
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): April 12, 2024

DIRECT SELLING ACQUISITION CORP.

(Exact name of registrant as specified in its charter)

| | | |
|---|--|--|
| Delaware (State or other jurisdiction of incorporation) | 001-40831 (Commission File Number) | 86-3676785 (IRS Employer Identification No.) |
| 5800 Democracy Drive Plano, TX (Address of principal executive offices) | (214) 380-6020 (Registrant's telephone number, including area code) | 75024 (Zip 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 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 share of Class A common stock and one-half of one redeemable warrant | DSAQ.U | The New York Stock Exchange |
| Class A common stock, par value \$0.0001 per share Redeemable warrants, each warrant exercisable for one share of Class A common stock at an exercise price of \$11.50 per share | DSAQ DSAQ.W | The New York Stock Exchange 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 April 12, 2024, Direct Selling Acquisition Corp. (“DSAQ” or the “Company”) announced its intention to voluntarily delist its Class A common stock, par value \$0.0001 per share (the “Class A Common Stock”) and units, each consisting of one share of Class A common stock and one-half of one redeemable warrant (the “Units” and, together with the Class A Common Stock, the “Securities”) from The New York Stock Exchange (“NYSE”). As previously announced, the Company has submitted an application to have its Securities quoted on the Nasdaq Global Market (“Nasdaq”), subject to Nasdaq’s approval.

The board of directors of the Company approved the voluntary delisting on April 12, 2024 and the Company provided notice of the voluntary delisting to NYSE on April 12, 2024. The Company intends to file a Form 25 with the U.S. Securities and Exchange Commission (the “SEC”) to effect the delisting of its Securities on or about April 23, 2024. The Company anticipates thereafter filing a Form 8-A with the SEC to register its Class A Common Stock and Units on an accelerated basis on Nasdaq. Accordingly, the Company anticipates that its Class A Common Stock and Units will begin trading on Nasdaq on or about April 24, 2024 under the ticker symbols “DSAQ” and “DSAQU”, respectively. The Company’s Class A Common Stock and Units will continue to trade on NYSE until that time under the ticker symbols “DSAQ” and “DSAQ.U”, respectively.

The Company will remain subject to the periodic reporting requirements of the U.S. Securities Exchange Act of 1934, as amended, following the delisting of its Securities from NYSE. Shareholders of the Company will not be required to exchange any Securities, and the Company expects electronic trading to be available without any material disruption. Concurrently with the delivery of the notice to NYSE, the Company issued a press release to announce its intention to voluntarily delist the Securities. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K (this “Current Report”) and incorporated herein by reference.

Additional Information about the Transaction and Where to Find It.

This Current Report on Form 8-K relates to the proposed business combination involving FlyBlade (India) Private Limited, a private limited company incorporated under the laws of India (“Hunch Mobility”), Hunch Technologies Limited, a private limited company incorporated in Ireland with registered number 607449 (“PubCo”), Aeroflow Urban Air Mobility Private Limited, a private limited company incorporated under the laws of India and a direct wholly owned subsidiary of PubCo (“IndiaCo”), and HTL Merger Sub LLC, a Delaware limited liability company and a direct wholly owned subsidiary of PubCo (“Merger Sub”). In connection with the proposed business combination, DSAQ and PubCo intend to file with the SEC a registration statement on Form F-4 (the “Registration Statement/Proxy Statement”), which will include a preliminary proxy statement/prospectus of DSAQ and a preliminary prospectus of PubCo relating to the shares to be issued in connection with the proposed business combination. This report is not a substitute for the Registration Statement/Proxy Statement, the definitive proxy statement/final prospectus or any other document that PubCo or DSAQ has filed or will file with the SEC or send to its stockholders in connection with the proposed business combination. This report does not contain all the information that should be considered concerning the proposed business combination and other matters and is not intended to form the basis for any investment decision or any other decision in respect of such matters.

BEFORE MAKING ANY VOTING OR INVESTMENT DECISION, DSAQ’S STOCKHOLDERS AND OTHER INTERESTED PARTIES ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS WHEN IT BECOMES AVAILABLE AND ANY AMENDMENTS THERETO AND ANY OTHER DOCUMENTS FILED BY DSAQ OR PUBCO WITH THE SEC IN

CONNECTION WITH THE PROPOSED BUSINESS COMBINATION OR INCORPORATED BY REFERENCE THEREIN IN THEIR ENTIRETY BEFORE MAKING ANY VOTING OR INVESTMENT DECISION WITH RESPECT TO THE PROPOSED BUSINESS COMBINATION BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED BUSINESS COMBINATION AND THE PARTIES TO THE PROPOSED BUSINESS COMBINATION.

After the Registration Statement/Proxy Statement is declared effective, the definitive proxy statement will be mailed to stockholders of DSAQ as of a record date to be established for voting on the proposed business combination. Additionally, DSAQ and PubCo will file other relevant materials with the SEC in connection with the Business Combination. Copies of the Registration Statement/Proxy Statement, the definitive proxy statement/final prospectus and all other relevant materials for the proposed business combination filed or that will be filed with the SEC may be obtained, when available, free of charge at the SEC's website at www.sec.gov. DSAQ's stockholders may also obtain copies of the definitive proxy statement/prospectus, when available, without charge, by directing a request to Direct Selling Acquisition Corp., 5800 Democracy Drive, Plano, TX 75024.

Participants in the Solicitation of Proxies

This report may be deemed solicitation material in respect of the proposed business combination. DSAQ, Hunch Mobility, IndiaCo, PubCo, Merger Sub and their respective directors and executive officers, under SEC rules, may be deemed to be participants in the solicitation of proxies from DSAQ's stockholders in connection with the proposed business combination. Security holders and investors may obtain more detailed information regarding the names and interests in the proposed business combination of DSAQ's directors and officers in DSAQ's filings with the SEC, including DSAQ's initial public offering prospectus, which was filed with the SEC on September 27, 2021, DSAQ's subsequent annual reports on Form 10-K and quarterly reports on Form 10-Q. Information regarding the persons who may, under SEC rules, be deemed participants in the solicitation of proxies to DSAQ's stockholders in connection with the business combination will be included in the definitive proxy statement/prospectus relating to the proposed business combination when it becomes available. You may obtain free copies of these documents, when available, as described in the preceding paragraphs.

No Offer or Solicitation

This report is for information purposes only and is not intended to and does not constitute, or form part of, an offer, invitation or the solicitation of an offer or invitation to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the proposed business combination or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. The proposed business combination will be implemented solely pursuant to the business combination agreement (the "Business Combination Agreement"), entered into by and among DSAQ, PubCo, IndiaCo, Hunch Mobility and Merger Sub. A copy of the Business Combination Agreement was filed by DSAQ as an exhibit to the Current Report on Form 8-K on January 17, 2024, and contains the full terms and conditions of the proposed business combination. No offer of securities shall be made except by means of a prospectus meeting the requirements of the Securities Act of 1933 (the "Securities Act").

Cautionary Note Regarding Forward Looking Statements

This report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical facts contained in this report are forward-looking statements. Forward-looking statements may generally be identified by the use of words such as "anticipate," "believe," "envision," "estimate," "expect," "intend," "may," "plan," "predict," "project," "target," "potential," "will," "would," "could," "should," "continue," "contemplate" or the

negative or plural of these words, or other similar expressions that are predictions or indicate future events or prospects, although not all forward-looking statements contain these words. The forward-looking statements in this report include, but are not limited to, statements regarding the timing and effect of the Company's delisting from NYSE and transfer to Nasdaq. The forward-looking statements in this report are only predictions and are based largely on the Company's current expectations and projections about future events and financial trends that it believes may affect its business, financial condition and results of operations. These forward-looking statements speak only as of the date of this report and are subject to a number of known and unknown risks, uncertainties and assumptions, including without limitation, risks associated with the delisting from NYSE; the Company's ability to successfully transfer to Nasdaq; market conditions and the impact of these changes on the trading and price of the Company's Securities; changes in domestic and foreign business, market, financial, political and legal conditions; the inability of the parties to successfully or timely consummate the proposed business combination, including the risk that any required regulatory approvals are not obtained, are delayed or are subject to unanticipated conditions that could adversely affect the combined company or the expected benefits of the proposed business combination, or that the approval of the stockholders of Hunch Mobility or DSAQ is not obtained; the ability to acquire and maintain the listing of PubCo's securities on a stock exchange; the inability to complete any private placement financing, the amount of any private placement financing or the completion of any private placement financing with terms unfavorable to you; the risk that the proposed business combination disrupts current plans and operations DSAQ, Hunch Mobility, IndiaCo or PubCo as a result of the announcement and consummation of the proposed business combination and related transactions; the risk that any of the conditions to closing of the business combination are not satisfied in the anticipated manner or on the anticipated timeline or are waived by any of the parties thereto; the failure to realize the anticipated benefits of the proposed business combination and related transactions, which may be affected by, among other things, the ability of PubCo to grow and manage growth profitably, grow its customer base and retain its management and key employees; risks relating to the uncertainty of the costs related to the proposed business combination; risks related to the rollout of Hunch Mobility, IndiaCo and PubCo's business strategy and the timing of expected business milestones, including, but not limited to, the use of electrical vertical aircraft; Hunch Mobility's limited operating history and history of net losses; the evolution and growth of the markets in which PubCo operates; changes in applicable laws or regulations; the ability of PubCo to adhere to legal and regulatory requirements and to receive any needed regulatory approvals or licenses; cybersecurity risks, data loss and other breaches of PubCo's network security and the disclosure of personal information; the effects of competition on Hunch Mobility, IndiaCo and PubCo's business; risks related to domestic and international political and macroeconomic uncertainty, including the continued economic growth of the Indian sub-continent, the impacts of climate change, the Russia-Ukraine conflict, consumer preferences, supply chain issues and inflation; risks related to PubCo's third party aircraft operators; PubCo's reliance on technology leased from Blade Air Mobility, Inc.; the limited geographic scope of PubCo's operations to the Indian sub-continent; the outcome of any legal proceedings that may be instituted against Hunch Mobility, IndiaCo, DSAQ, PubCo or any of their respective directors or officers, following the announcement of the proposed business combination; the amount of redemption requests made by DSAQ's public stockholders; the ability of DSAQ to issue equity, if any, in connection with the proposed business combination or to otherwise obtain financing in the future; risks related to Hunch Mobility, IndiaCo and PubCo's industry; and other risks described in the "Risk Factors" section of the Company's Annual Report on Form 10-K for the year ended December 31, 2023 as filed with the SEC on April 1, 2024. Because forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified and some of which are beyond the Company's control, investors should not rely on these forward-looking statements as predictions of future events. The events and circumstances reflected in the Company's forward-looking statements may not be achieved or occur and actual results could differ materially from those projected in the forward-looking statements. Except as required by applicable law, the Company does not plan to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit Number</u> | <u>Description</u> |
|---------------------------|---|
| 99.1 | Press Release, dated April 12, 2024 |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

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 thereunto duly authorized.

Dated: April 12, 2024

DIRECT SELLING ACQUISITION CORP.

By: /s/ Dave Wentz

Name: Dave Wentz

Title: Chairman and Chief Executive Officer

Direct Selling Acquisition Corp. Announces Notification to New York Stock Exchange of Intention to Voluntarily Delist Common Stock and Units**Application Pending to Transfer Shares to Nasdaq Global Market**

Plano, TX — April 12, 2024 — Direct Selling Acquisition Corp. (NYSE: DSAQ) (the “Company”) today announced its intention to voluntarily delist its Class A common stock, par value \$0.0001 per share (the “Common Stock”) and units, each consisting of one share of Class A common stock and one-half of one redeemable warrant (the “Units” and together with the Common Stock, the “Securities”) from The New York Stock Exchange (“NYSE”) and, as previously announced, the Company has made an application to have its Securities quoted on the Nasdaq Global Market (“Nasdaq”). The Company provided notice of the voluntary delisting to NYSE on April 12, 2024, and intends to timely file a Form 25 with the U.S. Securities and Exchange Commission (the “SEC”) to effect the delisting of its Securities on or about April 23, 2024. The Company anticipates thereafter filing a Form 8-A with the SEC to register its Common Stock and Units on an accelerated basis on Nasdaq. Although the timing of the Company’s decision was driven in part by the determination it could soon fall out of compliance with NYSE listing standards, the Company has been evaluating its listing options for some time and has concluded that, for the Company, the management attention required to maintain compliance with NYSE listing standards, outweighs the benefits of being listed on NYSE. Eliminating the effort required to maintain compliance with NYSE listing standards will better enable the Company to focus on completing a business combination with Hunch Technologies Limited, a private limited company incorporated in Ireland with registered number 607449 (“PubCo”). The Company has applied to have its Common Stock and Units quoted on Nasdaq and expects that the Common Stock will be quoted on Nasdaq under the ticker symbol “DSAQ” and the Units will be quoted on Nasdaq under the ticker symbol “DSAQ.U” on or about April 24, 2024, subject to the approval of Nasdaq. The Common Stock and Units will continue to trade on NYSE until that time under the ticker symbols “DSAQ” and “DSAQ.U”, respectively. The Company expects that transferring its Common Stock and Units to Nasdaq will enable its investors to hold and trade its Securities without interruption.

The Company will remain subject to the periodic reporting requirements of the U.S. Securities Exchange Act of 1934, as amended, following the delisting of its Securities from NYSE. Shareholders of the Company will not be required to exchange any Securities, and the Company expects electronic trading to be available without any material disruption. Ultimately, the Company’s board of directors determined that it is in the best interests of the Company and its shareholders to voluntarily delist the Company’s Securities from NYSE and move to the Nasdaq at this time.

Additional Information about the Transaction and Where to Find It.

This communication relates to the proposed business combination involving PubCo, FlyBlade (India) Private Limited, a private limited company incorporated under the laws of India (“Hunch Mobility”), Aeroflow Urban Air Mobility Private Limited, a private limited company incorporated under the laws of India and a direct wholly owned subsidiary of PubCo (“IndiaCo”), and HTL Merger Sub LLC, a Delaware limited liability company and a direct wholly owned subsidiary of PubCo (“Merger Sub”). In connection with the proposed business combination, DSAQ and PubCo intend to file with the SEC a registration statement on Form F-4 (the “Registration Statement/Proxy Statement”), which will include a preliminary proxy statement/prospectus of DSAQ and a preliminary prospectus of PubCo relating to the shares to be issued in connection with the proposed business combination. This communication is not a substitute for the Registration Statement/Proxy Statement, the definitive proxy statement/final prospectus or any other document that PubCo or DSAQ has filed or will file with the SEC or send to its stockholders in connection with the proposed business combination. This communication does not contain all the information that should be considered concerning the proposed business combination and other matters and is not intended to form the basis for any investment decision or any other decision in respect of such matters.

BEFORE MAKING ANY VOTING OR INVESTMENT DECISION, DSAQ’S STOCKHOLDERS AND OTHER INTERESTED PARTIES ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS WHEN IT BECOMES AVAILABLE AND ANY AMENDMENTS THERETO AND ANY OTHER DOCUMENTS FILED BY DSAQ OR PUBCO WITH THE SEC IN CONNECTION WITH THE PROPOSED BUSINESS COMBINATION OR INCORPORATED BY REFERENCE THEREIN IN THEIR ENTIRETY BEFORE MAKING ANY VOTING OR INVESTMENT DECISION WITH RESPECT TO THE PROPOSED BUSINESS COMBINATION BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED BUSINESS COMBINATION AND THE PARTIES TO THE PROPOSED BUSINESS COMBINATION.

After the Registration Statement/Proxy Statement is declared effective, the definitive proxy statement will be mailed to stockholders of DSAQ as of a record date to be established for voting on the proposed business combination. Additionally, DSAQ and PubCo will file other relevant materials with the SEC in connection with the Business Combination. Copies of the Registration Statement/Proxy Statement, the definitive proxy statement/final prospectus and all other relevant materials for the proposed business combination filed or that will be filed with the SEC may be obtained, when available, free of charge at the SEC's website at www.sec.gov. DSAQ's stockholders may also obtain copies of the definitive proxy statement/prospectus, when available, without charge, by directing a request to Direct Selling Acquisition Corp., 5800 Democracy Drive, Plano, TX 75024.

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No Offer or Solicitation

This communication is for information purposes only and is not intended to and does not constitute, or form part of, an offer, invitation or the solicitation of an offer or invitation to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the proposed business combination or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. The proposed business combination will be implemented solely pursuant to the business combination agreement (the "Business Combination Agreement"), entered into by and among DSAQ, PubCo, IndiaCo, Hunch Mobility and Merger Sub. A copy of the Business Combination Agreement was filed by DSAQ as an exhibit to the Current Report on Form 8-K on January 17, 2024 and contains the full terms and conditions of the proposed business combination. No offer of securities shall be made except by means of a prospectus meeting the requirements of the Securities Act of 1933 (the "Securities Act").

Cautionary Note Regarding Forward Looking Statements

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical facts contained in this communication are forward-looking statements. Forward-looking statements may generally be identified by the use of words such as "anticipate," "believe," "envision," "estimate," "expect," "intend," "may," "plan," "predict," "project," "target," "potential," "will," "would," "could," "should," "continue," "contemplate" or the negative or plural of these words, or other similar expressions that are predictions or indicate future events or prospects, although not all forward-looking statements contain these words. The forward-looking statements in this report include, but are not limited to, statements regarding the timing and effect of the Company's delisting from NYSE and transfer to Nasdaq. The forward-looking statements in this report are only predictions and are based largely on the Company's current expectations and projections about future events and financial trends that it believes may affect its business, financial condition and results of operations. These forward-looking statements speak only as of the date of this report and are subject to a number of known and unknown risks, uncertainties and assumptions, including without limitation, risks associated with the delisting from NYSE; the Company's ability to successfully transfer to Nasdaq; the possibility that the Company's Securities may be involuntarily delisted from NYSE prior to the effectiveness of the voluntary delisting; market conditions and the impact of these changes on the trading and price of the Company's Securities; changes in domestic and foreign business, market, financial, political and legal conditions;

the inability of the parties to successfully or timely consummate the proposed business combination, including the risk that any required regulatory approvals are not obtained, are delayed or are subject to unanticipated conditions that could adversely affect the combined company or the expected benefits of the proposed business combination, or that the approval of the stockholders of Hunch Mobility or DSAQ is not obtained; the ability to acquire and maintain the listing of PubCo's securities on a stock exchange; the inability to complete any private placement financing, the amount of any private placement financing or the completion of any private placement financing with terms unfavorable to you; the risk that the proposed business combination disrupts current plans and operations DSAQ, Hunch Mobility, IndiaCo or PubCo as a result of the announcement and consummation of the proposed business combination and related transactions; the risk that any of the conditions to closing of the business combination are not satisfied in the anticipated manner or on the anticipated timeline or are waived by any of the parties thereto; the failure to realize the anticipated benefits of the proposed business combination and related transactions, which may be affected by, among other things, the ability of PubCo to grow and manage growth profitably, grow its customer base and retain its management and key employees; risks relating to the uncertainty of the costs related to the proposed business combination; risks related to the rollout of Hunch Mobility, IndiaCo and PubCo's business strategy and the timing of expected business milestones, including, but not limited to, the use of electrical vertical aircraft; Hunch Mobility's limited operating history and history of net losses; the evolution and growth of the markets in which PubCo operates; changes in applicable laws or regulations; the ability of PubCo to adhere to legal and regulatory requirements and to receive any needed regulatory approvals or licenses; cybersecurity risks, data loss and other breaches of PubCo's network security and the disclosure of personal information; the effects of competition on Hunch Mobility, IndiaCo and PubCo's business; risks related to domestic and international political and macroeconomic uncertainty, including the continued economic growth of the Indian sub-continent, the impacts of climate change, the Russia-Ukraine conflict, consumer preferences, supply chain issues and inflation; risks related to PubCo's third party aircraft operators; PubCo's reliance on technology leased from Blade Air Mobility, Inc.; the limited geographic scope of PubCo's operations to the Indian sub-continent; the outcome of any legal proceedings that may be instituted against Hunch Mobility, IndiaCo, DSAQ, PubCo or any of their respective directors or officers, following the announcement of the proposed business combination; the amount of redemption requests made by DSAQ's public stockholders; the ability of DSAQ to issue equity, if any, in connection with the proposed business combination or to otherwise obtain financing in the future; risks related to Hunch Mobility, IndiaCo and PubCo's industry; and other risks described in the "Risk Factors" section of the Company's Annual Report on Form 10-K for the year ended December 31, 2023 as filed with the SEC on April 1, 2024. Because forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified and some of which are beyond the Company's control, investors should not rely on these forward-looking statements as predictions of future events. The events and circumstances reflected in the Company's forward-looking statements may not be achieved or occur and actual results could differ materially from those projected in the forward-looking statements. Except as required by applicable law, the Company does not plan to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise.

Contact

jrb@directsellingcapital.com