

**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): **January 24, 2023 (January 18, 2023)**

Hawks Acquisition Corp

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-40888
(Commission
File Number)

86-1273146
(I.R.S. Employer
Identification No.)

600 Lexington Avenue, 9th Floor
New York, NY 10022
(Address of principal executive offices, including zip code)

(212) 542-4540
(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 filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communication 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:

<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 share of Class A common stock and one-half of one redeemable public warrant	HWKZ.U	New York Stock Exchange
Class A common stock, par value \$0.0001 per share	HWKZ	New York Stock Exchange
Public warrants, each whole public warrant exercisable for one share of Class A common stock at an exercise price of \$11.50 per share	HWKZ WS	OTC

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.

On January 18, 2023, Hawks Acquisition Corp (the "Company") was notified by the New York Stock Exchange (the "NYSE") that it was not in compliance with the continued listing standards set forth in Section 802.01B of the NYSE Listed Company Manual because the company has fewer than 300 public stockholders.

The Company intends to deliver a business plan to the NYSE within 45 days of receipt of the notification outlining how it intends to cure the deficiency and comply with the NYSE continued listing requirement. The Company can avoid delisting if, within 18 months following receipt of the NYSE notice, the Company's securities are owned by at least 300 public stockholders. The Company expects that upon completion of an initial business combination it will have at least 300 public stockholders.

If the Company's common stock ultimately were to be delisted for any reason, including failure to comply with Section 802.01B of the NYSE Listed Company Manual, it could negatively impact the Company by (i) reducing the liquidity and market price of the Company's common stock; (ii) reducing the number of investors willing to hold or acquire the Company's common stock, which could further harm the performance of the Company's common stock and negatively impact the Company's ability to raise equity financing; (iii) limiting the Company's ability to use a registration statement to offer and sell freely tradable securities, thereby preventing the Company from accessing the public capital markets; and (iv) impairing the Company's ability to provide equity incentives to its employees.

Under the NYSE rules, the Company's common stock will continue to be traded on the NYSE during this period, subject to the Company's compliance with other

continued listing requirements.

Item 7.01 Regulation FD Disclosure.

The Company issued a press release on January 24, 2023, announcing that it had received the notice of noncompliance with the NYSE's continued listing standard. A copy of the press release is furnished herewith as Exhibit 99.1.

The information furnished pursuant to this Item 7.01 and Exhibit 99.1 shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and will not be incorporated by reference into any registration statement filed under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are filed with this Form 8-K:

Exhibit No.	Description of Exhibits
99.1	Press release dated January 24, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HAWKS ACQUISITION CORP

Date: January 24, 2023

By: /s/ J. Carney Hawks
Name: J. Carney Hawks
Title: Chief Executive Officer

Hawks Acquisition Corp Receives Continued Listing Standard Notice from NYSE

NEW YORK, New York— (BUSINESS WIRE) — January 24, 2023 — Hawks Acquisition Corp (NYSE:HWKZ) (the “Company”) today announced that on January 18, 2023 the Company was notified by the New York Stock Exchange (“NYSE”) that the Company is not in compliance with the NYSE’s continued listing standard that requires all listed companies to have a minimum of 300 public stockholders on a continuous basis. The NYSE notification has no impact on the Company’s business operations.

Under the NYSE’s rules, the Company has 45 days to present a business plan to the NYSE that demonstrates how the Company intends to cure the deficiency within 18 months of the date of the NYSE notice. During this 18 month period, the Company’s Class A common stock will continue to be traded on the NYSE, subject to the Company’s compliance with other NYSE listing requirements.

The Company will respond to the NYSE to confirm its intent to cure this noncompliance. The Company expects that upon completion of an initial business combination it will have at least 300 public stockholders. The NYSE notification does not affect the Company’s Securities and Exchange Commission reporting requirements.

About Hawks Acquisition Corp

The Company is sponsored by Hawks Sponsor LLC, and is led by J. Carney Hawks as the Chief Executive Officer and chairman of the board of directors. The Company is a blank check company incorporated as a Delaware corporation for the purpose of effecting a merger, consolidation, capital stock exchange, asset acquisition, share purchase, reorganization or business combination with one or more businesses. While the Company may pursue an initial business combination with any company in any industry, the Company expects to focus on businesses that have either emerged from a restructuring or private companies that are burdened by leveraged capital structures.

Forward-Looking Statements

This press release may include, and oral statements made from time to time by representatives of the Company 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. Statements, other than statements of historical fact, included in this press release are forward-looking statements. When used in this press release, words such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “might,” “plan,” “possible,” “potential,” “predict,” “project,” “should,” “would” and similar expressions, as they relate to us or our 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 Securities and Exchange Commission (“SEC”). All subsequent written or oral forward-looking statements attributable to us or persons acting on our 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 registration statement and prospectus for the Company’s initial public offering filed with the SEC. The Company undertakes no obligation to update these statements for revisions or changes after the date of this release, except as required by law.

Contacts

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