
**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): November 10, 2021

ZANITE ACQUISITION CORP.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39704
(Commission
File Number)

85-2549808
(IRS Employer
Identification No.)

**25101 Chagrin Boulevard
Suite 350
Cleveland, Ohio 44122**

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (216) 292-0200

Not Applicable

(Former name or former address, if changed since last report)

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-half of one redeemable warrant	ZNTEU	The Nasdaq Stock Market LLC
Class A common stock, par value \$0.0001	ZNTE	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	ZNTEW	The Nasdaq Stock Market LLC

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))

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 8.01. Other Events.

On November 10, 2021, Zanite Acquisition Corp. (the “Company”) issued a press release, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K, announcing that it has received notice from Zanite Sponsor LLC (the “Sponsor”) of its intention to purchase an additional 2,300,000 private placement warrants (the “Private Placement Warrants”) to extend the period of time the Company will have to consummate its initial business combination by 6 months from the current deadline of November 19, 2021 until May 19, 2022. Pursuant to the Company’s amended and restated certificate of incorporation, if the Sponsor makes such purchase, the Private Placement Warrants will be purchased for \$1.00 per Private Placement Warrant and the aggregate purchase price of \$2,300,000 will be deposited into the Company’s trust account on or prior to November 19, 2021.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated November 10, 2022.
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.

ZANITE ACQUISITION CORP.

By: /s/ Steven H. Rosen

Name: Steven H. Rosen

Title: Co-Chief Executive Officer

Dated: November 10, 2021



Zanite Acquisition Corp. Announces Sponsor’s Intention to Purchase Private Placement Warrants to Extend Completion Window to May 19, 2022

CLEVELAND, November 10, 2021 — Zanite Acquisition Corp. (Nasdaq: ZNTEU) (the “Company”) announced today that it has received notice from Zanite Sponsor LLC (the “Sponsor”) of its intention to purchase an additional 2,300,000 private placement warrants (the “Private Placement Warrants”) to extend the period of time the Company will have to consummate its initial business combination by 6 months from the current deadline of November 19, 2021 until May 19, 2022 (the “completion window”). Pursuant to the Company’s amended and restated certificate of incorporation, if the Sponsor makes such purchase, the Private Placement Warrants will be purchased for \$1.00 per Private Placement Warrant and the aggregate purchase price of \$2,300,000 will be deposited into the Company’s trust account on or prior to November 19, 2021. The Company intends to issue a press release no later than the day after November 19, 2021 announcing whether or not the funds have been timely deposited. The Company’s stockholders will not be entitled to vote on or redeem their shares in connection with such extension of the completion window.

About Zanite Acquisition Corp.

Zanite Acquisition Corp. is a special purpose acquisition company formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses. Although the Company may pursue an acquisition opportunity in any business or industry, it intends to focus on companies in the aviation, aerospace and defense, urban mobility and emerging technologies industries.

Cautionary Note Concerning Forward-Looking Statements

This press release contains statements that constitute “forward-looking statements,” including with respect to the Sponsor’s intention to purchase private placement warrants. Forward-looking statements are subject to numerous conditions, many of which are beyond the control of the Company, including those set forth in the Risk Factors section of the Company’s registration statement for the initial public offering filed with the SEC. Copies are available on the SEC’s website, www.sec.gov. The Company undertakes no obligation to update these statements for revisions or changes after the date of this release, except as required by law.

Contact

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