

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2023-11-15** | Period of Report: **2023-11-09**
SEC Accession No. [0001193125-23-277417](#)

([HTML Version](#) on [secdatabase.com](#))

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.: **231408951**
SIC: **6770** Blank checks

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): November 9, 2023

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

Amendment to the Trust Agreement

As disclosed in the Current Report on Form 8-K that Bellevue Life Sciences Acquisition Corp., a Delaware corporation (the “**Company**”), filed with the U.S. Securities and Exchange Commission (the “**SEC**”) on February 15, 2023, the Company previously entered into a certain Investment Management Trust Agreement, dated February 7, 2023, with Continental Stock Transfer & Trust Company (“**Continental**”), as trustee (the “**Trust Agreement**”). On November 9, 2023, the Company held a special meeting of its stockholders (the “**Special Meeting**”). At the Special Meeting, the Company’s stockholders approved a first amendment to the Trust Agreement (the “**First Trust Amendment**”) that extends the date by which the Company must liquidate the trust account (the “**Trust Account**”) established in connection with the Company’s initial public offering (the “**IPO**”), from November 14, 2023 to February 14, 2024 (the “**First Extended Date**”) by depositing into the Trust Account \$180,000 (the “**First Extension Payment**”) if the Company has not completed its initial business combination, and, upon the Board of the Directors of the Company (the “**Board**”) exercising its discretion to further extend the date by which the Company must liquidate the Trust Account if the Company has not completed its initial business combination, to May 14, 2024 (the “**Second Extended Date**”), by depositing into the Trust Account by no later than each of February 14, 2024, March 14, 2024, and April 15, 2024, the lesser of (i) \$60,000 or (ii) \$0.026 per share for each public share that was not redeemed in connection with the First Extension Amendment Proposal, as described in the Definitive Proxy Statement on Form DEF 14A filed by the Company with the SEC on October 20, 2023 (the “**Proxy Statement**”). Following such approval by the Company’s stockholders, the Company and Continental entered into the Trust Amendment on November 10, 2023.

The foregoing description of the First Trust Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the First Trust Amendment, a copy of which is filed herewith as Exhibit 10.1 and is incorporated herein by reference.

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

At the Special Meeting, the Company’s stockholders approved an amendment 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 November 14, 2023 (the date that is 9 months from the closing date of the Company’s IPO) to February 14, 2024 (the “**First Extended Date**”). The Charter Amendment was filed with the Delaware Secretary of State and has an effective date of November 9, 2023.

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 October 12, 2023, the record date for the Special Meeting, there were 9,055,000 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 7,236,908 shares of Common Stock, representing approximately 79.92% 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.

The First Extension Amendment Proposal

The stockholders approved the proposal to amend the Charter to extend the date by which the Company must consummate a business combination from November 14, 2023 to the First Extended Date, by the votes set forth in the table below:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
6,985,910	250,998	—	—

The Second Extension Amendment Proposal

The stockholders approved a proposal to give the Board the authority in its discretion to amend the Company’s charter to extend the date by which the Company must consummate a business combination from the First Extended Date to the Second Extended Date, by the votes set forth in the table below:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
6,935,730	301,178	—	—

The Trust Amendment Proposal

The stockholders approved the proposal to amend the Trust Agreement, allowing the Company to extend the date on which Continental must liquidate the Trust Account established by the Company in connection with the IPO if the Company has not completed its initial business combination, from November 14, 2023 to the First Extended Date by depositing into the Trust Account \$180,000, plus, upon the Board exercising its discretion to further extend such date to the Second Extended Date, by depositing into the Trust Account by no later than each of February 14, 2024, March 14, 2024, and April 15, 2024, the lesser of (i) \$60,000 or (ii) \$0.026 per share for each public share, by the votes set forth in the table below:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
6,985,910	250,998	—	—

Proposal 4 - Adjournment Proposal

The fourth proposal to adjourn the Stockholder Meeting (the “*Adjournment Proposal*”), was not presented at the Special Meeting since the First Extension Amendment Proposal and the Trust Amendment Proposal received sufficient favorable votes to be adopted.

Item 8.01. Other Events.

In connection with the votes to approve the proposals above, 3,432,046 shares of common stock of the Company were tendered for redemption.

On November 13, 2023, \$180,000 was deposited in the Trust Account in connection with the extension of the date by which the Company must consummate a business combination from November 14, 2023 to the First Extended Date.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Bellevue Life Sciences Acquisition Corp dated as of November 9, 2023.
10.1	Amendment No. 1 to Investment Management Trust Agreement, dated as of November 10, 2023, by and between Bellevue Life Sciences Acquisition Corp. and Continental Stock Transfer & Trust Company.
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: November 15, 2023

BELLEVUE LIFE SCIENCES ACQUISITION CORP.

By: /s/ Kuk Hyoun Hwang

Name: Kuk Hyoun Hwang

Title: Chief Executive Officer

**STATE OF DELAWARE
 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 and (iv) an Amended and Restated Certificate of Incorporation on February 13, 2023 (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 subject to lawfully available funds therefor, redeem 100% of the 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 February 14, 2024; provided, that (i) the Sponsor (or its affiliates or permitted designees) will deposit to the trust account \$180,000 (approximately \$0.026 per share assuming no redemptions); 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 November 9, 2023.

By: /s/ Kuk Hyoun Hwang

Name: Kuk Hyoun Hwang

Title: Chief Executive Officer

AMENDMENT NO. 1 TO THE INVESTMENT MANAGEMENT TRUST AGREEMENT

THIS AMENDMENT NO. 1 TO THE INVESTMENT MANAGEMENT TRUST AGREEMENT (this “Amendment”) is made as of November 10, 2023, by and between Bellevue Life Sciences Acquisition Corp., a Delaware corporation (the “Company”), and Continental Stock Transfer & Trust Company, a New York limited liability trust company (the “Trustee”). Capitalized terms contained in this Amendment, but not specifically defined in this Amendment, shall have the meanings ascribed to such terms in that certain Investment Management Trust Agreement, dated February 7, 2023, by and between the parties hereto (the “Trust Agreement”).

WHEREAS, \$70,207,500 of the gross proceeds from the IPO, the private placement of Units and the exercise in full of the option to purchase additional Units by the Underwriters was deposited into the Trust Account;

WHEREAS, Section 1(i) of the Trust Agreement provides that the Trustee is to liquidate the Trust Account and distribute the Property in the Trust Account only after and promptly after (x) receipt of, and only in accordance with, the terms of a Termination Letter; or (y) the date which is 12 months after the closing of the IPO, or such later date as may be approved by the Company’s stockholders in accordance with the Company’s Amended and Restated Certificate of Incorporation, as it may be amended from time to time, if a Termination Letter has not been received by the Trustee prior to such date;

WHEREAS, Section 1(k) of the Trust Agreement provides that the Trustee, upon written request from the Company, shall distribute on behalf of the Company the amount requested by the Company to be used to redeem Common Stock from Public Stockholders properly submitted in connection with a stockholder vote to approve an amendment to the Company’s Amended and Restated Certificate of Incorporation (A) to modify the substance or timing of the Company’s obligation to allow redemption in connection with the Company’s initial Business Combination or to redeem 100% of the Company’s public shares if it does not complete its initial Business Combination within 12 months from the closing of this IPO or (B) with respect to any other provision relating to stockholders’ rights or pre-initial Business Combination activity.

WHEREAS, Section 7(d) of the Trust Agreement provides that Section 1(i) and Section 1(k) of the Trust Agreement may only be amended with the affirmative vote of 65% of the then outstanding shares of the Common Stock of the Company;

WHEREAS, the Company obtained the requisite vote of the stockholders of the Company to approve this Amendment; and

WHEREAS, each of the Company and Trustee desire to amend the Trust Agreement as provided herein.

NOW, THEREFORE, in consideration of the mutual agreements contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, the parties hereto agree as follows:

1. *Amendment to Section 1(k).* Section 1(k) of the Trust Agreement is hereby amended and restated in its entirety as follows:

(k) Upon written request from the Company, which may be given from time to time in a form substantially similar to that attached hereto as Exhibit D (a “Stockholder Redemption Withdrawal Instruction”), the Trustee shall distribute on behalf of the Company the amount requested by the Company to be used to redeem Common Stock from Public Stockholders properly submitted in connection with a stockholder vote to approve an amendment to the Company’s Amended and Restated Certificate of Incorporation (A) to modify the substance or timing of the Company’s obligation to allow redemption in connection with the Company’s initial merger, share exchange, asset acquisition, stock purchase, recapitalization, reorganization or similar business combination with one or more businesses or entities (a “Business Combination”) or to redeem 100% of the Company’s public shares if it does not complete its initial Business Combination within 12 months after the closing of the IPO, or

such later date as may be approved by the Company's stockholders in accordance with the Company's Amended and Restated Certificate of Incorporation, as it may be amended from time to time, or (B) with respect to any other provision relating to stockholders' rights or pre-initial Business Combination activity. The written request of the Company referenced above shall constitute presumptive evidence that the Company is entitled to distribute said funds, and the Trustee shall have no responsibility to look beyond said request;

2. *Addition of Section 1(n).* A new Section 1(n) shall be added as follows:

"(n) Upon receipt of an extension letter ("Extension Letter") substantially similar to Exhibit E hereto at least five days prior to the applicable termination date (as may be extended in accordance with Section 1(i)), signed on behalf of the Company by an executive officer, and receipt of the dollar amount specified in the Extension Letter on or prior to such termination date (if and as applicable), to follow the instructions set forth in the Extension Letter."

3. *Amendments to Definitions.*

(i) Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Trust Agreement. The following defined term in the Trust Agreement shall be amended and restated in their entirety:

"**Agreement**" shall mean that certain Investment Management Trust Agreement, dated February 7, 2023, by and between Bellevue Life Sciences Acquisition Corp. and Continental Stock Transfer & Trust Company, as amended by the Amendment No. 1 to Investment Management Trust Agreement dated November 10, 2023."; and

(ii) The term "**Property**" shall be deemed to include any Contribution paid to the Trust Account in accordance with the terms of the Amended and Restated Certificate of Incorporation and the Trust Agreement.

4. *Amendment of Exhibit D.* The second paragraph of Exhibit D is hereby amended and restated in its entirety as follows:

The Company needs such funds to pay its Public Stockholders who have properly elected to have their Common Stock redeemed by the Company in connection with a stockholder vote to approve an amendment to the Company's Amended and Restated Certificate of Incorporation (A) to modify the substance or timing of the Company's obligation to allow redemption in connection with the Company's initial Business Combination or to redeem 100% of the Company's public shares if it does not complete its initial Business Combination within 9 months of the closing of the IPO, or such later date as may be approved by the Company's stockholders in accordance with the Company's Amended and Restated Certificate of Incorporation, as it may be amended from time to time, or (B) with respect to any other provision relating to stockholders' rights or pre-initial Business Combination activity. As such, you are hereby directed and authorized to transfer (via wire transfer) such funds promptly upon your receipt of this letter to the redeeming Public Stockholders in accordance with your customary procedures.

5. *Addition of Exhibit E.* A new Exhibit E of the Trust Agreement is hereby added as follows:

EXHIBIT E

[Letterhead of Company]
[Insert date]

Continental Stock Transfer & Trust Company
1 State Street, 30th Floor
New York, New York 10004
Attn: Francis Wolf and Celeste Gonzalez

Re: Trust Account – Extension Letter

Dear Mr. Wolf and Ms. Gonzalez:

Pursuant to paragraphs 1(i) and 1(n) of the Investment Management Trust Agreement between Bellevue Life Sciences Acquisition Corp. (the “**Company**”) and Continental Stock Transfer & Trust Company (the “**Trustee**”), dated as of February 7, 2023, as amended by the Amendment No. 1, dated November 10, 2023 (the “**Trust Agreement**”), this is to advise you that the Company is extending the time available in order to consummate a Business Combination with the target businesses for an additional [] month[s], from [], 202 to [], 202 (the “**Extension**”). Capitalized words used herein and not otherwise defined shall have the meanings ascribed to them in the Trust Agreement. This Extension Letter shall serve as the notice required with respect to Extension prior to the applicable termination date (as may be extended in accordance with Section 1(i) of the Trust Agreement). In accordance with the terms of the Trust Agreement, we hereby authorize you to deposit the contribution in the amount of \$[] for extension until [], 202 (the “**Contribution**”), unless the Closing of the Company’s initial business combination shall have occurred, which will be wired to you, into the Trust Account investments upon receipt.

Very truly yours,

BELLEVUE LIFE SCIENCES ACQUISITION CORP.

Name: Title:

cc: Chardan Capital Markets LLC

- 5.1. All the covenants and provisions of this Amendment by or for the benefit of the Company or the Trustee shall bind and inure to the benefit of their permitted respective successors and assigns.
- 5.2. This Amendment shall be governed by and construed and enforced in accordance with the laws of the State of New York, without giving effect to conflicts of law principles that would result in the application of the substantive laws of another jurisdiction. The parties hereto consent to the jurisdiction and venue of any state or federal court located in the City of New York, Borough of Manhattan, for purposes of resolving any disputes hereunder. As to any claim, cross-claim, or counterclaim in any way relating to this Agreement, each party waives the right to trial by jury.
- 5.3. This Amendment may be executed in any number of counterparts, each of which shall be deemed to be an original, but all such counterparts shall together constitute one and the same instrument. Delivery of a signed counterpart of this Amendment by facsimile or electronic transmission shall constitute valid and sufficient delivery thereof.
- 5.4. The Trust Agreement, as modified by this Amendment, constitutes the entire understanding of the parties and supersedes all prior agreements, understandings, arrangements, promises and commitments, whether written or oral, express or implied, relating to the subject matter hereof, and all such prior agreements, understandings, arrangements, promises and commitments are hereby canceled and terminated.

[Signature Page to Follow]

IN WITNESS WHEREOF, the parties have duly executed this Amendment as of the date first written above.

CONTINENTAL STOCK TRANSFER & TRUST COMPANY,

AS TRUSTEE

/s/ Francis Wolf

Name: Francis Wolf

Title: Vice President

BELLEVUE LIFE SCIENCES ACQUISITION CORP.

/s/ Kuk Hyoun Hwang

Name: Kuk Hyoun Hwang

Title: Chief Executive Officer and Director

**Document and Entity
Information**

Nov. 09, 2023

Entity Listings [Line Items]

<u>Document Type</u>	8-K
<u>Document Period End Date</u>	Nov. 09, 2023
<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 1</u>	10900 NE 4th Street
<u>Entity Address Address Line 2</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>Current Fiscal Year End Date</u>	--12-31
<u>Amendment Flag</u>	false
<u>Entity Central Index Key</u>	0001840425
<u>Units, each consisting of one share of common stock, one redeemable warrant and one right [Member]</u>	

Entity Listings [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, par value \$0.0001 per share [Member]

Entity Listings [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 [Member]

Entity Listings [Line Items]

<u>Security 12b Title</u>	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 [Member]	
Entity Listings [Line Items]	
Security 12b Title	Right to receive one-tenth (1/10) of one share of common stock
Trading Symbol	BLACR
Security Exchange Name	NASDAQ

```

{
  "version": "2.2",
  "instance": {
    "id89111d8k.htm": {
      "nsPrefix": "blacw",
      "nsuri": "http://bellevuecm.com/20231109",
      "dss": {
        "schema": {
          "local": {
            "blacw-20231109.xsd"
          },
          "remote": [
            "http://www.xbrl.org/2003/xbrl-instance-2003-12-31.xsd",
            "http://www.xbrl.org/2003/xbrl-110kbase-2003-12-31.xsd",
            "http://www.xbrl.org/2003/xl-2003-12-31.xsd",
            "http://www.xbrl.org/2003/xl10k-2003-12-31.xsd",
            "http://www.xbrl.org/2009/xbrl-2009.xsd",
            "http://www.xbrl.org/2006/rel-2006-02-27.xsd",
            "https://www.xbrl.org/2020/extendable-enumerations-2.0.xsd",
            "https://www.xbrl.org/dtr/type/2020-01-21/types.xsd",
            "https://www.xbrl.org/dtr/type/2022-03-31/types.xsd",
            "https://xbrl.fasb.org/act/2023/alt/act-2023.xsd",
            "https://xbrl.fasb.org/act/2023/alt/act-roles-2023.xsd",
            "https://xbrl.fasb.org/act/2023/alt/act-types-2023.xsd",
            "https://xbrl.fasb.org/us-gaap/2023/alt/us-gaap-2023.xsd",
            "https://xbrl.fasb.org/us-gaap/2023/alt/us-gaap-roles-2023.xsd",
            "https://xbrl.fasb.org/us-gaap/2023/alt/us-types-2023.xsd",
            "https://xbrl.sec.gov/country/2023/country-2023.xsd",
            "https://xbrl.sec.gov/del/2023/del-2023.xsd"
          ]
        },
        "definitionLink": {
          "local": {
            "blacw-20231109_def.xml"
          }
        },
        "labelLink": {
          "local": {
            "blacw-20231109_lab.xml"
          }
        },
        "presentationLink": {
          "local": {
            "blacw-20231109_pre.xml"
          }
        },
        "inline": {
          "local": {
            "d89111d8k.htm"
          }
        },
        "keyStandard": 25,
        "keyCustom": 0,
        "axisStandard": 1,
        "axisCustom": 0,
        "memberStandard": 0,
        "memberCustom": 4,
        "hidden": {
          "total": 3,
          "http://xbrl.sec.gov/del/2023": 3
        },
        "contextCount": 5,
        "entityCount": 1,
        "segmentCount": 4,
        "elementCount": 34,
        "unitCount": 0,
        "baseTaxonomies": [
          "http://xbrl.sec.gov/del/2023": 34
        ],
        "report": {
          "id": {
            "role": "http://bellevuecm.com/20231109/taxonomy/role/DocumentDocumentAndEntityInformation",
            "longName": "000001 - Document - Document and Entity Information",
            "shortName": "Document and Entity Information",
            "isDefault": "true",
            "groupType": "Document",
            "subGroupType": "",
            "memberOf": "Cover",
            "order": 1,
            "firstAnchor": {
              "contextRef": "duration_2023-11-09_to_2023-11-09",
              "name": "del:DocumentType",
              "unitRef": null,
              "axisNil": "false",
              "lang": "en-US",
              "decimal": null,
              "ancestors": [
                "span",
                "p",
                "div",
                "div",
                "body",
                "html"
              ]
            },
            "reportCount": 1,
            "baseRef": "d89111d8k.htm",
            "first": true,
            "unique": true
          },
          "uniqueAnchor": {
            "contextRef": "duration_2023-11-09_to_2023-11-09",
            "name": "del:DocumentType",
            "unitRef": null,
            "axisNil": "false",
            "lang": "en-US",
            "decimal": null,
            "ancestors": [
              "span",
              "p",
              "div",
              "div",
              "body",
              "html"
            ]
          },
          "reportCount": 1,
          "baseRef": "d89111d8k.htm",
          "first": true,
          "unique": true
        }
      ]
    },
    "tag": {
      "del_CoverAbstract": {
        "abbrType": "xbrl:instType",
        "nsuri": "http://xbrl.sec.gov/del/2023",
        "localName": "CoverAbstract",
        "lang": {
          "en-us": {
            "role": {
              "label": "Cover (Abstract)",
              "targetLabel": "Cover (Abstract)",
              "documentation": "Cover page."
            }
          }
        },
        "auth_ref": []
      },
      "blacw_CommonStockParValue0001PerShareMember": {
        "abbrType": "domainInstType",
        "nsuri": "http://bellevuecm.com/20231109",
        "localName": "CommonStockParValue0001PerShareMember",
        "presentation": {
          "http://bellevuecm.com/20231109/taxonomy/role/DocumentDocumentAndEntityInformation"
        },
        "lang": {
          "en-us": {
            "role": {
              "label": "Common stock, par value $0.0001 per share [Member]",
              "targetLabel": "Common stock, par value $0.0001 per share [Member]"
            }
          }
        },
        "auth_ref": []
      },
      "del_EntityIncorporationStateCountryCode": {
        "abbrType": "xbrl:stateCountryInstType",
        "nsuri": "http://xbrl.sec.gov/del/2023",
        "localName": "EntityIncorporationStateCountryCode",
        "presentation": {
          "http://bellevuecm.com/20231109/taxonomy/role/DocumentDocumentAndEntityInformation"
        },
        "lang": {
          "en-us": {
            "role": {
              "label": "Entity Incorporation State Country Code",
              "targetLabel": "Entity Incorporation State Country Code",
              "documentation": "Two-character ISO3166 code representing the state or country of incorporation."
            }
          }
        },
        "auth_ref": []
      },
      "del_EntityTaxIdentificationNumber": {
        "abbrType": "xbrl:instType",
        "nsuri": "http://xbrl.sec.gov/del/2023",
        "localName": "EntityTaxIdentificationNumber",
        "presentation": {
          "http://bellevuecm.com/20231109/taxonomy/role/DocumentDocumentAndEntityInformation"
        },
        "lang": {
          "en-us": {
            "role": {
              "label": "Entity Tax Identification Number",
              "targetLabel": "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."
            }
          }
        },
        "auth_ref": [
          "r1"
        ]
      },
      "blacw_RedeemableWarrantsExercisableForSharesOfCommonStockAtAnExercisePriceOf1150PerShareMember": {
        "abbrType": "domainInstType",
        "nsuri": "http://bellevuecm.com/20231109",
        "localName": "RedeemableWarrantsExercisableForSharesOfCommonStockAtAnExercisePriceOf1150PerShareMember",
        "presentation": {
          "http://bellevuecm.com/20231109/taxonomy/role/DocumentDocumentAndEntityInformation"
        },
        "lang": {
          "en-us": {
            "role": {

```

Copyright © 2023 www.secdatabase.com. All Rights Reserved.
Please Consider the Environment Before Printing This Document

```

    "auth_ref": []
  },
  "del_EntityCentralIndexKey": {
    "shortType": "CentralIndexKeyItemType",
    "nsuri": "http://xbrl.sec.gov/del/2023",
    "localName": "EntityCentralIndexKey",
    "presentation": {
      "http://bellevuecm.com/20231109/taxonomy/role/DocumentDocumentAndEntityInformation"
    },
    "lang": {
      "en-us": {
        "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": [
      "ci"
    ]
  },
  "del_DocumentPeriodEndDate": {
    "shortType": "DateItemType",
    "nsuri": "http://xbrl.sec.gov/del/2023",
    "localName": "DocumentPeriodEndDate",
    "presentation": {
      "http://bellevuecm.com/20231109/taxonomy/role/DocumentDocumentAndEntityInformation"
    },
    "lang": {
      "en-us": {
        "role": {
          "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": []
  },
  "del_gasp_ClassOfStockDomain": {
    "shortType": "DomainItemType",
    "nsuri": "http://xbrl.sec.gov/del/2023",
    "localName": "ClassOfStockDomain",
    "presentation": {
      "http://bellevuecm.com/20231109/taxonomy/role/DocumentDocumentAndEntityInformation"
    },
    "lang": {
      "en-us": {
        "role": {
          "label": "Class of Stock [Domain]",
          "terseLabel": "Class of Stock [Domain]"
        }
      }
    },
    "auth_ref": []
  },
  "del_EntityFileNumber": {
    "shortType": "FileNumberItemType",
    "nsuri": "http://xbrl.sec.gov/del/2023",
    "localName": "EntityFileNumber",
    "presentation": {
      "http://bellevuecm.com/20231109/taxonomy/role/DocumentDocumentAndEntityInformation"
    },
    "lang": {
      "en-us": {
        "role": {
          "label": "Entity File Number",
          "terseLabel": "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": []
  },
  "del_EntityAddressPostalZipCode": {
    "shortType": "NormalisedStringItemType",
    "nsuri": "http://xbrl.sec.gov/del/2023",
    "localName": "EntityAddressPostalZipCode",
    "presentation": {
      "http://bellevuecm.com/20231109/taxonomy/role/DocumentDocumentAndEntityInformation"
    },
    "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": []
  },
  "del_EntityRegistrantName": {
    "shortType": "NormalisedStringItemType",
    "nsuri": "http://xbrl.sec.gov/del/2023",
    "localName": "EntityRegistrantName",
    "presentation": {
      "http://bellevuecm.com/20231109/taxonomy/role/DocumentDocumentAndEntityInformation"
    },
    "lang": {
      "en-us": {
        "role": {
          "label": "Entity Registrant Name",
          "terseLabel": "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": [
      "pi"
    ]
  },
  "del_SecurityExchangeName": {
    "shortType": "SecurityExchangeCodeItemType",
    "nsuri": "http://xbrl.sec.gov/del/2023",
    "localName": "SecurityExchangeName",
    "presentation": {
      "http://bellevuecm.com/20231109/taxonomy/role/DocumentDocumentAndEntityInformation"
    },
    "lang": {
      "en-us": {
        "role": {
          "label": "Security Exchange Name",
          "terseLabel": "Security Exchange Name",
          "documentation": "Name of the Exchange on which a security is registered."
        }
      }
    },
    "auth_ref": [
      "p2"
    ]
  },
  "del_gasp_StatementClassOfStockAxis": {
    "shortType": "AxisItemType",
    "nsuri": "http://xbrl.sec.gov/del/2023",
    "localName": "StatementClassOfStockAxis",
    "presentation": {
      "http://bellevuecm.com/20231109/taxonomy/role/DocumentDocumentAndEntityInformation"
    },
    "lang": {
      "en-us": {
        "role": {
          "label": "Class of Stock [Axis]",
          "terseLabel": "Class of Stock [Axis]"
        }
      }
    },
    "auth_ref": []
  },
  "del_Security12bTitle": {
    "shortType": "SecurityTitleItemType",
    "nsuri": "http://xbrl.sec.gov/del/2023",
    "localName": "Security12bTitle",
    "presentation": {
      "http://bellevuecm.com/20231109/taxonomy/role/DocumentDocumentAndEntityInformation"
    },
    "lang": {
      "en-us": {
        "role": {
          "label": "Security 12b Title",
          "terseLabel": "Security 12b Title",
          "documentation": "Title of a 12(b) registered security."
        }
      }
    },
    "auth_ref": [
      "p0"
    ]
  },
  "del_PreCommencementTenderOffer": {
    "shortType": "BooleanItemType",
    "nsuri": "http://xbrl.sec.gov/del/2023",
    "localName": "PreCommencementTenderOffer",
    "presentation": {
      "http://bellevuecm.com/20231109/taxonomy/role/DocumentDocumentAndEntityInformation"
    },
    "lang": {
      "en-us": {
        "role": {
          "label": "Pre Commencement Tender Offer",
          "terseLabel": "Pre Commencement Tender Offer",
          "documentation": "Boolean flag that is true when the Form 8-K filing is intended to satisfy the filing obligation of the registrant as pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act."
        }
      }
    },
    "auth_ref": [
      "p4"
    ]
  },
  "del_EntityListingLineItems": {
    "shortType": "AxisItemType",
    "nsuri": "http://xbrl.sec.gov/del/2023",
    "localName": "EntityListingLineItems",
    "presentation": {
      "http://bellevuecm.com/20231109/taxonomy/role/DocumentDocumentAndEntityInformation"
    },
    "lang": {
      "en-us": {
        "role": {
          "label": "Entity Listings [Line Items]",
          "terseLabel": "Entity Listings [Line Items]",
          "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table."
        }
      }
    },
    "auth_ref": []
  }
}

```



```

    },
    "auth_ref": []
  },
  "dei_EntityEmergingGrowthCompany": {
    "abritype": "booleanItemType",
    "nsuri": "http://xbrl.sec.gov/dai/2023",
    "localname": "EntityEmergingGrowthCompany",
    "presentation": [
      "http://bellevuecm.com/20231109/taxonomy/role/DocumentDocumentAndEntityInformation"
    ],
    "lang": {
      "en-us": {
        "role": {
          "label": "Entity Emerging Growth Company",
          "terseLabel": "Entity Emerging Growth Company",
          "documentation": "Indicate if registrant meets the emerging growth company criteria."
        }
      }
    },
    "auth_ref": [
      "pi"
    ]
  },
  "dei_EntityAddressStateOrProvince": {
    "abritype": "taxaAddressProvinceItemType",
    "nsuri": "http://xbrl.sec.gov/dai/2023",
    "localname": "EntityAddressStateOrProvince",
    "presentation": [
      "http://bellevuecm.com/20231109/taxonomy/role/DocumentDocumentAndEntityInformation"
    ],
    "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_EntityAddressCityOrTown": {
    "abritype": "normalisedStringItemType",
    "nsuri": "http://xbrl.sec.gov/dai/2023",
    "localname": "EntityAddressCityOrTown",
    "presentation": [
      "http://bellevuecm.com/20231109/taxonomy/role/DocumentDocumentAndEntityInformation"
    ],
    "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": []
  },
  "dei_EntityListingsTable": {
    "abritype": "stringItemType",
    "nsuri": "http://xbrl.sec.gov/dai/2023",
    "localname": "EntityListingsTable",
    "presentation": [
      "http://bellevuecm.com/20231109/taxonomy/role/DocumentDocumentAndEntityInformation"
    ],
    "lang": {
      "en-us": {
        "role": {
          "label": "Entity Listings [Table]",
          "terseLabel": "Entity Listings [Table]",
          "documentation": "Container for exchange listing information for an entity"
        }
      }
    },
    "auth_ref": []
  },
  "dei_PreCommencementIssuerTenderOffer": {
    "abritype": "booleanItemType",
    "nsuri": "http://xbrl.sec.gov/dai/2023",
    "localname": "PreCommencementIssuerTenderOffer",
    "presentation": [
      "http://bellevuecm.com/20231109/taxonomy/role/DocumentDocumentAndEntityInformation"
    ],
    "lang": {
      "en-us": {
        "role": {
          "label": "Pre Commencement Issuer Tender Offer",
          "terseLabel": "Pre Commencement Issuer Tender Offer",
          "documentation": "Boolean flag that is true when the Form S-K filing is intended to satisfy the filing obligation of the registrant as pre-commencement communications pursuant to Rule 13a-4(c) under the Exchange Act."
        }
      }
    },
    "auth_ref": [
      "pi"
    ]
  },
  "dei_SolicitingMaterial": {
    "abritype": "booleanItemType",
    "nsuri": "http://xbrl.sec.gov/dai/2023",
    "localname": "SolicitingMaterial",
    "presentation": [
      "http://bellevuecm.com/20231109/taxonomy/role/DocumentDocumentAndEntityInformation"
    ],
    "lang": {
      "en-us": {
        "role": {
          "label": "Soliciting Material",
          "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 14a-12 under the Exchange Act."
        }
      }
    },
    "auth_ref": [
      "pi"
    ]
  },
  "dei_CurrentFiscalYearEndDate": {
    "abritype": "monthDayItemType",
    "nsuri": "http://xbrl.sec.gov/dai/2023",
    "localname": "CurrentFiscalYearEndDate",
    "presentation": [
      "http://bellevuecm.com/20231109/taxonomy/role/DocumentDocumentAndEntityInformation"
    ],
    "lang": {
      "en-us": {
        "role": {
          "label": "Current Fiscal Year End Date",
          "terseLabel": "Current Fiscal Year End Date",
          "documentation": "End date of current fiscal year in the format --MM-DD."
        }
      }
    },
    "auth_ref": [
      "pi"
    ]
  },
  "dei_ref": {
    "xbrl_ref": {
      "x0": {
        "role": "http://www.xbrl.org/2003/role/presentationRef",
        "publisher": "SEC",
        "name": "Exchange Act",
        "number": "240",
        "section": "12",
        "subsection": "b"
      },
      "x1": {
        "role": "http://www.xbrl.org/2003/role/presentationRef",
        "publisher": "SEC",
        "name": "Exchange Act",
        "number": "240",
        "section": "12",
        "subsection": "b-2"
      },
      "x2": {
        "role": "http://www.xbrl.org/2003/role/presentationRef",
        "publisher": "SEC",
        "name": "Exchange Act",
        "number": "240",
        "section": "12",
        "subsection": "d1-1"
      },
      "x3": {
        "role": "http://www.xbrl.org/2003/role/presentationRef",
        "publisher": "SEC",
        "name": "Exchange Act",
        "number": "240",
        "section": "13a",
        "subsection": "a4"
      },
      "x4": {
        "role": "http://www.xbrl.org/2003/role/presentationRef",
        "publisher": "SEC",
        "name": "Exchange Act",
        "number": "240",
        "section": "14d",
        "subsection": "2b"
      },
      "x5": {
        "role": "http://www.xbrl.org/2003/role/presentationRef",
        "publisher": "SEC",
        "name": "Exchange Act",
        "section": "14d",
        "number": "240",
        "subsection": "12"
      },
      "x6": {
        "role": "http://www.xbrl.org/2003/role/presentationRef",
        "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": "8",
        "subsection": "2"
      }
    }
  }
}

```