

**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

Date of Report (Date of earliest event reported): August 13, 2024

**LEARN CW INVESTMENT CORPORATION**

(Exact name of registrant as specified in its charter)

Cayman Islands  
(State or other jurisdiction of incorporation)

001-40885  
(Commission File Number)

98-1583469  
(I.R.S. Employer Identification No.)

11755 Wilshire Blvd.  
Suite 2320  
Los Angeles, California  
(Address of principal executive offices)

90025  
(Zip Code)

Registrant's telephone number, including area code: (424) 324-2990

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 Securities Exchange Act of 1934:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Units, each consisting of one Class A Ordinary Share, \$0.0001 par value, and one-half of one redeemable warrant Class A Ordinary Shares included as part of the units	LCW.U LCW	NYSE NYSE
Warrants included as part of the units, each whole warrant exercisable for one Class A Ordinary Share at an exercise price of \$11.50	LCW.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 (§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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On August 13, 2024, Learn CW Investment Corporation (the “Company”), acting pursuant to authorization from its Board of Directors, notified the New York Stock Exchange (the “NYSE”) of its intention to voluntarily withdraw the listing of its (i) Class A Ordinary Shares, par value \$0.0001 per share (the “Class A Ordinary Shares”), (ii) warrants, each exercisable for one Class A Ordinary Share at an exercise price of \$11.50 per share (the “Warrants”) and (iii) units, each consisting of one Class A Ordinary Share and one-half of one Warrant (the “Units” and, collectively with the Class A Ordinary Shares and the Warrants, the “Securities”) from the NYSE and transfer the listing of its Class A Ordinary Shares to the Nasdaq Global Market (“Nasdaq”). The Company expects that listing and trading of its Securities on the NYSE will end at market close on August 23, 2024, and that trading of the Class A Ordinary Shares will begin on Nasdaq at market open on August 26, 2024 under the symbol “LCW”, with the Units and Warrants commencing trading in the over-the-counter market on the same date.

**Cautionary Note Regarding Forward-Looking Statements**

This Current Report includes “forward-looking statements” within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Certain of these forward-looking statements can be identified by the use of words such as “believes,” “expects,” “intends,” “plans,” “estimates,” “assumes,” “may,” “should,” “will,” “seeks,” or other similar expressions. Such statements may include, but are not limited to, statements regarding the date Learn CW’s Securities will cease trading on the NYSE and the date its Class A Ordinary Shares will begin trading on Nasdaq. These statements are based on current expectations on the date of this communication and involve a number of risks and uncertainties that may cause actual results to differ significantly. The Company does not assume any obligation to update or revise any such forward-looking statements, whether as the result of new developments or otherwise. Readers are cautioned not to put undue reliance on forward-looking statements.

**Item 7.01 Other Events.**

The Company issued the press release attached hereto as Exhibit 99.1 in connection with the transfer of the listing of the Class A Ordinary Shares to Nasdaq.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">99.1</a>	Press Release, dated August 13, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: August 13, 2024

**Learn CW Investment Corporation**

By: /s/ Robert Hutter  
Name: Robert Hutter  
Title: Chief Executive Officer

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**Learn CW Investment Corporation Announces Intention to Transfer Listing to Nasdaq**

**NEW YORK, August 13, 2024** – Learn CW Investment Corporation (“Learn CW”) (NYSE: LCW), a special purpose acquisition company, announced today that it plans to transfer the listing of its Class A Ordinary Shares from the New York Stock Exchange (“NYSE”) to the Nasdaq Global Market (“Nasdaq”).

Learn CW expects that listing and trading of its Class A Ordinary Shares, public warrants and public units on the NYSE will end at market close on August 23, 2024. Learn CW expects its Class A Ordinary Shares to commence trading on Nasdaq upon market open on August 26, 2024 under the symbol “LCW,” and that its public units and public warrants will commence trading in the over-the-counter market on the same date.

**About Learn CW Investment Corporation**

Learn CW Investment Corporation was formed for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses.

**Caution Concerning Forward-Looking Statements**

This communication includes “forward-looking statements” within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Certain of these forward-looking statements can be identified by the use of words such as “believes,” “expects,” “intends,” “plans,” “estimates,” “assumes,” “may,” “should,” “will,” “seeks,” or other similar expressions. Such statements may include, but are not limited to, statements regarding the date Learn CW’s securities will cease trading on the NYSE and the date its Class A Ordinary Shares will begin trading on Nasdaq. These statements are based on current expectations on the date of this communication and involve a number of risks and uncertainties that may cause actual results to differ significantly. The Company does not assume any obligation to update or revise any such forward-looking statements, whether as the result of new developments or otherwise. Readers are cautioned not to put undue reliance on forward-looking statements.

**Media Requests**

**Learn CW Investment Corporation**

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