

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): June 5, 2023

**ST Energy Transition I Ltd.**  
(Exact name of registrant as specified in its charter)

Bermuda  
(State or other jurisdiction  
of incorporation)

001-41119  
(Commission  
File Number)

N/A  
(I.R.S. Employer  
Identification No.)

Par-la-Ville, 4<sup>th</sup> Floor  
14 Par-la-Ville Road  
Hamilton Bermuda  
(Address of principal executive offices)

HM08  
(Zip Code)

+1 (441) 295-6935  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K 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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
SAIL <sup>SM</sup> securities, each consisting of one Class A share, of \$0.0001 par value per share, and one-half of one redeemable warrant	STET.U	New York Stock Exchange
Class A shares, \$0.0001 par value per share, included as part of the SAIL <sup>SM</sup> securities	STET	New York Stock Exchange
Redeemable warrants, each whole warrant exercisable for one Class A Share at an exercise price of \$11.50, included as part of the SAIL <sup>SM</sup> securities	STETWS	New York Stock Exchange

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 7.01 Regulation FD Disclosure.**

On June 5, 2023, ST Energy Transition I Ltd. (the "Company") announced that it would not complete our initial business combination by June 7, 2023, the deadline for the Company to complete our initial business combination. A copy of an announcement by the Company related to such determination is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01 and Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange

Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

#### Item 8.01 Other Events.

Due to the Company not completing a business combination by June 7, 2023, following June 7, 2023, as required by the Company’s Amended and Restated Bye-Laws, the Company will as promptly as possible, but not more than ten business days thereafter, redeem (the “Redemption”) 100% of the Company’s issued and outstanding Class A ordinary shares, par value \$0.0001 per share (the “Public Shares”). The Redemption is expected to be completed on June 22, 2023 (the “Expected Redemption Date”). In the Redemption, funds held in the Company’s trust account, less \$100,000 of interest to pay dissolution expenses and net of taxes payable, will be distributed to each holder of Public Shares on a pro rata basis (such amount, the “Redemption Amount”). Based upon the amount held in the trust account as of May 31, 2023, which was \$301,477,161, the Company estimates that the per-share Redemption Amount will be approximately \$10.48. There will be no redemption rights or liquidating distributions with respect to the Company’s warrants, which will expire worthless upon the liquidation of the Company.

The Company anticipates that the Public Shares, as well as the Company’s publicly traded units and warrants, will cease trading as of the close of business on June 7, 2023. On the Expected Redemption Date, the Public Shares will be deemed cancelled and will represent only the right to receive the Redemption Amount. The Company expects that the New York Stock Exchange will file a Form 25 with the U.S. Securities and Exchange Commission (the “Commission”) to delist the Company’s securities. Thereafter, the Company will file a Form 15 with the Commission to terminate the registration of its securities under the Exchange Act.

Beneficial owners of the Public Shares held in “street name,” will not need to take any action in order to receive their pro rata portion of the Redemption Amount. Holders of registered Public Shares will need to present their respective share certificates to the Company’s transfer agent, Continental Stock Transfer & Trust Company, to receive their pro rata portion of the Redemption Amount.

#### Forward Looking Statements

This report may include “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact included in this report are forward-looking statements. When used in this report, words such as “anticipate,” “believe,” “estimate,” “expect,” “intend” and similar expressions, as they relate to the Company or its management team, identify forward-looking statements. Such forward-looking statements are based on the beliefs of management, as well as assumptions made by, and information currently available to, the Company’s management. Actual results could differ materially from those contemplated by the forward-looking statements as a result of certain factors detailed in the Company’s filings with the SEC. All subsequent written or oral forward-looking statements attributable to the Company or persons acting on its behalf are qualified in their entirety by this paragraph. 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 Annual Report on Form 10-K filed with the SEC on March 31, 2023 and Quarterly Report on Form 10-Q filed with the SEC on May 26, 2023, and as those may be further amended and/or supplemented in subsequent filings with the SEC. Copies of such filings are available on the SEC’s website, [www.sec.gov](http://www.sec.gov). The Company undertakes no obligation to update these statements for revisions or changes after the date of this report, except as required by law.

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#### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description of Exhibits
99.1	<a href="#">Press release, dated June 5, 2023.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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#### 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.

ST Energy Transition I Ltd.

Date: June 5, 2023

By: /s/ Jan Erik Klepsland

Name: Jan Erik Klepsland

Title: Chief Executive Officer and Chief Financial Officer

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**ST Energy Transition I Ltd. Announces Redemption of Class A Ordinary Shares**

**HAMILTON, Bermuda—June 5, 2023**—ST Energy Transition I Ltd. (the “Company”) announced today that due to the Company not consummating an initial business combination within the time period required by its amended and restated bye-laws (the “Charter”), the Board of Directors of the Company has elected to dissolve and liquidate the Company in accordance with the provisions of its Charter.

As stated in the Charter, if the Company does not consummate an initial business combination within 18 months of the closing of the Company’s initial public offering, or June 7, 2023, the Company will: (a) cease all operations except for the purpose of winding up, (b) as promptly as reasonably possible but not more than ten business days thereafter, redeem its Class A ordinary shares (the “Public Shares”), at a per-Share price, payable in cash, equal to the aggregate amount then on deposit in the Company’s trust account (the “Trust Account”) held with Continental Stock Transfer & Trust Company (“Continental”), including interest (less up to \$100,000 of interest to pay dissolution expenses and which interest shall be net of taxes payable), divided by the number of then outstanding Public Shares in issue, which redemption will completely extinguish the rights of the holders of Public Shares as Shareholders (including the right to receive further liquidation distributions, if any); and (c) as promptly as reasonably possible following such redemption, subject to the approval of the Company’s remaining Shareholders and the Board, liquidate, wind-up and dissolve, subject in each case, to its obligations under Bermuda law to provide for claims of creditors and the requirements of applicable law.

Net of taxes and dissolution expenses, the per-share redemption price for the Public Shares is expected to be approximately \$10.48 (the “Redemption Amount”) based upon the amount held in the trust account as of May 31, 2023, which was \$301,477,161.

The Company anticipates that the Public Shares, as well as the Company’s publicly traded units, will cease trading as of the close of business on June 7, 2023. After June 7, 2023, the Company shall cease all operations except for those required to redeem the Public Shares and wind up the Company’s business. The redemption of the Public Shares is expected to be completed within ten business days after June 7, 2023, by June 22, 2023 (the “Expected Redemption Date”). As of the Expected Redemption Date, the Public Shares will be deemed cancelled and will represent only the right to receive the Redemption Amount.

As previously disclosed, on May 30, 2023, the New York Stock Exchange (the “NYSE”) notified the Company, and publicly announced, that the NYSE determined to commence proceedings to delist the Company’s warrants from the NYSE and that trading in the Company’s warrants would be suspended immediately, due to trading price levels pursuant to Section 802.01D of the NYSE Listed Company Manual.

There will be no redemption rights or liquidating distributions with respect to the Company’s warrants, which will expire worthless. The Company’s initial shareholders waived their redemption rights with respect to the outstanding Class B ordinary shares issued prior to the Company’s initial public offering.

In order to provide for the disbursement of funds from the Trust Account, the Company will instruct Continental to take all necessary actions to liquidate the Trust Account. Registered holders may redeem their shares for their pro rata portion of the proceeds of the Trust Account upon presentation of their respective share or unit certificates or other delivery of their shares or units to Continental, the Company’s transfer agent. Beneficial owners of Public Shares held in “street name,” however, will not need to take any action in order to receive the Redemption Amount.

The Company expects that The New York Stock Exchange will file a Form 25 with the U.S. Securities and Exchange Commission (the “SEC”) to delist its securities. The Company thereafter expects to file a Form 15 with the SEC to terminate the registration of its securities under the Securities Exchange Act of 1934, as amended.

**About ST Energy Transition I Ltd.**

ST Energy Transition I Ltd. is a blank check company, incorporated in Bermuda as an exempted company limited by shares, for the purpose of effecting a merger, amalgamation, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses. We have not selected any business combination target and therefore in accordance with our Charter, we will proceed with the dissolution and liquidation of the Company.

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**Media:**

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**Forward-Looking Statements**

Certain statements contained in this press release and certain materials the Company files with the SEC, as well as information included in oral statements or other written statements made or to be made by the Company, other than statements of historical fact, are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such forward-looking statements speak only as of the date of this press release. These forward-looking statements are based on management’s current expectations, assumptions and beliefs regarding future events and are based on currently available information as to the outcome and timing of future events, certain of which are beyond the Company’s control, and actual results may differ materially depending on a variety of important factors. These factors include, but are not limited to, a variety of risk factors affecting the Company’s business and prospects disclosed in the Company’s annual, quarterly reports and subsequent reports filed with the SEC, as amended from time to time. Any or all of these occurrences could cause actual results to differ from those in the forward-looking statements, and the Company does not undertake to update the forward-looking statements to reflect the impact of circumstances or events that may arise after the date of the forward-looking statements.

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