

**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**

**January 27, 2022**  
Date of Report (Date of earliest event reported)

**JATT Acquisition Corp**  
(Exact Name of Registrant as Specified in its Charter)

**Cayman Islands**  
(State or other jurisdiction of  
incorporation)

**001-40598**  
(Commission File Number)

**N/A**  
(I.R.S. Employer  
Identification No.)

**PO Box 309, Uglund House**  
**Grand Cayman, Cayman Islands**  
(Address of Principal Executive Offices)

**E9 KY1-1104**  
(Zip Code)

Registrant's telephone number, including area code: **+44 7706 732212**

N/A  
(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
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Ordinary Shares	JATT	New York Stock Exchange
Warrants	JATT WS	New York Stock Exchange
Units	JATT U	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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.**

As previously reported, on August 5, 2021, JATT Acquisition Corp (the “Company”) entered into Forward Purchase Agreements with Athanor Master Fund LP (“AMF”) and with Athanor International Master Fund, LP (“AIF”) (collectively the “Original FPAs”, and collectively, “AMF and AIF are “Purchasers”).

On January 27th, 2022, the Company and the Purchasers amended the Original FPAs (the “Amended Forward Purchase Agreements”). Capitalized terms used herein without definition shall have the meanings set forth in the Original FPAs.

The Purchasers have agreed to provide for a total of \$75 million of funds as follows:

(1) The Company shall issue and sell to the Purchasers, and the Purchasers shall purchase from the Company, an aggregate of 3,000,000 forward purchase shares, or “Forward Purchase Shares”, for a purchase price of \$10.00 per Forward Purchase Share, or \$30,000,000 in the aggregate. Each Forward Purchase Share will consist of one Class A ordinary share of the Company; and

(2) The Purchasers shall provide a binding redemption backstop (“Redemption Backstop”) to purchase an additional \$15 million of redeeming shareholders in the event that redemptions are greater than 90% in connection with a business combination (“Excess Redemptions”);

(3) At the time of entering into a binding agreement for the Business Combination, the Purchasers will directly provide the target merger company (Target”) with bridge financing of \$30 million evidenced by a convertible promissory note (“Convertible Note”) which shall be convertible into the Company’s Class A ordinary shares at the closing of the Business Combination.

Under the Forward Purchase Agreements, at least ten (10) business days before the company’s initial business combination closing, the Company shall provide the Purchasers with a notice, including:

- A. The anticipated business combination closing date; and
- B. Instructions for wiring of the Forward Purchase Price.

The closing of the sale of Forward Purchase Shares shall be held on the same date and concurrently with the business combination closing. At least three (3) Business Days prior to the Forward Closing Date, the Purchaser shall deliver the Forward Purchase Price for the Forward Purchase Shares by wire transfer of U.S. dollars in immediately available funds to an account specified in the Notice to be held in escrow until the Forward Closing.

The holders of the Class A ordinary shares under the Forward Purchase Agreements will be entitled to registration rights pursuant to the terms of an registration rights agreement applicable to any equity securities issued by way of private placement in connection with the closing of the Company’s initial business combination.

Except for certain transfers to certain permitted transferees, the Purchasers agreed that they shall not transfer any Forward Purchase Shares until six (6) months after the closing of the Business Combination, or substantially the same lock-up period as mutually agreed upon between other private investment into public equity (“PIPE”) investors entered into by the Company in connection with the Business Combination.

---

The Purchasers, for themselves and their affiliates, agreed that they have no right, title, interest or claim of any kind in or to any monies held in the trust account maintained at Continental Stock Transfer & Trust Company, or any other asset of the Company as a result of any liquidation of the Company, except for redemption and liquidation rights, if any, the Purchasers may have in respect of any public shares of the Company held by them.

The Amended Forward Purchase Agreements contain representations and warranties by each party, conditions to closing, and additional provisions that are customary for agreements of this nature. Except for amounts, the terms of the two Forward Purchase Agreements are substantively the same.

The foregoing description of the Amended Forward Purchase Agreements are qualified in their entirety by reference to the full text of the Amended Forward Purchase Agreements, which will be included as Exhibits 10.1 to the Company's next Form 10-K, and incorporated therein by reference.

---

**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.

Dated: February 2, 2022

JATT ACQUISITION CORP

By: /s/ Someit Sidhu \_\_\_\_\_  
Name: Someit Sidhu  
Title: Chief Executive Officer

---