Corp.

CIK: [1840425](#) | IRS No.: **845052822** | State of Incorporation: **DE** | Fiscal Year End: **1231**

Type: **8-K** | Act: **34** | File No.: [001-41390](#) | Film No.: **24944693**

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): May 14, 2024

BELLEVUE LIFE SCIENCES ACQUISITION CORP.
(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

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 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. ☐

Item 1.01. Entry into a Material Definitive Agreement.

The information provided in Item 2.03 of this Current Report on Form 8-K is incorporated by reference into this Item 1.01.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

On May 14, 2024, Bellevue Life Sciences Acquisition Corp. (the “*Company*”) issued an unsecured promissory note (the “*Promissory Note*”) in the principal amount of \$140,000 to Bellevue Global Life Sciences Investors LLC (“*BGLSI*”), the sponsor of the Company.

The Promissory Note is not interest bearing and is payable in full on the earlier of: (i) December 31, 2024 or (ii) the date on which the Company consummates an initial business combination (the “*Maturity Date*”). In the event that the Company does not consummate a business combination on or prior to the time provided in the Company’s Amended and Restated Certificate of Incorporation (as subject to extension), BGLSI agrees to forgive the principal balance of the Promissory Note, except to the extent of any funds remaining outside of the Company’s trust account, if any. The following shall constitute an event of default: (i) a failure to pay the principal within five business days of the Maturity Date and (ii) the commencement of a voluntary or involuntary bankruptcy action.

The foregoing description of the Promissory Note is qualified in its entirety by reference to the full text of the Promissory Note, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On May 14, 2024, the Company held a special meeting of its stockholders (the “*Special Meeting*”). At the Special Meeting, the Company’s stockholders approved a proposal (the “*Extension Amendment Proposal*”) to amend to the Company’s Amended and Restated Certificate of Incorporation (the “*Charter*”) to allow the Company to extend the date by which the Company must consummate a business combination from May 14, 2024, to November 14, 2024. The Certificate of Amendment to the Charter (the “*Charter Amendment*”) was filed with the Delaware Secretary of State and has an effective date of May 14, 2024.

The foregoing description of the Charter Amendment is qualified in its entirety by the full text of the Charter Amendment, a copy of which is filed as Exhibit 3.1 hereto and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders

As of the close of business on April 18, 2024, the record date for the Special Meeting, there were 5,622,954 shares of the Company’s common stock (“*Common Stock*”) issued and outstanding, each of which was entitled to one vote with respect to each of the proposals presented at the Special Meeting. A total of 4,338,495 shares of Common Stock, representing approximately 77.16% of the outstanding shares of Common Stock entitled to vote at the Special Meeting, were present in person or by proxy, constituting a quorum. The proposals listed below are described in more detail in the Proxy Statement.

Proposal 1 - Extension Amendment Proposal

The stockholders approved the proposal to amend the Charter to allow the Company to extend the date by which the Company must consummate a business combination from May 14, 2024 to November 14, 2024 by the votes set forth in the table below:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
3,835,399	503,096	—	—

Proposal 2 - Adjournment Proposal

The stockholders approved the proposal to approve the adjournment of the Special Meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies in the event that there are insufficient votes to approve the Extension Amendment Proposal or to establish quorum by the votes set forth in the table below:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
3,831,081	507,414	—	—

Item 8.01. Other Events.

In connection with the votes to approve the Extension Amendment Proposal above, 1,581,733 shares of common stock of the Company were tendered for redemption.

In connection with the approval of the extension of the date by which the Company must consummate a business combination from May 14, 2024 to November 14, 2024, BGLSI (or its affiliates or permitted designees) agreed to deposit, by no later than one business day prior to each of May 14, 2024, June 14, 2024, July 15, 2024, August 14, 2024, September 16, 2024, and October 15, 2024 (each date referred to herein as a “**Payment Date**”), the amount of \$50,000 into the trust account (each such deposit, a “**Contribution**”). On May 14, 2024, a Contribution was deposited in the trust account in relation to the May 14, 2024 Payment Date.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Bellevue Life Sciences Acquisition Corp dated as of May 14, 2024.
10.1	Promissory Note, dated May 14, 2024, issued by Bellevue Life Sciences Acquisition Corp. to Bellevue Global Life Sciences Investors LLC
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: May 14, 2024

BELLEVUE LIFE SCIENCES ACQUISITION CORP.

By: /s/ Kuk Hyoun Hwang

Name: Kuk Hyoun Hwang

Title: Chief Executive Officer

**CERTIFICATE OF AMENDMENT TO THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
BELLEVUE LIFE SCIENCES ACQUISITION CORP.**

Bellevue Life Sciences Acquisition Corp., a corporation existing under the laws of the State of Delaware (the "Corporation"), by its Chief Executive Officer, hereby certifies as follows:

1. The name of the Corporation is Bellevue Life Sciences Acquisition Corp.
2. The Corporation's original certificate of incorporation was filed in the office of the Secretary of State of the State of Delaware on February 25, 2020 and was subsequently amended by the filing of (i) a Certificate of Validation of Certificate of Amendment on January 20, 2021, (ii) an Amended and Restated Certificate of Incorporation on April 25, 2022, (iii) an Amended and Restated Certificate of Incorporation on May 9, 2022, (iv) an Amended and Restated Certificate of Incorporation on February 13, 2023, (v) a Certificate of Amendment to the Amended and Restated Certificate of Incorporation on November 9, 2023, and (vi) a Certificate of Amendment to the Amended and Restated Certificate of Incorporation on February 9, 2024 (as amended, the "Amended and Restated Certificate of Incorporation").
3. Article V. Section 6 of the Amended and Restated Certificate of Incorporation is hereby amended and restated in the entirety as follows:

"Section 6. In the event that the Corporation has not consummated an initial Business Combination on or prior to the Termination Date (as defined below), the Corporation shall (i) cease all operations except for the purpose of winding up, (ii) as promptly as reasonably possible but not more than ten business days thereafter, and subject to lawfully available funds therefor, redeem 100% of then outstanding IPO Shares in consideration of a per-share price, payable in cash, equal to the quotient obtained by dividing (A) the aggregate amount then on deposit in the Trust Account, including interest (which shall be net of taxes payable and dissolution expenses up to \$100,000), by (B) the total number of then outstanding IPO Shares, which redemption will completely extinguish rights of the holders of IPO Shares (including the right to receive further liquidating distributions, if any), subject to applicable law, and (iii) as promptly as reasonably possible following such redemption, dissolve and liquidate, subject in each case to the Corporation's obligations under the DGCL to provide for claims of creditors and other requirements of applicable law. The "**Termination Date**" shall mean November 14, 2024; provided, that (i) the Sponsor (or its affiliates or permitted designees) has agreed to deposit the amount of \$50,000 on each of May 14, 2024, June 14, 2024, July 15, 2024, August 14, 2024, September 16, 2024, and October 15, 2024; and (ii) the procedures relating to any such extension, as set forth in the Trust Agreement, shall have been complied with."
4. Said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the corporation has caused this Certificate of Amendment to be signed this day of May 14, 2024.

By: /s/ Kuk Hyoun Hwang

Name: Kuk Hyoun Hwang

Title: Chief Executive Officer

PROMISSORY NOTE

Principal Amount: \$140,000

Dated May 14, 2024

Bellevue Life Sciences Acquisition Corp., a Delaware corporation and blank check company (the “**Maker**”), promises to pay to the order of Bellevue Global Life Sciences Investors LLC or its registered assigns or successors in interest (the “**Payee**”), the principal sum of one hundred and forty thousand dollars (\$140,000) in lawful money of the United States of America, on the terms and conditions described below. All payments on this promissory note (“**Note**”) shall be made by check or wire transfer of immediately available funds or as otherwise determined by the Maker to such account as the Payee may from time to time designate by written notice in accordance with the provisions of this Note.

1. Principal. The principal balance of this Note shall be payable by the Maker on the earlier of: (i) December 31, 2024 or (ii) the date on which Maker consummates an initial business combination (the “**Maturity Date**”). The principal balance may be prepaid at any time. Under no circumstances shall any individual, including but not limited to any manager, member, officer, director, employee or stockholder of the Maker, be obligated personally for any obligations or liabilities of the Maker hereunder.

2. Interest. No interest shall accrue on the unpaid principal balance of this Note.

3. Representations and Warranties. Maker represents and warrants to Payee on the date hereof as follows:

(a) Existence. Maker is a corporation duly incorporated, validly existing and in good standing under the laws of the state of Delaware.

(b) Power and Authority. Maker has the power and authority, and the legal right, to execute and deliver this Note and to perform its obligations hereunder.

(c) Authorization; Execution and Delivery. The execution and delivery of this Note by Maker and the performance of its obligations hereunder have been duly authorized by all necessary corporate action in accordance with all applicable laws. The Maker has duly executed and delivered this Note.

(d) No Approvals. No consent or authorization of, filing with, notice to or other act by, or in respect of, any governmental authority is required in order for Maker to execute, deliver, or perform any of its obligations under this Note.

(e) No Violations. The execution and delivery of this Note and the consummation by the Maker of the transactions contemplated hereby do not and will not (a) violate any provision of Maker’s organizational documents; (b) violate any law applicable to the Maker or by which any of its properties or assets may be bound; or (c) constitute a default under any material agreement or contract by which Maker may be bound.

(f) Enforceability. The Note is a valid, legal and binding obligation of Maker, enforceable against Maker in accordance with its terms except as enforceability may be limited by applicable bankruptcy, insolvency, reorganization, moratorium or similar laws affecting the enforcement of creditors’ rights generally and by general equitable principles (whether enforcement is sought by proceedings in equity or at law).

4. Events of Default. Each of the following shall constitute an event of default (“**Event of Default**”):

(a) Failure to Make Required Payments. Failure by Maker to pay the outstanding balance due pursuant to this Note within five (5) business days of the date specified in Section 1 above.

(b) Voluntary Bankruptcy, Etc. The commencement by Maker of a voluntary case under any applicable bankruptcy, insolvency, reorganization, rehabilitation or other similar law, or the consent by it to the appointment of or taking possession by a receiver, liquidator, assignee, trustee, custodian, sequestrator (or other similar official) of Maker or for any substantial part of its property, or the making by it of any assignment for the benefit of creditors, or the failure of Maker generally to pay its debts as such debts become due, or the taking of corporate action by Maker in furtherance of any of the foregoing.

(c) Involuntary Bankruptcy, Etc. The entry of a decree or order for relief by a court having jurisdiction in the premises in respect of Maker in an involuntary case under any applicable bankruptcy, insolvency or other similar law, or appointing a receiver, liquidator, assignee, custodian, trustee, sequestrator (or similar official) of Maker or for any substantial part of its property, or ordering the winding-up or liquidation of its affairs, and the continuance of any such decree or order unstayed and in effect for a period of 60 consecutive days.

5. Remedies.

(a) Upon the occurrence of an Event of Default specified in Section 4(a) hereof, Payee may, by written notice to Maker, declare this Note to be due immediately and payable, whereupon the outstanding balance of this Note, and all other amounts payable hereunder, shall become immediately due and payable without presentment, demand, protest or other notice of any kind, all of which are hereby expressly waived, anything contained herein or in the documents evidencing the same to the contrary notwithstanding.

(b) Upon the occurrence of an Event of Default specified in Sections 4(b) and 4(c), the unpaid principal balance of this Note, and all other sums payable with regard to this Note, shall automatically and immediately become due and payable, in all cases without any action on the part of Payee.

6. Waivers. Maker and all endorsers and guarantors of, and sureties for, this Note waive presentment for payment, demand, notice of dishonor and notice of protest with regard to the Note, all errors, defects and imperfections in any proceedings instituted by Payee under the terms of this Note, and all benefits that might accrue to Maker by virtue of any present or future laws exempting any property, real or personal, or any part of the proceeds arising from any sale of any such property, from attachment, levy or sale under execution, or providing for any stay of execution, exemption from civil process, or extension of time for payment; and Maker agrees that any real estate that may be levied upon pursuant to a judgment obtained by virtue hereof, or any writ of execution issued hereon, may be sold upon any such writ in whole or in part in any order desired by Payee.

7. Unconditional Liability. Maker hereby waives all notices in connection with the delivery, acceptance, performance, default, or enforcement of the payment of this Note, and agrees that its liability shall be unconditional, without regard to the liability of any other party, and shall not be affected in any manner by any indulgence, extension of time, renewal, waiver or modification granted or consented to by Payee, and consents to any and all extensions of time, renewals, waivers, or modifications that may be granted by Payee with respect to the payment or other provisions of this Note, and agrees that additional makers, endorsers, guarantors, or sureties may become parties hereto without notice to Maker or affecting Maker’s liability hereunder.

8. Notices. All notices, statements or other documents which are required or contemplated by this Agreement shall be made in writing and delivered (i) personally or sent by first class registered or certified mail, or overnight courier service, to the address most recently provided to such party or such other address as may be designated in writing by such party, (ii) by facsimile to the number most recently provided to such party or such other fax number as may be designated in writing by such party or (iii) by electronic

mail, to the electronic mail address most recently provided to such party or such other electronic mail address as may be designated in writing by such party. Any notice or other communication so transmitted shall be deemed to have been given on the day of delivery, if delivered personally, on the business day following receipt of written confirmation, if sent by facsimile or electronic transmission, one (1) business day after delivery to an overnight courier service or five (5) days after mailing if sent by mail.

9. Construction. THIS NOTE SHALL BE CONSTRUED AND ENFORCED IN ACCORDANCE WITH THE LAWS OF NEW YORK, WITHOUT REGARD TO CONFLICT OF LAW PROVISIONS THEREOF.

10. Severability. Any provision contained in this Note which is prohibited or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such prohibition or unenforceability without invalidating the remaining provisions hereof, and any such prohibition or unenforceability in any jurisdiction shall not invalidate or render unenforceable such provision in any other jurisdiction.

11. Trust Waiver. Notwithstanding anything herein to the contrary, the Payee hereby waives any and all right, title, interest or claim of any kind (“**Claim**”) in or to any distribution of or from the trust account established in which the proceeds of the initial public offering (the “**IPO**”) conducted by the Maker (including the deferred underwriters discounts and commissions) and the proceeds of the sale of the units issued in a private placement that occurred in connection with the IPO are to be deposited (the “**Trust Account**”), as described in greater detail in the registration statement and prospectus filed with the Securities and Exchange Commission in connection with the IPO (the “**Registration Statement**”), and hereby agrees not to seek recourse, reimbursement, payment or satisfaction for any Claim against the Trust Account for any reason whatsoever; provided, however, the Payee shall not waive any Claim it may have if the Maker fails to repay the outstanding balance due in connection with this Note pursuant to Section 4(a) hereof. In addition, Payee hereby agrees that the principal balance of this Note will be forgiven if the Maker is unable to consummate an initial business combination on or prior to the time provided in Maker’s Amended and Restated Certificate of Incorporation (as subject to extension), except to the extent of any funds held by Maker outside of the Trust Account.

12. Amendment; Waiver. Any amendment hereto or waiver of any provision hereof may be made with, and only with, the written consent of the Maker and the Payee.

13. Assignment. No assignment or transfer of this Note or any rights or obligations hereunder may be made by any party hereto (by operation of law or otherwise) without the prior written consent of the other party hereto and any attempted assignment without the required consent shall be void.

[Signature Page Follows]

IN WITNESS WHEREOF, Maker, intending to be legally bound hereby, has caused this Note to be duly executed by the undersigned as of the day and year first above written.

BELLEVUE LIFE SCIENCES ACQUISITION CORP.

By: /s/ Kuk Hyoun Hwang
Name: Kuk Hyoun Hwang
Title: Chief Executive Officer
Email: [**]

Payee hereby acknowledges and agrees to the foregoing as of the date first written above.

ACKNOWLEDGED AND ACCEPTED

**BELLEVUE GLOBAL LIFE SCIENCES INVESTORS
LLC**

By: Bellevue Capital Management LLC,
Its Manager

By: /s/ Kul Hyoun Hwang
Name: Kuk Hyoun Hwang
Title: Chief Executive Officer
Email: [**]

**Document and Entity
Information**

May 14, 2024

Document And Entity Information [Line Items]

<u>Amendment Flag</u>	false
<u>Entity Central Index Key</u>	0001840425
<u>Current Fiscal Year End Date</u>	--12-31
<u>Document Type</u>	8-K
<u>Document Period End Date</u>	May 14, 2024
<u>Entity Registrant Name</u>	BELLEVUE LIFE SCIENCES ACQUISITION CORP.
<u>Entity Incorporation State Country Code</u>	DE
<u>Entity File Number</u>	001-41390
<u>Entity Tax Identification Number</u>	84-5052822
<u>Entity Address, Address Line One</u>	10900 NE 4th Street
<u>Entity Address, Address Line Two</u>	Suite 2300
<u>Entity Address, City or Town</u>	Bellevue
<u>Entity Address, State or Province</u>	WA
<u>Entity Address, Postal Zip Code</u>	98004
<u>City Area Code</u>	(425)
<u>Local Phone Number</u>	635-7700
<u>Written Communications</u>	false
<u>Soliciting Material</u>	false
<u>Pre Commencement Tender Offer</u>	false
<u>Pre Commencement Issuer Tender Offer</u>	false
<u>Entity Emerging Growth Company</u>	true
<u>Entity Ex Transition Period</u>	false
<u>Units Each Consisting Of One Share Of Common Stock One Redeemable Warrant And One Right 2 [Member]</u>	

Document And Entity Information [Line Items]

<u>Security 12b Title</u>	Units, each consisting of one share of common stock, one redeemable warrant and one right
<u>Trading Symbol</u>	BLACU
<u>Security Exchange Name</u>	NASDAQ

Common Stock [Member]

Document And Entity Information [Line Items]

<u>Security 12b Title</u>	Common stock, par value \$0.0001 per share
<u>Trading Symbol</u>	BLAC
<u>Security Exchange Name</u>	NASDAQ

Redeemable Warrants Exercisable For Shares Of Common
Stock At An Exercise Price Of 11.50 Per Share 1 [Member]

Document And Entity Information [Line Items]

<u>Security 12b Title</u>	Redeemable warrants, exercisable for shares of common stock at an exercise price of \$11.50 per share
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[Trading Symbol](#)
[Security Exchange Name](#)
[Right To Receive Onetenth 110 Of One Share Of Common
Stock \[Member\]](#)

BLACW
NASDAQ

[Document And Entity Information \[Line Items\]](#)

[Security 12b Title](#)

Right to receive one-tenth (1/10) of one share of
common stock

[Trading Symbol](#)
[Security Exchange Name](#)

BLACR
NASDAQ

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        "lang": {
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              "targetLabel": "City Area Code",
              "documentation": "Area code of city"
            }
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              "targetLabel": "Common Stock [Member]"
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        "localName": "CoverAbstract",
        "lang": {
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            "role": {

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      "label": "Cover [Abstract]",
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          "terseLabel": "Current Fiscal Year End Date",
          "documentation": "End date of current fiscal year in the format --MM-DD."
        }
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    },
    "auth_ref": []
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    },
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        "role": {
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          "terseLabel": "Document And Entity Information [Line Items]"
        }
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    },
    "auth_ref": []
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    "presentation": {
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          "terseLabel": "Document And Entity Information [Table]"
        }
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    },
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  "dei_DocumentPeriodEndDate": {
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    "localname": "DocumentPeriodEndDate",
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          "label": "Document Period End Date",
          "terseLabel": "Document Period End Date",
          "documentation": "For the EDGAR submission types of Form 8-K: the date of the report, the date of the earliest event reported; for the EDGAR submission types of Form 10-K: the filing date; for all other submission types: the end of the reporting or transition period. The format of the date is YYYY-MM-DD."
        }
      }
    },
    "auth_ref": []
  },
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    "nsuri": "http://xbrl.sec.gov/dsl/2023",
    "localname": "DocumentType",
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    "lang": {
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          "label": "Document Type",
          "terseLabel": "Document Type",
          "documentation": "The type of document being provided (such as 10-K, 10-Q, 4898POS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'."
        }
      }
    },
    "auth_ref": []
  },
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          "terseLabel": "Entity Address, Address Line One",
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        }
      }
    },
    "auth_ref": []
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  "dei_EntityAddressAddressLine2": {
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    "nsuri": "http://xbrl.sec.gov/dsl/2023",
    "localname": "EntityAddressAddressLine2",
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          "label": "Entity Address, Address Line Two",
          "terseLabel": "Entity Address, Address Line Two",
          "documentation": "Address line 2 such as Street or Suite number"
        }
      }
    },
    "auth_ref": []
  },
  "dei_EntityAddressCityOrTown": {
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    "nsuri": "http://xbrl.sec.gov/dsl/2023",
    "localname": "EntityAddressCityOrTown",
    "presentation": {
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    },
    "lang": {
      "en-us": {
        "role": {
          "label": "Entity Address, City or Town",
          "terseLabel": "Entity Address, City or Town",
          "documentation": "Name of the City or Town"
        }
      }
    },
    "auth_ref": []
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    "nsuri": "http://xbrl.sec.gov/dsl/2023",
    "localname": "EntityAddressPostalZipCode",
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    },
    "lang": {
      "en-us": {
        "role": {
          "label": "Entity Address, Postal Zip Code",
          "terseLabel": "Entity Address, Postal Zip Code",
          "documentation": "Code for the postal or zip code"
        }
      }
    },
    "auth_ref": []
  },
  "dei_EntityAddressStateOrProvince": {
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    "localname": "EntityAddressStateOrProvince",
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    },
    "lang": {
      "en-us": {
        "role": {
          "label": "Entity Address, State or Province",
          "terseLabel": "Entity Address, State or Province",
          "documentation": "Name of the state or province."
        }
      }
    },
    "auth_ref": []
  },
  "dei_EntityCentralIndexKey": {
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    "nsuri": "http://xbrl.sec.gov/dsl/2023",
    "localname": "EntityCentralIndexKey",
    "presentation": {
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    },
    "lang": {
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        "role": {
          "label": "Entity Central Index Key",
          "terseLabel": "Entity Central Index Key",
          "documentation": "A unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK."
        }
      }
    },
    "auth_ref": [
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    ]
  }
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},
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  "presentation": [
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  ],
  "lang": {
    "en-us": {
      "role": {
        "label": "Entity Emerging Growth Company",
        "xbrlLabel": "Entity Emerging Growth Company",
        "documentation": "Indicate if registrant meets the emerging growth company criteria."
      }
    }
  },
  "auth_ref": [
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  ]
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"dei_EntityExTransitionPeriod": {
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  "localName": "EntityExTransitionPeriod",
  "presentation": [
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  "lang": {
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      "role": {
        "label": "Entity Ex Transition Period",
        "xbrlLabel": "Entity Ex Transition Period",
        "documentation": "Indicate if an emerging growth company has elected not to use the extended transition period for complying with any new or revised financial accounting standards."
      }
    }
  },
  "auth_ref": [
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"dei_EntityFileNumber": {
  "shortType": "fileNumberItemType",
  "nsuri": "http://xbrl.sec.gov/di/2023",
  "localName": "EntityFileNumber",
  "presentation": [
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  ],
  "lang": {
    "en-us": {
      "role": {
        "label": "Entity File Number",
        "xbrlLabel": "Entity File Number",
        "documentation": "Commission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen."
      }
    }
  },
  "auth_ref": [
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"dei_EntityIncorporationStateCountryCode": {
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  "nsuri": "http://xbrl.sec.gov/di/2023",
  "localName": "EntityIncorporationStateCountryCode",
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  ],
  "lang": {
    "en-us": {
      "role": {
        "label": "Entity Incorporation State Country Code",
        "xbrlLabel": "Entity Incorporation State Country Code",
        "documentation": "Two-character EDGAR code representing the state or country of incorporation."
      }
    }
  },
  "auth_ref": [
    "pi"
  ]
},
"dei_EntityRegistrantName": {
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  "nsuri": "http://xbrl.sec.gov/di/2023",
  "localName": "EntityRegistrantName",
  "presentation": [
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  ],
  "lang": {
    "en-us": {
      "role": {
        "label": "Entity Registrant Name",
        "xbrlLabel": "Entity Registrant Name",
        "documentation": "The exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC."
      }
    }
  },
  "auth_ref": [
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"dei_EntityTaxIdentificationNumber": {
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  "nsuri": "http://xbrl.sec.gov/di/2023",
  "localName": "EntityTaxIdentificationNumber",
  "presentation": [
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  "lang": {
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      "role": {
        "label": "Entity Tax Identification Number",
        "xbrlLabel": "Entity Tax Identification Number",
        "documentation": "The Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS."
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    }
  },
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  "localName": "LocalPhoneNumber",
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  ],
  "lang": {
    "en-us": {
      "role": {
        "label": "Local Phone Number",
        "xbrlLabel": "Local Phone Number",
        "documentation": "Local phone number for entity."
      }
    }
  },
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  ]
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"dei_PreCommencementIssuerTenderOffer": {
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        "xbrlLabel": "Pre Commencement Issuer Tender Offer",
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      }
    }
  },
  "auth_ref": [
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        "xbrlLabel": "Pre Commencement Tender Offer",
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      }
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  "presentation": [
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  "lang": {
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        "xbrlLabel": "Redeemable Warrants Exercisable For Shares Of Common Stock At An Exercise Price Of 11.50 Per Share 1 Member"
      }
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  "presentation": [
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  ],
  "lang": {
    "en-us": {
      "role": {
        "label": "Right To Receive OneTenth 110 Of One Share Of Common Stock Member",
        "xbrlLabel": "Right To Receive OneTenth 110 Of One Share Of Common Stock Member"
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  },
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  "dei_Security12bTitle": {
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    "nsuri": "http://xbrl.sec.gov/dei/2023",
    "localName": "Security12bTitle",
    "presentation": {
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    "lang": {
      "en-us": {
        "role": {
          "label": "Security 12b Title",
          "terseLabel": "Security 12b Title",
          "documentation": "Title of a 12(b) registered security."
        }
      }
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    "auth_ref": [
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    "nsuri": "http://xbrl.sec.gov/dei/2023",
    "localName": "SecurityExchangeName",
    "presentation": {
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    "lang": {
      "en-us": {
        "role": {
          "label": "Security Exchange Name",
          "terseLabel": "Security Exchange Name",
          "documentation": "Name of the Exchange on which a security is registered."
        }
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    ]
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  "dei_SolicitingMaterial": {
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          "terseLabel": "Soliciting Material",
          "documentation": "Boolean flag that is true when the Form S-K filing is intended to satisfy the filing obligation of the registrant as soliciting material pursuant to Rule 144-12 under the Exchange Act."
        }
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    },
    "auth_ref": [
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  },
  "dei_StatementClassOfStockAxis": {
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    "localName": "StatementClassOfStockAxis",
    "presentation": {
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    },
    "lang": {
      "en-us": {
        "role": {
          "label": "Class of Stock [Axis]",
          "terseLabel": "Class of Stock [Axis]"
        }
      }
    },
    "auth_ref": []
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  "dei_TradingSymbol": {
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    "localName": "TradingSymbol",
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    },
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      "en-us": {
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          "label": "Trading Symbol",
          "terseLabel": "Trading Symbol",
          "documentation": "Trading symbol of an instrument as listed on an exchange."
        }
      }
    },
    "auth_ref": []
  },
  "dei_UnitsEachConsistingOfOneShareOfCommonStockOneRedeemableWarrantAndOneRight2Member": {
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    "localName": "UnitsEachConsistingOfOneShareOfCommonStockOneRedeemableWarrantAndOneRight2Member",
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    },
    "lang": {
      "en-us": {
        "role": {
          "label": "Units Each Consisting Of One Share Of Common Stock One Redeemable Warrant And One Right 2 [Member]",
          "terseLabel": "Units Each Consisting Of One Share Of Common Stock One Redeemable Warrant And One Right 2 [Member]"
        }
      }
    },
    "auth_ref": []
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        "role": {
          "label": "Written Communications",
          "terseLabel": "Written Communications",
          "documentation": "Boolean flag that is true when the Form S-K filing is intended to satisfy the filing obligation of the registrant as written communications pursuant to Rule 425 under the Securities Act."
        }
      }
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  },
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      "Publisher": "SEC",
      "Name": "Exchange Act",
      "Number": "240",
      "Section": "12",
      "Subsection": "b"
    },
    "x1": {
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      "Publisher": "SEC",
      "Name": "Exchange Act",
      "Number": "240",
      "Section": "12",
      "Subsection": "b-2"
    },
    "x2": {
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      "Publisher": "SEC",
      "Name": "Exchange Act",
      "Number": "240",
      "Section": "12",
      "Subsection": "d1-1"
    },
    "x3": {
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      "Publisher": "SEC",
      "Name": "Exchange Act",
      "Number": "240",
      "Section": "13e",
      "Subsection": "4e"
    },
    "x4": {
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      "Publisher": "SEC",
      "Name": "Exchange Act",
      "Number": "240",
      "Section": "14d",
      "Subsection": "2b"
    },
    "x5": {
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      "Publisher": "SEC",
      "Name": "Exchange Act",
      "Number": "240",
      "Section": "14d",
      "Subsection": "12"
    },
    "x6": {
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      "Publisher": "SEC",
      "Name": "Securities Act",
      "Number": "230",
      "Section": "425"
    },
    "x7": {
      "role": "http://www.xbrl.org/2003/role/presentationRef",
      "Publisher": "SEC",
      "Name": "Securities Act",
      "Number": "24",
      "Section": "18",
      "Subsection": "2"
    }
  }
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