
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): February 24, 2023 (February 21, 2023)

Tailwind International Acquisition Corp.

(Exact name of registrant as specified in its charter)

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

001-40085
(Commission File Number)

98-1211987
(I.R.S. Employer
Identification Number)

150 Greenwich Street, 29th Floor
New York, New York
(Address of principal executive offices)

10006
(Zip Code)

(212) 266-0085
Registrant's telephone number, including area code

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
Units, each consisting of one Class A Ordinary Share and one-third of one redeemable warrant	TWNI.U	New York Stock Exchange
Class A Ordinary Shares, \$0.0001 par value	TWNI	New York Stock Exchange
Redeemable Warrants, each whole warrant exercisable for one Class A Ordinary Share at an exercise price of \$11.50		None

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company x

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On February 21, 2023, Tailwind International Acquisition Corp. (the “Company”) held an extraordinary general meeting of shareholders (the “Extension Meeting”), to (i) amend the Company’s amended and restated memorandum and articles of association (the “Articles Amendment”) to extend the date by which the Company has to consummate a business combination from February 23 2023 to August 23, 2023 (such proposal, the “Extension Amendment Proposal”) and (ii) remove the limitation that the Company may not redeem public shares to the extent that such redemption would result in the Company having net tangible assets (as determined in accordance with Rule 3a51-1(g)(1) of the Securities Exchange Act of 1934, as amended, of less than \$5,000,001 (the “Redemption Limitation Amendment Proposal”). The shareholders of the Company approved the Extension Amendment Proposal and the Redemption Limitation Amendment Proposal at the Extension Meeting and on February 23, 2023, the Company filed the Articles Amendment with the Cayman Islands Registrar of Companies.

The foregoing description is qualified in its entirety by reference to the Articles Amendment, a copy of which is attached as Exhibit 3.1 hereto and is incorporated by reference herein.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On February 21, 2023, the Company held the Extension Meeting to approve the Extension Amendment Proposal, the Redemption Limitation Amendment Proposal and a proposal to allow the adjournment of the Extension Meeting to a later date or dates, if necessary, (1) to permit further solicitation and vote of proxies if, based upon the tabulated vote at the time of the Extension Meeting, there were insufficient ordinary shares of the Company represented (either in person or by proxy) to approve the Extension Amendment Proposal or the Redemption Limitation Amendment Proposal or (2) if the shareholders of the Company elected to redeem an amount of shares in connection with the Extension Amendment Proposal such that the Company would not adhere to the continued listing requirements of the New York Stock Exchange (the “Adjournment Proposal”), each as more fully described in the proxy statement filed by the Company with the Securities and Exchange Commission on February 2, 2023. As there were sufficient votes to approve the Extension Amendment Proposal and the Redemption Limitation Amendment Proposal, the Adjournment Proposal was not presented to shareholders.

Holders of 34,813,694 ordinary shares of the Company held of record as of January 30, 2023, the record date for the Extension Meeting, were present in person or by proxy, representing approximately 80.73% of the voting power of the Company’s ordinary shares as of the record date for the Extension Meeting, and constituting a quorum for the transaction of business.

The voting results for the Extension Amendment Proposal and Redemption Limitation Amendment Proposal were as follows:

The Extension Amendment Proposal

For	Against	Abstain
32,845,768	1,967,926	0

The Redemption Limitation Amendment Proposal

For	Against	Abstain
32,845,768	1,967,926	0

In connection with the vote to approve the Articles Amendment, the holders of 32,295,189 Class A ordinary shares of the Company properly exercised their right to redeem their shares for cash at a redemption price of approximately \$10.19 per share, for an aggregate redemption amount of approximately \$329,166,606.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
3.1 104	Amendment to Amended and Restated Memorandum and Articles of Association. Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: February 24, 2023

TAILWIND INTERNATIONAL ACQUISITION CORP

By: /s/ Philip Krim
Name: Philip Krim
Title: Chief Executive Officer

Registrar of Companies
Government Administration Building
133 Elgin Avenue
George Town
Grand Cayman

Tailwind International Acquisition Corp. (ROC #368193) (the "Company")

TAKE NOTICE that at an extraordinary general meeting of the Company dated 21 February 2023, the following special resolutions were passed:

Proposal No. 1—The Extension Amendment Proposal—RESOLVED, as a special resolution that:

- a) Article 49.7 of Tailwind's Amended and Restated Memorandum and Articles of Association be deleted in its entirety and replaced with the following new Article 49.7:

"In the event that the Company does not consummate a Business Combination upon the date which is the later of (A) 23 August 2023 and (B) such later date as may be approved by the Members in accordance with the Articles (in any case, such date being referred to as the "**Termination Date**"), the Company shall (i) cease all operations except for the purpose of winding up; (ii) as promptly as reasonably possible but not more than ten business days thereafter, redeem the Public Shares, at a per-share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest earned on the funds held in the Trust Account and not previously released to the Company (less taxes payable and up to \$100,000 of interest to pay liquidation expenses), divided by the number of the then-outstanding Public Shares, which redemption will completely extinguish public shareholders' rights as shareholders (including the right to receive further liquidation distributions, if any); and (iii) as promptly as reasonably possible following such redemption, subject to the approval of the Company's remaining shareholders and the Board, liquidate and dissolve, subject in each case to the Company's obligations under Cayman Islands law to provide for claims of creditors and to requirements of other Applicable Law."

- b) Article 49.8(a) of Tailwind's Amended and Restated Memorandum and Articles of Association be deleted in its entirety and replaced with the following new Article 49.8(a):

"that would modify the substance or timing of the Company's obligation to: (i) provide for the redemption of the Public Shares in connection with a Business Combination; or (ii) redeem 100 per cent of the Public Shares if the Company has not completed a Business Combination within 30 months from the closing of the IPO, or such later time as the Members may approve in accordance with the Articles; or"

- c) Article 49.10(b) of Tailwind's Amended and Restated Memorandum and Articles of Association be deleted in its entirety and replaced with the following new Article 49.10(b):

"vote as a class with the Public Shares: (i) on the Company's initial Business Combination or on any other proposal presented to Members prior to or in connection with the completion of an initial Business Combination; or (ii) to approve an amendment to the Memorandum or the Articles to (x) extend the time the Company has to consummate a business combination beyond 30 months from the closing of the IPO or (y) amend this Article 49.10."

Proposal No. 2 - The Redemption Limitation Amendment Proposal - RESOLVED, as a special resolution that:

- a) Article 49.2(b) of Tailwind's Amended and Restated Memorandum and Articles of Association be deleted in its entirety and replaced with the following new Article 49.2(b):

"provide Members with the opportunity to have their Shares repurchased by means of a tender offer for a per-Share repurchase price payable in cash, equal to the aggregate amount then on deposit in the Trust Account, calculated as of two business days prior to the consummation of such Business Combination, including interest earned on the Trust Account (net of taxes paid or payable, if any), divided by the number of then issued Public Shares. Such obligation to repurchase Shares is subject to the completion of the proposed Business Combination to which it relates."

- b) Article 49.4 of Tailwind's Amended and Restated Memorandum and Articles of Association be deleted in its entirety and replaced with the following new Article 49.4:

"At a general meeting called for the purposes of approving a Business Combination pursuant to this Article, in the event that such Business Combination is approved by Ordinary Resolution, the Company shall be authorised to consummate such Business Combination."

- c) The following final sentence of Article 49.5 of Tailwind's Amended and Restated Memorandum and Articles of Association be deleted in its entirety:

"The Company shall not redeem Public Shares that would cause the Company's net tangible assets to be less than US\$5,000,001 following such redemptions (the "Redemption Limitation")."

- d) The following final sentence of Article 49.8 of Tailwind's Amended and Restated Memorandum and Articles of Association be deleted in its entirety:

"The Company's ability to provide such redemption in this Article is subject to the Redemption Limitation."

/s/ Margo Richardson

Margo Richardson
Corporate Administrator
for and on behalf of
Maples Corporate Services Limited
Dated this 23rd day of February 2023