

Integrated Wellness Acquisition (WEL) / Form 4 / Integrated Wellness Acquisition / Hadrien Forterre ownership change

Filed: 5 Feb 24, 5:15pm

Filing menu

SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* IWH Sponsor LP <div>(Last) (First) (Middle) 59 N. MAIN STREET, SUITE 1</div> <div>(Street) FLORIDA NY 10921</div> <div>(City) (State) (Zip)</div>	2. Issuer Name and Ticker or Trading Symbol Integrated Wellness Acquisition Corp [WELU] 3. Date of Earliest Transaction (Month/Day/Year) 02/01/2024 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Ordinary Shares	(1)	02/01/2024		J(2)			2,012,500(2)	(1)	(1)	Class A Ordinary Shares	2,012,500(2)	(1)	862,500	D(3)	

1. Name and Address of Reporting Person* IWH Sponsor LP <div>(Last) (First) (Middle) 59 N. MAIN STREET, SUITE 1</div> <div>(Street) FLORIDA NY 10921</div> <div>(City) (State) (Zip)</div>
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1. Name and Address of Reporting Person*

Della Vergiliana Antonio Varano

Print

(Last) (First) (Middle)
C/O INTEGRATED WELLNESS ACQUISITION CORP
59 N. MAIN STREET, SUITE 1

(Street)
FLORIDA NY 10921

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Forterre Hadrien

(Last) (First) (Middle)
C/O INTEGRATED WELLNESS ACQUISITION CORP
59 N. MAIN STREET, SUITE 1

(Street)
FLORIDA NY 10921

(City) (State) (Zip)

1. Name and Address of Reporting Person*

MacPherson James T.

(Last) (First) (Middle)
C/O INTEGRATED WELLNESS ACQUISITION CORP
59 N. MAIN STREET, SUITE 1

(Street)
FLORIDA NY 10921

(City) (State) (Zip)

1. Name and Address of Reporting Person*

IWH Sponsor GP LLC

(Last)

(First)

(Middle)

C/O INTEGRATED WELLNESS ACQUISITION CORP

59 N. MAIN STREET, SUITE 1

(Street)

FLORIDA

NY

10921

(City)

(State)

(Zip)

Explanation of Responses:

1. As described in the Issuer's registration statement on Form S-1 (File No. 333-260713) under the heading "Description of Securities--Founder Shares", the Class B ordinary shares will automatically convert into Class A ordinary shares at the time of the Issuer's initial business combination, or earlier at the option of the holder thereof, on a one-for-one basis, subject to certain adjustments described therein. The Class B ordinary shares have no expiration date.
2. On February 1, 2024, the Reporting Persons transferred these shares to the Issuer's new sponsor and affiliates in connection with a sponsor handover (the "Sponsor Handover").
3. These shares represent the Class B ordinary shares held by IWH Sponsor LP (the "Prior Sponsor") after the Sponsor Handover. IWH Sponsor GP LLC is the general partner of the Prior Sponsor. Hadrien Forterre, Antonio Varano Della Vergiliana and Arcturus Holdings, LLC are the managing members of IWH Sponsor GP LLC. James MacPherson is the managing member of Arcturus Holdings, LLC. By virtue of these relationships, each of these entities and individuals may be deemed to share beneficial ownership of the securities held of record by Prior Sponsor. Each of them disclaims any such beneficial ownership except to the extent of their pecuniary interest therein.

IWH Sponsor LP By: /s/ IWH Sponsor

GP LLC, its Managing Member, By: 02/05/2024

Hadrien Forterre, Managing Member

IWH Sponsor GP LLC By: /s/ Antonio

Varano Della Vergiliana, a Managing 02/05/2024

Member

/s/ Hadrien Forterre

02/05/2024

/s/ Antonio Varano Della Vergiliana

02/05/2024

/s/ James MacPherson

02/05/2024

** Signature of Reporting Person

Date _____

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.