

**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 15, 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	LCW.U	NYSE
Class A Ordinary Shares included as part of the units	LCW	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.**

As previously disclosed in its Current Report on Form 8-K filed with the Securities and Exchange Commission (the “SEC”) on August 13, 2024 (the “8-K”), Learn CW Investment Corporation (the “Company”) notified the New York Stock Exchange (“NYSE”) of the Company’s decision to voluntarily delist 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”). As disclosed in the 8-K, the Company had expected that the last trading day of the Securities on the NYSE would be on or about August 23, 2024.

On August 15, 2024, the Company announced an update to the timeline and currently expects that while listing and trading of its Class A Ordinary Shares will end at market close on August 23, 2024 and commence trading on Nasdaq upon market open on August 26, 2024, the listing and trading of its Warrants and Units is expected to continue on the NYSE until market close on August 30, 2024. The Units and Warrants are expected to commence trading in the over-the-counter market on September 3, 2024.

**Item 7.01 Regulation FD Disclosure.**

On August 15, 2024, the Company issued a press release announcing the updated timeline. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

The information in this Current Report on Form 8-K furnished pursuant to Item 7.01, including Exhibit 99.1, shall not be deemed to be “filed” for the purposes of Section 18 of the Exchange Act, or otherwise subject to liability under that section, and shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**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 9.01. Financial Statements and Exhibits.**

(d)Exhibits

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">99.1</a>	Press Release dated August 15, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**SIGNATURES**

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 15, 2024

**Learn CW Investment Corporation**

By: /s/ Robert Hutter

Name: Robert Hutter

Title: Chief Executive Officer

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**Learn CW Announces Updated Timeline for Suspension of Trading of Units and Warrants on NYSE**

**NEW YORK, August 15, 2024** - Learn CW Investment Corporation (“Learn CW”) (NYSE: LCW), a special purpose acquisition company, announced today an updated timeline to its previously disclosed plan to transfer the listing of its Class A Ordinary Shares from the New York Stock Exchange (“NYSE”) to the Nasdaq Global Market (“Nasdaq”) and to delist its public warrants and public units from trading on the NYSE.

While Learn CW expects trading of its Class A Ordinary Shares to be suspended from trading on the NYSE upon market close on August 23, 2024 and commence trading on Nasdaq upon market open on August 26, 2024 as previously contemplated, Learn CW expects its public warrants and units will remain listed on the NYSE until market close on August 30, 2024. The public warrants and units are expected to commence trading in the over-the-counter market upon market open on September 3, 2024.

**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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