

**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): March 14, 2023

Nuburu, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39489
(Commission File Number)

85-1288435
(IRS Employer
Identification No.)

**7442 S Tucson Way
Suite 130
Centennial, Colorado**
(Address of Principal Executive Offices)

80112
(Zip Code)

Registrant's Telephone Number, Including Area Code: (720) 767-1400

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
Common Stock, par value \$0.0001 per share	BURU	NYSE American LLC
Redeemable warrants, each whole warrant exercisable for one share of Common Stock at an exercise price of \$11.50	BURU WS	NYSE American 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 8.01 Other Events.

As previously disclosed, on February 27, 2023, Nuburu, Inc. (the "Company") filed a petition in the Delaware Court of Chancery (the "Court of Chancery") pursuant to Section 205 of the Delaware General Corporation Law (the "Petition") seeking to validate and declare effective the filing and effectiveness of the provisions of the Amended and Restated Certificate of Incorporation of the Company currently in effect (the "Charter") and all the shares of the Company's common stock and any other securities issued in reliance on the validity of such Charter.

On March 14, 2023, the Court of Chancery held a hearing on the Petition and issued a final order granting the Petition, thereby (1) validating and declaring effective the Charter, and (2) validating and declaring effective all shares of the Company's common stock and any other securities issued in reliance on the effectiveness of the Charter. A copy of the Court's order is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Order entered by the Delaware Court of Chancery on March 14, 2023.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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.

Nuburu, Inc.

Date: March 15, 2023

By: /s/ Brian Knaley
Name: Brian Knaley
Title: Chief Financial Officer

**GRANTED****IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE**

In re NUBURU, INC.) C.A. No. 2023-____ -

[PROPOSED] ORDER GRANTING PETITION FOR RELIEF PURSUANT TO 8 DEL. C. § 205

WHEREAS, on January 31, 2023, Nuburu, Inc. (“Nuburu” or the “Company”) filed its Amended and Restated Certificate of Incorporation (the “Charter”) with the Delaware Secretary of State;

WHEREAS, in reliance on the validity and effectiveness of the Charter, Nuburu has issued shares of its capital stock and other securities, and taken other actions, from time to time on or after January 31, 2023 and through the date of this order;

WHEREAS, on February 27, 2023 Nuburu filed with this Court a Verified Petition for Relief under 8 *Del. C.* § 205 seeking validation of the Charter and the securities issued in reliance thereon (the “Petition”); and

WHEREAS, the Court has considered the factors in 8 *Del. C.* § 205(d) and finds good cause to grant the Petition; IT IS HEREBY ORDERED, this __ day of , 2023, that under 8 *Del. C.* § 205:

1. The December 27, 2022 stockholder vote approving the Charter is hereby validated and declared effective.
 2. The Charter, including the filing and effectiveness thereof, is hereby validated and declared effective.
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3. The Company's securities (and the issuance of the securities) described herein or in the Petition, whether already issued or to be issued pursuant to authorization under the Charter, are hereby validated and declared duly authorized.

4. This Order validates these corporate acts taken, notwithstanding any failures of authorization or potential failures of authorization described in, or resulting from the matters described in, the Petition.

[Vice] Chancellor

This document constitutes a ruling of the court and should be treated as such.

Court: DE Court of Chancery Civil Action

Judge: Lori W. Will

File & Serve

Transaction ID: 69230790

Current Date: Mar 14, 2023

Case Number: 2023-0250-LWW

Case Name: In re Nuburu, Inc.

Court Authorizer: Lori W. Will

Court Authorizer

Comments:

The petition is granted pursuant to Section 205(a) of the Delaware General Corporation Law for the reasons set forth in the court's March 14, 2023 bench ruling. See transcript; see also Opinion Regarding Section 205 Petition, In re Lordstown Motors Corp., 2023-0083-LWW (Del. Ch. Feb. 21, 2023) (setting forth reasoning for granting similar relief in a Section 205 action).

/s/ **Judge Lori W. Will**
