

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 12b-25

NOTIFICATION OF LATE FILING

Commission File Number 001-40209

(Check One):  Form 10-K  Form 20-F  Form 11-K  Form 10-Q  Form 10-D  Form N-CEN  Form N-CSR

For Period Ended: March 31, 2021

- Transition Report on Form 10-K  
 Transition Report on Form 20-F  
 Transition Report on Form 11-K  
 Transition Report on Form 10-Q

For the Transition Period Ended: \_\_\_\_\_

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates: N/A

**PART I – REGISTRANT INFORMATION**

Athena Technology Acquisition Corp.

Full Name of Registrant

N/A

Former Name, if Applicable

125 Townpark Drive, Suite 300

Address of Principal Executive Office (Street and Number)

Kennesaw, GA 30144

City, State and Zip Code

**PART II – RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-CEN or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III – NARRATIVE**

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-CEN, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period. (Attached Extra Sheets if Needed)

Athena Technology Acquisition Corp. (the "**Company**") has determined that it is unable, without unreasonable effort or expense, to file its Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2021 (the "**Q1 2021 Form 10-Q**") by the prescribed due date for the reasons described below.

On April 12, 2021, the Acting Director of the Division of Corporation Finance and Acting Chief Accountant of the Securities and Exchange Commission together issued a statement regarding the accounting and reporting considerations for warrants issued by special purpose acquisition companies entitled "Staff Statement on Accounting and Reporting Considerations for Warrants Issued by Special Purpose Acquisition Companies" (the "**SEC Statement**"). As a result of the SEC Statement, the Company's management reevaluated the accounting treatment of (i) the 8,333,333.33 redeemable warrants that were included in the units issued by the Company in its initial public offering (the "**Public Warrants**") and (ii) the 233,333.67 redeemable warrants that were issued in the private placement units issued in a private placement (the "**Private Warrants**"), collectively with the Public Warrants, the "**Warrants**") in accordance with Accounting Standards Codification ("**ASC**") 815-40, Derivatives and Hedging: Contracts in an Entities Own Equity. ASC 815-40 states entities must consider whether to classify contracts that may be settled in its own stock, such as warrants, as equity of the entity or as an asset or liability. The Company previously accounted for the Warrants as components of equity.

After consideration of the guidance in the SEC Statement, the Company concluded that the Warrants should be accounted for as a liability and measured at fair value with changes in fair value each period reported in the Company's statement of operations. The Company is in the process of completing its final analysis of this change, but Company expects to reflect this revision in the Company's financial statements as of and for the three month period ended March 31, 2021 to be included in the Q1 2021 Form 10-Q.

The Company is working diligently to complete the Q1 2021 Form 10-Q as soon as possible; however, given the scope of the process for determining the appropriate treatment of the Warrants in accordance with the SEC Statement and ASC 815-40, the Company is unable to complete and file the Q1 2021 Form 10-Q by the required due date of May

17, 2021 without unreasonable effort and expense. The Company does, however, expect to file such report within five calendar days thereof.

#### PART IV – OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification:

Phyllis W. Newhouse  
(Name)

(970)  
(Area Code)

924-0446  
(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).  Yes  No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?  Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

On April 12, 2021, the Acting Director of the Division of Corporation Finance and Acting Chief Accountant of the SEC together issued the SEC Staff Statement regarding the accounting and reporting considerations for warrants issued by special purpose acquisition companies.

After consideration of the guidance in the SEC Statement, the Company concluded that the Warrants should be accounted for as a liability and measured at fair value with changes in fair value each period reported in the Company's statement of operations. The Company is in the process of completing its final analysis of this change, but Company expects to reflect this revision in the Company's financial statements as of and for the three month period ended March 31, 2021 to be included in the Q1 2021 Form 10-Q

While the Company has not generated any operating revenues to date and will not generate any operating revenues until after completion of its initial business combination, at the earliest, the Warrants will be accounted for as a liability reflected in the company's balance sheet and the change in fair value of the Warrants is a non-cash charge and will be reflected in the Company's statement of operations. The Company currently expects to have a loss due to the change in fair value of warrant liability of approximately \$143,000 for the three months ended March 31, 2021.

In addition, there is not a corresponding period in the last fiscal year because the Company was incorporated on December 8, 2020.

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#### Disclosures About Forward-Looking Statements

This Current Report on Form 12b-25 contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and such statements are intended to be covered by the safe harbor provided by the same. These statements are based on the current beliefs and expectations of the Company's management and are subject to significant risks and uncertainties. The above statements regarding the correction of the immaterial errors in the Company's unissued financial statements related to the accounting treatment of the Private Warrants, as well as the effect of the revision on any subsequent periodic SEC filings, constitute forward-looking statements that are based on the Company's current expectations. Because these forward-looking statements involve risks and uncertainties, there are important factors that could cause future events to differ materially from those in the forward-looking statements, many of which are outside of the Company's control. These factors include, but are not limited to, a variety of risk factors affecting the Company's business and prospects, described under the heading "Risk Factors" in the Company's annual, quarterly reports and subsequent reports filed with the SEC, as amended from time to time. The Company does not undertake to update the forward-looking statements to reflect the impact of circumstances or events that may arise after the date of the forward-looking statements, except as may be required under applicable securities laws.

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Athena Technology Acquisition Corp.  
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 18, 2021

By: /s/ Phyllis W. Newhouse  
Phyllis W. Newhouse  
Chief Executive Officer  
(Principal Executive Officer)

By: /s/ Grace Vandecruze  
Grace Vandecruze  
Chief Financial Officer  
(Principal Financial and Principal Accounting Officer)

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