

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2025-01-23** | Period of Report: **2025-01-23**

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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.: **25550057**
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): January 23, 2025

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).

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.

Promissory Note Amendments

As previously disclosed by Bellevue Life Sciences Acquisition Corp. (the “**Company**”) in its Current Reports on Form 8-K filed with the Securities and Exchange Commission on (i) April 11, 2024, (ii) April 22, 2024, (iii) May 14, 2024, and (iv) July 16, 2024, the Company issued unsecured promissory notes (each, a “**Promissory Note**” and, collectively, the “**Promissory Notes**”) to Bellevue Global Life Sciences Investors, LLC, the Company’s sponsor (“**Sponsor**”), on (i) April 8, 2024, (ii) April 17, 2024, (iii) May 14, 2024, and (iv) July 11, 2024, in the principal amounts of (i) \$1,200,000, (ii) \$50,000, (iii) \$140,000, and (iv) \$300,000, respectively.

As previously disclosed by the Company in its Current Report on Form 8-K filed with the Securities Exchange Commission on January 10, 2025, on January 9, 2025, the Company and Sponsor entered into an amendment to extend the maturity date of each Promissory Note to the earlier of (i) September 30, 2025 and (ii) the date on which the Company consummates an initial business combination.

On January 23, 2025, the Company and Sponsor entered into a second amendment to amend the maturity date of each Promissory Note to provide that each Promissory Note matures on September 30, 2025, irrespective of whether the Company consummates an initial business combination prior to September 30, 2025.

No other terms of the Promissory Notes were amended. The foregoing description of the Promissory Notes Amendment is qualified in its entirety by reference to the full text of the Promissory Notes Amendment, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
10.1	Second Amendment to Promissory Notes, dated January 23, 2025, between Bellevue Life Sciences Acquisition Corp. and 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: January 23, 2025

BELLEVUE LIFE SCIENCES ACQUISITION
CORP.

By: /s/ Kuk Hyoun Hwang

Name: Kuk Hyoun Hwang

Title: Chief Executive Officer

SECOND AMENDMENT TO PROMISSORY NOTES

Reference is made to those certain promissory notes listed on **Exhibit A** hereto (each, a “**Note**” and, collectively, the “**Notes**”), between Bellevue Life Sciences Acquisition Corp., a Delaware corporation, and Bellevue Global Life Sciences Investors, LLC, a Delaware limited liability company.

1. Amendment of the Maturity Date. The parties hereto agree that Section 1 of each Note shall be amended and restated in its entirety as follows: “The Principal balance of this Note shall be payable by the Maker on September 30, 2025 (the “**Maturity Date**”). The principal balance may be prepaid at any time. Under no circumstances shall any individual, including but not limited to any officer, director, employee or stockholder of the Maker be obligated personally for any obligations or liabilities of the Maker hereunder.”

2. Binding Effect. Except as amended pursuant to paragraph 1 above, the Notes shall remain in full force and effect in accordance with their terms and are hereby ratified and confirmed by each of the parties hereto.

3. Counterparts. This amendment may be executed and delivered electronically and in counterparts, each of which will be deemed to be an original copy of this amendment and all of which, when taken together, will be deemed to constitute one and the same agreement.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this amendment to be duly executed as of the latest date set forth below.

**BELLEVUE LIFE SCIENCES ACQUISITION
CORP.**

By: /s/ Kuk Hyoun Hwang
 Name: Kuk Hyoun Hwang
 Title: Chief Executive Officer
 Date: January 23, 2025

ACCEPTED AND AGREED:

**BELLEVUE GLOBAL LIFE SCIENCES
INVESTORS, LLC**

BY: BELLEVUE CAPITAL MANAGEMENT LLC,
ITS MANAGER

By: /s/ Kuk Hyoun Hwang
 Name: Kuk Hyoun Hwang
 Title: Chief Executive Officer
 Date: January 23, 2025

[Signature page to Promissory Note Amendment]

Exhibit A

Promissory Notes

1. Promissory Note, dated April 8, 2024, as amended on January 9, 2025, between Bellevue Life Sciences Acquisition Corp. and Bellevue Global Life Sciences Investors, LLC.
 2. Promissory Note, dated April 17, 2024, as amended on January 9, 2025, between Bellevue Life Sciences Acquisition Corp. and Bellevue Global Life Sciences Investors, LLC.
 3. Promissory Note, dated May 14, 2024, as amended on January 9, 2025, between Bellevue Life Sciences Acquisition Corp. and Bellevue Global Life Sciences Investors, LLC.
 4. Promissory Note, dated July 11, 2024, as amended on January 9, 2025, between Bellevue Life Sciences Acquisition Corp. and Bellevue Global Life Sciences Investors, LLC.
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Cover**Jan. 23, 2025**

Document Type	8-K
Amendment Flag	false
Document Period End Date	Jan. 23, 2025
Entity File Number	001-41390
Entity Registrant Name	BELLEVUE LIFE SCIENCES ACQUISITION CORP.
Entity Central Index Key	0001840425
Entity Tax Identification Number	84-5052822
Entity Incorporation, State or Country Code	DE
Entity Address, Address Line One	10900 NE 4th Street
Entity Address, Address Line Two	Suite 2300
Entity Address, City or Town	Bellevue
Entity Address, State or Province	WA
Entity Address, Postal Zip Code	98004
City Area Code	425
Local Phone Number	635-7700
Written Communications	false
Soliciting Material	false
Pre-commencement Tender Offer	false
Pre-commencement Issuer Tender Offer	false
Entity Emerging Growth Company	true
Elected Not To Use the Extended Transition Period	false
Units, each consisting of one share of common stock, one redeemable warrant and one right	
Title of 12(b) Security	Units, each consisting of one share of common stock, one redeemable warrant and one right
Trading Symbol	BLACU
Security Exchange Name	NASDAQ
Common stock, par value \$0.0001 per share	
Title of 12(b) Security	Common stock, par value \$0.0001 per share
Trading Symbol	BLAC
Security Exchange Name	NASDAQ
Redeemable warrants, exercisable for shares of common stock at an exercise price of \$11.50 per share	
Title of 12(b) Security	Redeemable warrants, exercisable for shares of common stock at an exercise price of \$11.50 per share
Trading Symbol	BLACW
Security Exchange Name	NASDAQ
Right to receive one-tenth (1/10) of one share of common stock	
Title of 12(b) Security	Right to receive one-tenth (1/10) of one share of common stock
Trading Symbol	BLACR
Security Exchange Name	NASDAQ

