

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 28, 2023**

Appreciate Holdings, Inc.

(Exact name of registrant as specified in its charter)

<p style="text-align:center">Delaware (State or other jurisdiction of incorporation)</p> <p style="text-align:center">6101 Baker Road, Suite 200 Minnetonka, MN (Address of principal executive offices)</p>	<p style="text-align:center">001-39758 (Commission File Number)</p> <p style="text-align:center">(952) 470-8888 (Registrant's telephone number, including area code)</p>	<p style="text-align:center">83-2426917 (I.R.S. Employer Identification No.)</p> <p style="text-align:center">55345 (Zip Code)</p>
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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 (see General Instruction A.2. below):

- 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 Symbols	Name of each exchange on which registered
Class A Common Stock, par value \$0.0001 per share	SFR	The Nasdaq Stock Market LLC
Warrants to purchase Class A Common Stock, each whole warrant exercisable for one share of Class A Common Stock at an exercise price of \$11.50 per share	SFRWW	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 7.01 Regulation FD Disclosure.

On April 28, 2023, the Company sold an additional USD \$210,000 aggregate principal amount of convertible debentures to two (2) accredited investors (the "Debentures"). The investors paid USD \$70,000 to acquire the debentures (a 67% original issue discount) and the purchasers included Director Laurie Hawkes and the Company's CEO and Director Chris Laurence. In connection with the issuance of the additional Debentures, the Company issued to the investors warrants to purchase an aggregate of 28,000 shares of Class A Common Stock of the Company, \$0.0001 par value. The warrants are immediately exercisable at an exercise price of \$5.00 per share and include a cashless exercise provision. The warrants expire five (5) years from the date of issuance. The documents entered into with respect to the additional investments were identical to the form of agreements filed with the Current Report on Form 8-K filed on March 31, 2023.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
104	Inline XBRL for the cover page of this Current Report on Form 8-K.

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.

Appreciate Holdings, Inc.

Date: May 4, 2023

By: /s/ Christopher Laurence

Name: Christopher Laurence

Title: Chief Executive Officer