

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): December 2, 2022

MedTech Acquisition Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

001-39813

(Commission File Number)

85-3009869

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

**48 Maple Avenue,
Greenwich, CT**

(Address of principal executive offices)

06830

(Zip Code)

Registrant's telephone number, including area code: **(908) 391-1288**

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 to 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 and one-third of one Redeemable Warrant	MTACU	The Nasdaq Stock Market LLC
Class A common stock, par value \$0.0001 per share	MTAC	The Nasdaq Stock Market LLC
Warrants, each whole warrant exercisable for one share of Class A common stock, each at an exercise price of \$11.50 per share	MTACW	The Nasdaq Stock Market 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 1.01. Entry into a Material Definitive Agreement.

As previously disclosed, on December 30, 2021 and January 28, 2022, MedTech Acquisition Corporation (the “Company”) issued an unsecured promissory note in the principal amount of \$544,000 and \$400,000, respectively, to the Company’s sponsor, MedTech Acquisition Sponsor LLC (the “Sponsor”), for working capital purposes.

On December 2, 2022, the Company amended both promissory notes to clarify that the principal of the notes will not be payable if the Company fails to complete its initial business combination on or before the 24 month anniversary of its initial public offering or such extended date as provided in the Company’s amended and restated certificate of incorporation, as amended from time to time. Except as set forth in the amendments, all of the other terms of the promissory notes remain unchanged.

The foregoing description is qualified in its entirety by reference to the form of amendment to the promissory note, a copy of which is attached as Exhibit 10.1 hereto and is incorporated herein by reference.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation Under an Off-balance Sheet Arrangement of a Registrant.

The disclosure contained in Item 1.01 of this Current Report on Form 8-K is incorporated by reference in this Item 2.03.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
10.1	Form of Amendment No. 1 to Promissory Note of the Company
104	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.

MEDTECH ACQUISITION CORP.

Dated: December 2, 2022

By: /s/ Christopher C. Dewey
Name: Christopher C. Dewey
Title: Chief Executive Officer

THE PROMISSORY NOTE TO WHICH THIS AMENDMENT NO. 1 (THE "AMENDMENT NO.1") TO PROMISSORY NOTE RELATES (AS AMENDED BY THIS AMENDMENT NO. 1, THE "NOTE") HAS NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"). THE NOTE HAS BEEN ACQUIRED FOR INVESTMENT ONLY AND MAY NOT BE SOLD, TRANSFERRED OR ASSIGNED IN THE ABSENCE OF REGISTRATION OF THE RESALE THEREOF UNDER THE SECURITIES ACT OR AN OPINION OF COUNSEL REASONABLY SATISFACTORY IN FORM, SCOPE AND SUBSTANCE TO THE MAKER THAT SUCH REGISTRATION IS NOT REQUIRED.

AMENDMENT NO. 1 TO PROMISSORY NOTE

Dated as of December [•], 2022
New York, New York

Principal Amount: Up to \$[•]

MedTech Acquisition Corporation, a Delaware corporation (the "**Maker**"), hereby amends its promissory note, dated as of [•] (the "**Original Note**"), effective as of the date hereof, to delete and replace Section 1 of the Original Note in its entirety with the following:

1. **Principal.** The Payee shall be obligated to lend to the Maker amounts up to the Maximum Principal Amount. The principal balance of this Note, as reflected on Schedule A hereto (such Schedule to be updated from time to time by the Maker as amounts are borrowed from the Payee up to the Maximum Principal Amount), shall be repayable on the date on which the Maker consummates a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses (the "**Initial Business Combination**"). No amount shall be due under this Note if such Initial Business Combination is not consummated on or before the 24 month anniversary of the date of the completion of the Maker's initial public offering ("**IPO**") or such extended date as provided in the Company's Amended and Restated Certificate of Incorporation, as amended from time to time.

All of the other terms of the Original Note remain unchanged and in effect.

[Remainder of page intentionally left blank. Signature page follows.]

IN WITNESS WHEREOF, the Maker, intending to be legally bound hereby, has caused this Amendment No. 1 to be duly executed by the undersigned as of the day and year first above written.

MEDTECH ACQUISITION CORPORATION

By: _____
Name: Christopher C. Dewey
Title: Chief Executive Officer

[Signature Page – Amendment No. 1 to Promissory Note]
