

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): July 15, 2024

BlueRiver Acquisition Corp.  
(Exact name of registrant as specified in its charter)

Cayman Islands  
(State or other jurisdiction of  
incorporation or organization)

001-39961  
(Commission File Number)

98-1577027  
(I.R.S. Employer  
Identification Number)

250 West Nottingham Drive, Suite 400  
San Antonio, Texas  
(Address of principal executive offices)

78209  
(Zip Code)

Registrant's telephone number, including area code: (210) 832 3305

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 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 and one-third of a redeemable Warrant to acquire one Class A ordinary share	BLUA.U	NYSE American LLC
Class A ordinary share, par value \$0.0001 per share	BLUA	NYSE American LLC
Redeemable Warrants, each whole warrant exercisable for one Class A ordinary share at an exercise price of \$11.50	BLUA.WS	NYSE American LLC

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 July 15, 2024, NYSE American LLC ("NYSE American") announced that the staff of NYSE Regulation has determined to suspend trading in the Class A ordinary shares (NYSE American: BLUA) and units (NYSE American: BLUA.U) of BlueRiver Acquisition Corp. (the "Company") from NYSE American. The NYSE American had previously announced on February 2, 2024 an NYSE Regulation determination to delist all of the Company's listed securities, which included Company's Class A ordinary shares, units and redeemable warrants (collectively, "Securities"), and the Company appealed such delisting determination. On July 12, 2024, the Company withdrew its appeal.

On July 3, 2024, the NYSE American suspended trading in the Company's redeemable warrants as they were trading at an abnormally low selling price. On July 15, 2024, the NYSE American suspended trading in the Company's Class A ordinary shares and units and delisted the Company's Securities by filing a Form 25 with the Securities and Exchange Commission.

The Company may submit an application to have its Securities quoted on the OTCQX Marketplace ("OTCQX"). The Company cannot provide any assurance that the Securities will commence or continue to trade on this market, whether broker-dealers will continue to provide public quotes of the Securities on this market, whether the trading volume of the Securities will be sufficient to provide for an efficient trading market or whether quotes for the Securities will continue on this market in the future.

**Forward-Looking Statements**

This Current Report on Form 8-K includes “forward-looking statements” within the meaning of the “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as “may”, “should”, “expect”, “intend”, “will”, “estimate”, “anticipate”, “believe”, “predict”, “potential” or “continue”, or other similar expressions (or negative versions of such words or expressions) that predict or indicate future events or trends or that are not statements of historical matters. Such forward-looking statements are subject to risks, uncertainties, and other factors which could cause actual results to differ materially from those expressed or implied by such forward-looking statements. You should not place undue reliance on forward-looking statements, which speak only as of the date they are made. The Company undertakes no duty to update these forward-looking statements.

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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.

**BlueRiver Acquisition Corp.**

By: /s/ John Gregg  
Name: John Gregg  
Title: Co-Chief Executive Officer

Dated: July 18, 2024

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