

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 4, 2021**

**Athena Technology Acquisition Corp.**  
(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**001-40209**

(Commission File Number)

**85-4204953**

(IRS Employer  
Identification No.)

**125 Townpark Drive, Suite 300**  
**Kennesaw, GA 30144**

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(970) 924-0446**

**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:

| <b>Title of each class</b>  | <b>Trading<br/>Symbol(s)</b> | <b>Name of each exchange on which registered</b> |
|---|------------------------------|--|
| Units, each consisting of one share of Class A Common Stock and one-third of one Redeemable Warrant | ATHN.U                       | The New York Stock Exchange                      |
| Class A Common Stock, par value \$0.0001 per share  | ATHN                         | The New York Stock Exchange                      |
| Redeemable Warrants, each exercisable for one share of Class A Common Stock for \$11.50 per share   | ATHN WS                      | The New York Stock Exchange                      |

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 8.01. Other Events.**

**Separate Trading of Units, Class A Common Stock and Warrants**

As previously reported, on March 19, 2021, Athena Technology Acquisition Corp., a Delaware corporation (the "Company"), consummated its initial public offering of 25,000,000 units (the "Units"). Each Unit consists of one share of Class A common stock of the Company, par value \$0.0001 per share ("Class A Common Stock"), and one-third of one redeemable warrant of the Company ("Warrant"), with each whole Warrant entitling the holder thereof to purchase one share of Class A Common Stock for \$11.50 per share. The Units were sold at a price of \$10.00 per Unit, generating gross proceeds to the Company of \$250,000,000.

On May 4, 2021, the Company issued a press release, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K, announcing that the holders of the Units may elect to separately trade shares of the Class A Common Stock and the Warrants comprising the Units commencing on May 7, 2021. Those Units not separated will continue to trade on the New York Stock Exchange ("NYSE") under the symbol "ATHN.U," and the shares of Class A Common Stock and Warrants that are separated will trade on the NYSE under the symbols "ATHN" and "ATHN WS," respectively. No fractional Warrants will be issued upon separation of the Units and only whole Warrants will trade. Holders of Units will need to instruct their brokers to contact Continental Stock Transfer & Trust Company, the Company's transfer agent, to separate their Units into shares of Class A Common Stock and Warrants.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

The following exhibit is filed herewith:

| Exhibit No. | Description of Exhibits                           |
|-------------|---|
| 99.1        | <a href="#">Press Release, dated May 4, 2021.</a> |

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 4, 2021

**ATHENA TECHNOLOGY ACQUISITION CORP.**

By: /s/ Phyllis W. Newhouse  
Name: Phyllis W. Newhouse  
Title: Chief Executive Officer

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**Athena Technology Acquisition Corp. Announces Separate Trading of its Class A Common Stock and Warrants, Commencing May 7, 2021**

**New York, NY, May 4, 2021 (BUSINESS WIRE)** – Athena Technology Acquisition Corp. (NYSE: ATHN.U) (the “Company”) announced today that, commencing May 7, 2021, holders of the 25,000,000 units sold in the Company’s initial public offering may elect to separately trade shares of the Company’s Class A common stock and warrants included in the units. The shares of Class A common stock and warrants that are separated will trade on the New York Stock Exchange (“NYSE”) under the symbols “ATHN” and “ATHN WS”, respectively. No fractional warrants will be issued upon separation of the units and only whole warrants will trade. Those units not separated will continue to trade on NYSE under the symbol “ATHN.U.” Holders of units will need to have their brokers contact Continental Stock Transfer & Trust Company, the Company’s transfer agent, in order to separate the units into shares of Class A common stock and warrants.

A registration statement relating to these securities has been declared effective by the U.S. Securities and Exchange Commission (the “SEC”). This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the units and the underlying securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Citigroup Global Markets Inc. (“Citigroup”) acted as sole bookrunner and representative of the underwriters and CastleOak Securities, L.P. and Siebert Williams Shank & Co., LLC acted as co-managers of the offering.

The initial public offering was made only by means of a prospectus. Copies of the prospectus relating to the offering may be obtained from Citigroup, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, New York 11717 or by telephone at (800) 831-9146.

The Company is a blank check company whose business purpose is to effect a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses, which we refer to as our initial business combination. While the Company may pursue an initial business combination target in any industry, it currently intends to focus its efforts identifying businesses in technology, direct to consumer and fintech industries. The Company is led by Isabelle Freidheim, Chairman of the Board of Directors, and Phyllis Newhouse, Chief Executive Officer.

#### **FORWARD-LOOKING STATEMENTS**

This press release contains statements that constitute “forward-looking statements.” Forward-looking statements are subject to numerous conditions, many of which are beyond the control of the Company, including those set forth in the Risk Factors section of the Company’s registration statement and final prospectus for the initial public offering filed with the SEC. Copies are available on the SEC’s website, [www.sec.gov](http://www.sec.gov). The Company undertakes no obligation to update these statements for revisions or changes after the date of this release, except as required by law.

#### **CONTACT**

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Chairman of the Board  
Phyllis W. Newhouse  
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