

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): **February 20, 2023**

**FINSERV ACQUISITION CORP. II**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-40076**  
(Commission  
File Number)

**85-4030806**  
(IRS Employer  
Identification No.)

**c/o Ellenoff Grossman & Schole LLP**  
**1345 Avenue of the Americas**  
**New York, NY 10105**

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(929) 529-7125**

**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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Units, each consisting of one share of Class A Common Stock and one-quarter of one Redeemable Warrant	FSRXU	The Nasdaq Stock Market LLC
Class A Common Stock, par value \$0.0001 per share	FSRX	The Nasdaq Stock Market LLC
Warrants, each whole warrant exercisable for one share of Class A Common Stock for \$11.50 per share	FSRXW	The Nasdaq Stock Market LLC

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 3.03 Material Modification to Rights of Security Holders.**

The information set forth in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On February 20, 2023, stockholders of FinServ Acquisition Corp. II (the "Company") approved at the special meeting in lieu of the 2022 annual meeting of stockholders (the "Special Meeting") an amendment to the amended and restated certificate of incorporation of the Company (the "Charter Amendment") to extend the date by which the Company would be required to consummate a business combination from February 22, 2023 to August 22, 2023, or such earlier date as determined by the board of directors (the "Board") of the Company. The Company filed the Charter Amendment with the Secretary of State of the State of Delaware on February 21, 2023.

A copy of the Charter Amendment is filed herewith as Exhibit 3.1 and is incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At the Company's Special Meeting, the following proposals were considered and acted upon by the stockholders of the Company: (a) a proposal to approve the Charter Amendment (the "Charter Amendment Proposal"); (b) a proposal to ratify the selection by the audit committee of the Board of WithumSmith+Brown, PC to serve as the Company's independent registered public accounting firm for the year ending December 31, 2022 (the "Auditor Ratification Proposal"); and (c) a proposal to approve the adjournment of the Special Meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies in the event that there are insufficient votes for, or otherwise in connection with, the approval of any of the foregoing proposals (the "Adjournment Proposal"). The number of votes cast for or against, as well as the number of abstentions as to each proposal, are set forth below.

1. Charter Amendment Proposal

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>
25,166,282	402,169	300,100

Accordingly, the Charter Amendment Proposal was approved.

2. Auditor Ratification Proposal

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>
25,336,806	231,600	300,145

Accordingly, the Auditor Ratification Proposal was approved.

As there were sufficient votes at the time of the Special Meeting to approve each of the above proposals, the Adjournment Proposal, which had been previously voted on by proxy, was not presented to stockholders at the Special Meeting.

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**Item 8.01 Other Events.**

In connection with the Company's implementation of the Charter Amendment, stockholders holding 25,040,997 shares of Class A common stock of the Company exercised their right to redeem such shares for a pro rata portion of the funds in the Company's trust account. As a result, \$254,201,239.56 (approximately \$10.15 per share) will be removed from the trust account to pay such stockholders.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
3.1	<a href="#">Amendment to the Amended and Restated Certificate of Incorporation</a>
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

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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.

**FINSERV ACQUISITION CORP. II**

By: /s/ Steven Handwerker

Name: Steven Handwerker

Title: Chief Financial Officer

Dated: February 24, 2023

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**AMENDMENT  
TO THE  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
FINSERV ACQUISITION CORP. II**

**Pursuant to Section 242 of the  
Delaware General Corporation Law**

FinServ Acquisition Corp. II (the “**Corporation**”), a corporation organized and existing under the laws of the State of Delaware, does hereby certify as follows:

- 1) The name of the Corporation is FinServ Acquisition Corp. II. The Corporation’s Certificate of Incorporation was filed in the office of the Secretary of State of the State of Delaware on November 23, 2020 (the “**Original Certificate**”). An Amended and Restated Certificate of Incorporation was filed in the office of the Secretary of State of the State of Delaware on February 17, 2021 (the “**Amended and Restated Certificate of Incorporation**”).
- 2) This Amendment to the Amended and Restated Certificate of Incorporation amends the Amended and Restated Certificate of Incorporation of the Corporation.
- 3) This Amendment to the Amended and Restated Certificate of Incorporation was duly adopted by the affirmative vote of the holders of 65% of the stock entitled to vote at a meeting of stockholders in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
- 4) The text of Section 9.1(b) of Article IX is hereby amended and restated to read in full as follows:

Immediately after the Offering, a certain amount of the net offering proceeds received by the Corporation in the Offering (including the proceeds of any exercise of the underwriters’ over-allotment option) and certain other amounts specified in the Corporation’s registration statement on Form S-1, as initially filed with the U.S. Securities and Exchange Commission (the “**SEC**”) on February 2, 2021, as amended (the “**Registration Statement**”), shall be deposited in a trust account (the “**Trust Account**”), established for the benefit of the Public Stockholders (as defined below) pursuant to a trust agreement described in the Registration Statement. Except for the withdrawal of interest to pay taxes (less up to \$100,000 interest to pay dissolution expenses), none of the funds held in the Trust Account (including the interest earned on the funds held in the Trust Account) will be released from the Trust Account until the earliest to occur of (i) the completion of the initial Business Combination, (ii) the redemption of 100% of the Offering Shares (as defined below) if the Corporation is unable to complete its initial Business Combination by August 22, 2023 (or, if the Office of the Delaware Division of Corporations shall not be open for a full business day (including filing of corporate documents) on such date the next date upon which the Office of the Delaware Division of Corporations shall be open for a full business day (the “**Deadline Date**”) and (iii) the redemption of shares in connection with a vote seeking (a) to modify the substance or timing of the Corporation’s obligation to provide for the redemption of the Offering Shares in connection with an initial Business Combination or amendments to this Amended and Restated Certificate prior thereto or to redeem 100% of such shares if the Corporation has not consummated an initial Business Combination by the Deadline Date or (b) with respect to any other material provisions relating to stockholders’ rights or pre-initial Business Combination activity (as described in Section 9.7). Holders of shares of Common Stock included as part of the units sold in the Offering (the “**Offering Shares**”) (whether such Offering Shares were purchased in the Offering or in the secondary market following the Offering and whether or not such holders are the Sponsor or officers or directors of the Corporation, or affiliates of any of the foregoing) are referred to herein as “**Public Stockholders**.”

**IN WITNESS WHEREOF**, FinServ Acquisition Corp. II has caused this Amendment to the Amended and Restated Certificate to be duly executed in its name and on its behalf by an authorized officer as of this 21st day of February, 2023.

**FINSERV ACQUISITION CORP. II**

By: /s/ Lee Einbinder  
Name: *Lee Einbinder*  
Title: *Chief Executive Officer*