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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): December 13, 2021 (December 8, 2021)**

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**INTEGRATED WELLNESS ACQUISITION  
CORP**

(Exact name of registrant as specified in its charter)

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

**001-41131**  
(Commission  
File Number)

**98-1615488**  
(IRS Employer  
Identification No.)

**148 N Main Street  
Florida, NY 10921**  
(Address of principal executive offices, including zip code)

**Registrant's telephone number, including area code: (845) 651-5039**

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

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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, and one-half of one redeemable warrant	WEL.U	The New York Stock Exchange
Class A ordinary shares included as part of the units	WEL	The New York Stock Exchange
Redeemable warrants included as part of the units	WEL WS	The New York Stock Exchange

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))

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. ☐

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#### Item 1.01. Entry into a Material Definitive Agreement.

On December 13, 2021, Integrated Wellness Acquisition Corp (the “**Company**”) consummated its initial public offering (the “**IPO**”) of 11,500,000 units (the “**Units**”), including 1,500,000 Units issued pursuant to the full exercise of the underwriters’ over-allotment option. Each Unit consists of one Class A ordinary share of the Company, par value \$0.0001 per share (the “**Class A Ordinary Shares**”), and one-half of one redeemable warrant of the Company (each whole warrant, a “**Warrant**”), with each Warrant entitling the holder thereof to purchase one Class A Ordinary Share for \$11.50 per share, subject to adjustment. The Units were sold at a price of \$10.00 per Unit, generating gross proceeds to the Company of \$115,000,000.

In connection with the IPO, the Company entered into the following agreements, forms of which were previously filed as exhibits to the Company’s Registration Statement on Form S-1 (File No. 333-260713) related to the IPO, initially filed with the U.S. Securities and Exchange Commission (the “**Commission**”) on November 3, 2021, (as amended, the “**Registration Statement**”):

- An Underwriting Agreement, dated December 8, 2021, by and between the Company and BTIG, LLC, a copy of which is attached as Exhibit 1.1 hereto and incorporated herein by reference.
- A Warrant Agreement, dated December 8, 2021, by and between the Company and Continental Stock Transfer & Trust Company, as warrant agent, a copy of which is attached as Exhibit 4.1 hereto and incorporated herein by reference.
- A Letter Agreement, dated December 8, 2021, by and among the Company, IWH Sponsor LP (the “**Sponsor**”), and the Company’s officers and directors, a copy of which is attached as Exhibit 10.1 hereto and incorporated herein by reference.
- An Investment Management Trust Agreement, dated December 8, 2021, by and between the Company and Continental Stock Transfer & Trust Company, as trustee, a copy of which is attached as Exhibit 10.2 hereto and incorporated herein by reference.
- A Registration Rights Agreement, dated December 8, 2021, by and between the Company and the Sponsor, a copy of which is attached as Exhibit 10.3 hereto and incorporated herein by reference.
- An Administrative Services Agreement, dated December 8, 2021, by and between the Company and the Sponsor, a copy of which is attached as Exhibit 10.4 hereto and incorporated herein by reference.
- A Sponsor Warrants Purchase Agreement, dated December 8, 2021, by and between the Company and the Sponsor (the “**Sponsor Warrants Purchase Agreement**”), a copy of which is attached as Exhibit 10.5 hereto and incorporated herein by reference.

### Item 3.02. Unregistered Sales of Equity Securities.

Simultaneously with the closing of the IPO, pursuant to the Sponsor Warrants Purchase Agreement, the Company completed the private sale of an aggregate 6,850,000 warrants (the “**Private Placement Warrants**”) to the Sponsor at a purchase price of \$1.00 per Private Placement Warrant, generating gross proceeds to the Company of \$6,850,000. The Private Placement Warrants are identical to the Warrants sold as part of the Units in the IPO, except as otherwise disclosed in the Registration Statement. No underwriting discounts or commissions were paid with respect to such sale. The issuance of the Private Placement Warrants was made pursuant to the exemption from registration contained in Section 4(a)(2) of the Securities Act of 1933, as amended.

### Item 5.03. Amendments to Certificate of Incorporation or Bylaws; Change in Fiscal Year.

On December 8, 2021, in connection with the IPO, the Company filed its Amended and Restated Memorandum and Articles of Association (the “**Amended Articles**”) with the Cayman Islands Registrar of Companies, effective the same day. The terms of the Amended Articles are set forth in the Registration Statement and are incorporated herein by reference. A copy of the Amended Articles is attached as Exhibit 3.1 hereto and incorporated herein by reference.

2

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### Item 8.01. Other Events.

A total of \$117,300,000 (equal to \$10.20 per Unit sold in the IPO), comprised of \$112,700,000 of the proceeds from the IPO (which amount includes \$4,025,000 of the deferred underwriting discount) and \$4,600,000 of the proceeds of the sale of the Private Placement Warrants, was placed in a trust account at J.P. Morgan Chase Bank, N.A. maintained by Continental Stock Transfer & Trust Company, acting as trustee.

Except with respect to interest earned on the funds held in the trust account that may be released to the Company to pay its taxes and up to \$100,000 of interest to pay dissolution expenses, the funds held in the trust account will not be released from the trust account until the earliest of (i) the completion of the Company’s initial business combination, (ii) the redemption of any of the Company’s Class A Ordinary Shares included in the Units sold in the IPO if an initial business combination is not consummated within 15 months from the closing of the IPO (or up to 21 months from the closing of the IPO if the Company extends the time to complete a business combination, as described in the Registration Statement), or (iii) the redemption of the Company’s public shares properly submitted in connection with a shareholder vote to approve an amendment to the Company’s Amended Articles (A) that would modify the substance or timing of the Company’s obligation to provide holders of the Company’s Class A ordinary shares the right to have their shares redeemed in connection with the initial business combination or to redeem 100% of the Company’s public shares if the Company does not complete an initial business combination within 15 months from the closing of the IPO (or up to 21 months from the closing of the IPO if the Company extends the time to complete a business combination, as described in the Registration Statement) or (B) with respect to any other provision relating to the rights of holders of the Company’s Class A ordinary shares.

On December 8, 2021, the Company issued a press release announcing the pricing of the IPO, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K.

On December 13, 2021, the Company issued a press release announcing the closing of the IPO, a copy of which is attached as Exhibit 99.2 to this Current Report on Form 8-K.

3

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### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are being filed herewith:

Exhibit No.	Description of Exhibits
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- 1.1 [Underwriting Agreement, dated December 8, 2021, by and between the Company and BTIG, LLC.](#)
- 3.1 [Amended and Restated Memorandum and Articles of Association of the Company.](#)
- 4.1 [Warrant Agreement, dated December 8, 2021, by and between the Company and Continental Stock Transfer & Trust Company, as warrant agent.](#)
- 10.1 [Letter Agreement, dated December 8, 2021, by and among the Company, the Sponsor and the Company's officers and directors.](#)
- 10.2 [Investment Management Trust Agreement, dated December 8, 2021, by and between the Company and Continental Stock Transfer & Trust Company, as trustee.](#)
- 10.3 [Registration Rights Agreement, dated December 8, 2021, by and among the Company and the Sponsor.](#)
- 10.4 [Administrative Services Agreement, dated December 8, 2021, by and between the Company and the Sponsor.](#)
- 10.5 [Sponsor Warrants Purchase Agreement, dated December 8, 2021, by and between the Company and the Sponsor.](#)
- 99.1 [Press Release, dated December 8, 2021.](#)
- 99.2 [Press Release, dated December 13, 2021.](#)

4

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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.

**INTEGRATED WELLNESS ACQUISITION CORP**

By: /s/ Steven Schapera

Name: Steven Schapera

Title: Chief Executive Officer

Dated: December 13, 2021

5