

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): January 18, 2022

PROOF Acquisition Corp I

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or
organization)

001-41104

(Commission File Number)

86-2707040

(I.R.S. Employer Identification No.)

**11911 Freedom Drive
Suite 1080
Reston, VA**

(Address of principal executive offices)

20190

(Zip Code)

(571) 310-4949

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 share of Class A common stock, \$0.0001 par value per share, and one-half of one redeemable warrant	PACI.U	NYSE
Class A common stock included as part of the units	PACI	NYSE
Warrants included as part of the units, each whole warrant exercisable for one share of Class A common stock at an exercise price of \$11.50	PACI.WS	NYSE

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

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.

On January 18, 2022, PROOF Acquisition Corp I (the “Company”) announced that the holders of the Company’s units (the “Units”) may elect to separately trade the shares of Class A common stock, par value \$0.0001 per share (the “Class A Common Stock”) and warrants (the “Warrants”) included in the Units commencing January 21, 2022. Each Unit consists of one share of Class A Common Stock and one-half of one Warrant to purchase one share of Class A Common Stock. Any Units not separated will continue to trade on The New York Stock Exchange (the “NYSE”) under the symbol “PACIU.” Any underlying shares of Class A Common Stock and Warrants that are separated are expected to trade on the NYSE under the symbols “PACI” and “PACI.WS,” respectively. No fractional Warrants will be issued upon separation of the Units and only whole Warrants will trade. Holders of Units will need to have their brokers contact Continental Stock Transfer & Trust Company, the Company’s transfer agent, in order to separate the holders’ Units into shares of Class A Common Stock and Warrants.

A copy of the press release issued by the Company announcing the separate trading of the securities underlying the Units is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 [Press Release, dated January 18, 2022](#)

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: January 18, 2022

PROOF ACQUISITION CORP I

By: /s/ Michael W. Zarlenga

Name: Michael W. Zarlenga

Title: General Counsel and Corporate Secretary

PROOF Acquisition Corp I Announces the Separate Trading of Its Class A Common Shares and Warrants

PRESS RELEASE JAN 18, 2022 09:00 EST

RESTON, Va., January 18, 2022 (NewsWire.com)- PROOF Acquisition Corp I (“PAC I”) announced today that, commencing Jan. 21, 2022, holders of the units sold in the PAC I’s initial public offering may elect to separately trade the Class A common stock and warrants included in the units. Each unit consists of one share of Class A common stock and one-half of one redeemable warrant.

No fractional warrants will be issued upon separation of the units and only whole warrants will trade. The Class A common stock and warrants that are separated will trade on The New York Stock Exchange (the “NYSE”) under the symbols “PACI” and “PACI.WS,” respectively. Those units not separated will continue to trade on the NYSE under the symbol “PACI.U.” Holders of units will need to have their brokers contact Continental Stock Transfer & Trust Company, PAC I’s transfer agent, to separate the units into Class A common stock and warrants.

The units were initially offered by PAC I in an underwritten offering. BofA Securities served as the sole book-running manager for the offering.

A registration statement relating to the securities was declared effective by the Securities and Exchange Commission (the “SEC”) on Nov. 30, 2021. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful.

About PROOF Acquisition Corp I

PAC I is a blank check company incorporated as a Delaware corporation for the purpose of effecting a merger, stock exchange, asset acquisition, reorganization or similar business combination with one or more businesses. PAC I’s objective is to identify and merge with a business that has the potential to achieve sustainable growth and which addresses a large and growing market. PAC I believes there are attractive trends in several industries, including the enterprise software, health care, financial technology, and consumer sectors, although it may pursue an acquisition in any business industry or sector.

Forward-Looking Statements

This press release contains statements that constitute “forward-looking statements,” including the anticipated use of the net proceeds of PAC I’s initial public offering. No assurance can be given that the net proceeds of the offering will be used as indicated. Forward-looking statements are subject to numerous conditions, many of which are beyond the control of PAC I, including those set forth in the Risk Factors section of PAC I’s registration statement and prospectus filed with the SEC for PAC I’s initial public offering. Copies are available on the SEC’s website at www.sec.gov and PAC I’s website at www.PROOF-PACI.com. PAC I undertakes no obligation to update statements in this release for revisions or changes after the date of this release, except as required by law.

Investor Contact:

Michael W. Zarlenga

General Counsel and Corporate Secretary

571-310-4949
