

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**

**November 15, 2022 (November 14, 2022)**  
Date of Report (Date of earliest event reported)

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

<b>Cayman Islands</b> (State or other jurisdiction of incorporation)	<b>001-40598</b> (Commission File Number)	<b>N/A</b> (I.R.S. Employer Identification No.)
<b>PO Box 309, Ugland House</b> <b>Grand Cayman, Cayman Islands</b> (Address of Principal Executive Offices)		<b>E9 KY1-1104</b> (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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Class A Ordinary Shares</b>	<b>JATT</b>	<b>The New York Stock Exchange</b>
<b>Warrants</b>	<b>JATT WS</b>	<b>The New York Stock Exchange</b>
<b>Units</b>	<b>JATT U</b>	<b>The New York Stock Exchange</b>

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

### *The Business Combination Agreement*

As previously announced on June 16, 2022, JATT Acquisition Corp, a Cayman Islands exempted company ("JATT" or the "SPAC") entered into a Business Combination Agreement (as it may be amended, supplemented or otherwise modified from time to time) (the "Original Business Combination Agreement" or "BCA"), among JATT, JATT Merger Sub, a Cayman Islands exempted company and wholly owned subsidiary of JATT ("Merger Sub"), JATT Merger Sub 2, a Cayman Islands exempted company and wholly owned subsidiary of JATT ("Merger Sub 2"), Zura Bio Holdings Ltd, a Cayman Islands exempted company ("Holdco") (to become a party before Closing, as described below) and Zura Bio Limited, a limited company incorporated under the laws of England and Wales (the "Company" or "Zura"). On September 20, 2022, the parties entered into an amendment to the Original Business Combination Agreement (the "First Amendment to the BCA"), which did not materially alter the terms of the Original Business Combination Agreement.

Under the Original Business Combination Agreement as amended by the First Amendment to the BCA, each of JATT and Zura had the right to terminate the Original Business Combination Agreement if the Transactions had not been consummated by November 15, 2022 (the "Outside Date"). In order to facilitate the completion of the Transactions, on November 14, 2022, JATT, Merger Sub, Merger Sub 2, Zura and Holdco entered into a second amendment to the Original Business Combination Agreement (the "Second Amendment to the BCA") to extend the Outside Date to January 16, 2023. No other changes were made to the Original Business Combination Agreement and the First Amendment to the BCA.

A copy of the Second Amendment to the BCA is filed herewith as Exhibit 2.2 and the foregoing description of the Second Amendment to the BCA is qualified in its entirety by reference thereto.

### **Forward-Looking Statements**

This communication includes "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995 with respect to the proposed business combination between JATT and Zura. Words such as "expect," "estimate," "project," "budget," "forecast," "anticipate," "intend," "plan," "may," "will," "could," "should," "believe," "predict," "potential," "continue," "strategy," "future," "opportunity," "would," "seem," "seek," "outlook" and similar expressions are intended to identify such forward-looking statements. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties that could cause the actual results to differ materially from the expected results. These statements are based on various assumptions, whether or not identified in this communication. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by an investor as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. These forward-looking statements include, without limitation, Zura's and JATT's expectations with respect to anticipated financial impacts of the proposed business combination, the satisfaction of closing conditions to the proposed business combination, and the timing of the completion of the proposed business combination. You should carefully consider the risks and uncertainties described in the "Risk Factors" section of JATT's annual report on Form 10-K and initial public offering prospectus, and its subsequent quarterly reports on Form 10-Q. In addition, there are risks and uncertainties described in the Form S-4/A and other documents filed by JATT from time to time with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Many of these factors are outside Zura's and JATT's control and are difficult to predict. Many factors could cause actual future events to differ from the forward-looking statements in this communication, including but not limited to: (1) the outcome of any legal proceedings that may be instituted against JATT or Zura following the announcement of the proposed business combination; (2) the inability to complete the proposed business combination, including due to the inability to concurrently close the business combination and related transactions, including the private placement of ordinary shares or due to failure to obtain approval of the shareholders of JATT; (3) the risk that the proposed business combination may not be completed by JATT's business combination deadline and the potential failure to obtain an extension of the business combination deadline if sought by JATT; (4) the failure to satisfy the conditions to the consummation of the proposed business combination, including the approval by the shareholders of JATT, the satisfaction of the minimum cash requirement following any redemptions by JATT's public shareholders and the receipt of certain governmental and regulatory approvals; (5) delays in obtaining, adverse conditions contained in, or the inability to obtain necessary regulatory approvals or complete regulatory reviews required to complete the proposed business combination; (6) the occurrence of any event, change or other circumstance that could give rise to the termination of the business combination agreement; (7) volatility in the price of JATT's or the combined company's securities; (8) the risk that the proposed business combination disrupts current plans and operations as a result of the announcement and consummation of the business combination; (9) the inability to recognize the anticipated benefits of the proposed business combination, which may be affected by, among other things, competition, the ability of the combined company to grow and manage growth profitably, maintain relationships with customers and suppliers and retain key employees; (10) costs related to the proposed business combination; (11) changes in the applicable laws or regulations; (12) the possibility that the combined company may be adversely affected by other economic, business, and/or competitive factors; (13) the risk of downturns and a changing regulatory landscape in the highly competitive industry in which Zura operates; (14) the impact of the global COVID-19 pandemic; (15) the potential inability of Zura to raise additional capital needed to pursue its business objectives or to achieve efficiencies regarding other costs; (16) the enforceability of Zura's intellectual property, including its patents, and the potential infringement on the intellectual property rights of others, cyber security risks or potential breaches of data security; (17) the impact of Russia's invasion of Ukraine and other geopolitical risks and uncertainties; and (18) other risks and uncertainties described in JATT's Annual Report, its initial public offering prospectus, and its subsequent quarterly reports on Form 10-Q. These risks and uncertainties may be amplified by the COVID-19 pandemic, which has caused significant economic uncertainty. Zura and JATT caution that the foregoing list of factors is not exclusive or exhaustive and not to place undue reliance upon any forward-looking statements, including projections, which speak only as of the date made. Neither Zura nor JATT gives any assurance that Zura or JATT will achieve its expectations. None of Zura or JATT undertakes or accepts any obligation to publicly provide revisions or updates to any forward-looking statements, whether as a result of new information, future developments or otherwise, or should circumstances change, except as otherwise required by securities and other applicable laws.

## **Important Additional Information**

This communication relates to a proposed Business Combination between Zura and JATT. This document does not constitute an offer to sell or exchange, or the solicitation of an offer to buy or exchange, any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, sale or exchange would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The proposed Business Combination will be submitted to shareholders of JATT for their consideration.

JATT has filed a preliminary registration statement on Form S-4 (the "Registration Statement") with the SEC, which has been subsequently amended, and includes a preliminary proxy statement to be distributed to JATT's shareholders in connection with JATT's solicitation for proxies for the vote by JATT's shareholders in connection with the proposed Business Combination and other matters as described in the Registration Statement, as well as the prospectus relating to the offer of the securities to be issued to Zura's shareholders in connection with the completion of the proposed Business Combination. JATT also will file other documents regarding the proposed Business Combination with the SEC.

After the Registration Statement has been declared effective, JATT will mail a definitive proxy statement and other relevant documents to its shareholders as of the record date established for voting on the proposed Business Combination. This communication is not a substitute for the Registration Statement, the definitive proxy statement/prospectus or any other document that JATT will send to its shareholders in connection with the Business Combination. JATT's shareholders and other interested persons are advised to read, once available, the preliminary proxy statement/prospectus and any amendments thereto and, once available, the definitive proxy statement/prospectus, in connection with JATT's solicitation of proxies for its special meeting of shareholders to be held to approve, among other things, the proposed transactions, because these documents will contain important information about JATT, Zura and the proposed Business Combination. Shareholders and investors may also obtain a copy of the preliminary or definitive proxy statement, once available, as well as other documents filed with the SEC regarding the proposed transactions and other documents filed with the SEC by JATT, without charge, at the SEC's website located at [www.sec.gov](http://www.sec.gov) or by directing a request to JATT. The information contained on, or that may be accessed through, the websites referenced in this document is not incorporated by reference into, and is not a part of, this document.

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INVESTMENT IN ANY SECURITIES DESCRIBED HEREIN HAS NOT BEEN APPROVED OR DISAPPROVED BY THE SEC OR ANY OTHER REGULATORY AUTHORITY NOR HAS ANY AUTHORITY PASSED UPON OR ENDORSED THE MERITS OF THE OFFERING OR THE ACCURACY OR ADEQUACY OF THE INFORMATION CONTAINED HEREIN. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

#### **Participants in Solicitation**

JATT and Zura and their respective directors and executive officers, under SEC rules, may be deemed to be participants in the solicitation of proxies of JATT's shareholders in connection with the proposed business combination. Investors and security holders may obtain more detailed information regarding the names and interests in the proposed business combination of JATT's directors and officers in JATT's filings with the SEC, including JATT's annual report on Form 10-K for the fiscal year ended December 31, 2021 and JATT's initial public offering prospectus, which was filed with the SEC on July 14, 2021, and JATT's subsequent quarterly reports on Form 10-Q. To the extent that holdings of JATT's securities by JATT's insiders have changed from the amounts reported therein, any such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC. Information regarding the persons who may, under SEC rules, be deemed participants in the solicitation of proxies to JATT's shareholders in connection with the business combination will be included in the proxy statement/prospectus relating to the proposed business combination when it becomes available. You may obtain free copies of these documents as described in the preceding paragraph.

#### **No Offer or Solicitation**

This communication shall not constitute a proxy statement or solicitation of a proxy, consent or authorization with respect to any securities or in respect of the proposed business combination. This communication shall also not constitute an offer to sell or a solicitation of an offer to buy any securities of JATT or Zura, nor shall there be any sale of securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

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**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">2.2</a>	<a href="#">Second Amendment to Business Combination Agreement, dated as of November 14, 2022, by and among JATT Acquisition Corp, JATT Merger Sub, JATT Merger Sub 2, Zura Bio Holdings Ltd. and Zura Bio Limited.</a>
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.

Date: November 15, 2022

JATT ACQUISITION CORP

By: /s/ Verender S. Badial

Verender S. Badial  
Chief Financial Officer

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**SECOND AMENDMENT TO BUSINESS COMBINATION AGREEMENT**

THIS SECOND AMENDMENT TO BUSINESS COMBINATION AGREEMENT (this "Amendment") is made as of November 14, 2022 (the "Amendment Date") by and among JATT Acquisition Corp, a Cayman Islands exempted company (the "SPAC"), JATT Merger Sub, a Cayman Islands exempted company (the "Merger Sub"), JATT Merger Sub 2, a Cayman Islands exempted company (the "Merger Sub 2"), and Zura Bio Limited, a limited company incorporated under the laws of England and Wales (the "Company"), and (with effect from the Holdco Signing Date) Zura Bio Holdings Ltd, a Cayman Islands exempted company (the "Holdco"). Each of SPAC, the Company, Holdco, Merger Sub and Merger Sub 2 shall individually be referred to herein as a "Party" and, collectively, the "Parties". Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Agreement (as defined below).

WHEREAS, the Parties entered into that certain Business Combination Agreement dated as of June 16, 2022 (as may be amended, restated, or otherwise supplemented from time to time, including pursuant to this Amendment, the "Agreement");

WHEREAS, pursuant to Section 11.1 of the Agreement, the Agreement may be amended in writing at any time prior to the SPAC Shareholder Meeting pursuant to an instrument in writing and signed by SPAC and the Company; and

WHEREAS, the Parties wish to amend the Agreement as set forth in this Amendment.

NOW, THEREFORE, intending to be legally bound and in consideration of the mutual provisions set forth in this Amendment and the Agreement and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

ARTICLE 1

AMENDMENTS TO THE AGREEMENT

**Section 1.5 Amendment to Section 10.1(c) of the Agreement**. The date November 15, 2022 with respect to the defined term "Outside Date" in Section 10.1(c) of the Agreement is hereby deleted and shall be replaced with "January 16, 2023."

ARTICLE 2

MISCELLANEOUS

**Section 2.1 No Other Amendment.** Except to the extent that any provisions of or any Exhibits or Schedules to the Agreement are expressly amended by Article 1 of this Amendment, all terms and conditions of the Agreement and all other documents, instruments and agreements executed thereunder, shall remain in full force and effect pursuant to the terms thereof. In the event of any inconsistency or contradiction between the terms of this Amendment and the Agreement, the provisions of this Amendment shall prevail and control.

**Section 2.2 Reference to the Agreement.** On and after the date hereof, each reference in the Agreement to “this Agreement,” “hereof,” “herein,” “herewith,” “hereunder” and words of similar import shall, unless otherwise stated, be construed to refer to the Agreement as amended by this Amendment. No reference to this Amendment need be made in any instrument or document at any time referring to the Agreement and a reference to the Agreement in any such instrument or document shall be deemed to be a reference to the Agreement as amended by this Amendment.

[Signature Page Follows]

IN WITNESS WHEREOF, SPAC and the Company have caused this Agreement to be executed as of the date first written above by their respective officers thereunto duly authorized.

**SPAC:**

JATT ACQUISITION CORP

By /s/ Verender S. Badial

Name: Verender Badial

Title: Chief Financial Officer

**COMPANY:**

ZURA BIO LIMITED

By /s/ Oliver Levy

Name: Oliver Levy

Title: Director

*[Signature Page to the Amendment to the Business Combination Agreement]*

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