

**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): November 11, 2022

FIRST LIGHT ACQUISITION GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-40789
(Commission
File Number)

86-2967193
(I.R.S. Employer
Identification Number)

11110 Sunset Hills Road #2278
Reston, VA
(Address of principal executive offices)

20190
(Zip Code)

Registrant's telephone number, including area code: (202) 503-9255

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-half of one redeemable warrant | FLAGU | The New York Stock Exchange* |
| Class A common stock, par value \$0.0001 per share | FLAG | The New York Stock Exchange* |
| Redeemable warrants, each whole warrant exercisable for one share of Class A common stock at an exercise price of \$11.50 per share | FLAGW | The New York Stock Exchange* |

* Pending transfer to NYSE American.

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 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On November 14, 2022, First Light Acquisition Group, Inc. (“*FLAG*”), issued a press release announcing that it will transfer its listing to the NYSE American LLC (“*NYSE American*”), where FLAG has been approved for listing. In connection with listing on NYSE American, FLAG will voluntarily delist from The New York Stock Exchange. Following the transfer of its listing, FLAG intends to continue to file the same periodic reports and other information it currently files with the Securities and Exchange Commission (the “*SEC*”). FLAG anticipates the transfer of listing to the NYSE American to occur on or about November 17, 2022.

FLAG intends to file a Form 8-A with respect to the registration of the FLAG’s securities on the NYSE American.

A copy of the press release is furnished hereto as [Exhibit 99.1](#).

Item 7.01. Regulation FD Disclosure.

Furnished as Exhibit 99.1 hereto and incorporated into this Item 7.01 by reference is the press release that FLAG issued on November 14, 2022.

The foregoing (including Exhibit 99.1) is being furnished pursuant to Item 7.01 and will not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), or otherwise be subject to the liabilities of that section, nor will they be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended (the “*Securities Act*”), or the Exchange Act.

Item 9.01. Financial Statements and Exhibits

| Exhibit Number | Description |
|-----------------------|---|
| 99.1 | Press Release, dated November 14, 2022 |
| 104 | Cover Page Interactive Data File, formatted in Inline XBRL (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.

Dated: November 14, 2022

FIRST LIGHT ACQUISITION GROUP, INC.

By: /s/ William J. Weber

Name: William J. Weber

Title: Co-Chief Executive Officer

By: /s/ Thomas Vecchiolla

Name: Thomas Vecchiolla

Title: Co-Chief Executive Officer

First Light Acquisition Group, Inc. Transfers Listing to NYSE American LLC

November 14, 2022

NEW YORK—(BUSINESS WIRE)— First Light Acquisition Group, Inc. (NYSE: FLAG) (“FLAG”), a special purpose acquisition company, announced today that it will transfer its listing to the NYSE American LLC (“NYSE American”), where it has been approved to list. In connection with the transfer, FLAG will voluntarily delist from The New York Stock Exchange. FLAG’s decision to transfer to the NYSE American was motivated by more favorable thresholds for continued listing on the NYSE American following recent redemptions of FLAG’s Class A common stock. Following the transfer, FLAG intends to continue to file the same types of periodic reports and other information it currently files with the Securities and Exchange Commission (the “SEC”). FLAG anticipates the transfer to the NYSE American to occur on or about November 17, 2022.

For more information, please contact:

FLAG Investor Relations
IR@firstlightacquisition.com
(202) 503-9255