

**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): **March 6, 2024**

ROSS ACQUISITION CORP II

(Exact name of registrant as specified in its charter)

Cayman Islands

(State or other jurisdiction of incorporation)

001-40201

(Commission File Number)

95-1578557

(I.R.S. Employer Identification No.)

**1 Pelican Lane
Palm Beach, Florida**

(Address of principal executive offices)

33480

(Zip Code)

Registrant's telephone number, including area code: **(561) 655-2615**

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 Class A ordinary share, \$0.0001 par value per share, and one-third of one redeemable warrant	ROSS.U	New York Stock Exchange
Class A ordinary shares, \$0.0001 par value per share	ROSS	New York Stock Exchange
Redeemable warrants included as part of the units, each whole warrant exercisable for one Class A ordinary share at an exercise price of \$11.50 per share	ROSS.WS	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 5.07 Submission of Matters to a Vote of Security Holders.

On March 6, 2024, Ross Acquisition Corp II (“the Company”) held an extraordinary general meeting (the “Extraordinary General Meeting”) to approve a proposal to amend the Company’s amended and restated Memorandum and Articles of Association to extend the date by which the Company has to consummate or effect a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses (a “Business Combination”) from March 16, 2024 to September 16, 2024 (the “Extension Amendment Proposal”). A detailed description of the Extension Amendment Proposal is included in the Company’s definitive proxy statement filed with the U.S. Securities and Exchange Commission (the “SEC”) on February 26, 2024, and mailed to the Company’s shareholders on or about the same date (as supplemented by that certain amendment to the definitive proxy statement, dated as of March 1, 2024).

Holders of 11,182,243 ordinary shares of the Company held of record as of February 21, 2024, the record date for the Extraordinary General Meeting, were present in person or by proxy, representing approximately 82% of the voting power of the Company’s ordinary shares as of the record date for the Extraordinary General Meeting, and constituting a quorum for the transaction of business.

The final vote tabulation for the Extension Amendment Proposal is set forth below.

For	Against	Abstain
11,174,129	7,864	250

Accordingly, the Extension Amendment Proposal was approved. As there were sufficient votes to approve the Extension Amendment Proposal, the “Adjournment Proposal” described in the proxy statement is not applicable.

Item 8.01. Other Events

In connection with the vote to approve the Extension Amendment Proposal, the holders of 2,372,565 Class A ordinary shares of the Company properly exercised their right to redeem their shares for cash. Accordingly, if the board of directors of the Company elects to implement the Extension, the Company will redeem such shares for cash.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit	Description
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.

ROSS ACQUISITION CORP II

Date: March 6, 2024

By: /s/ Wilbur L. Ross, Jr.

Name: Wilbur L. Ross, Jr.

Title: President and Chief Executive Officer
