

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): **March 10, 2022**

**Banyan Acquisition Corporation**  
(Exact name of registrant as specified in its charter)

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

**001-41236**  
(Commission File Number)

**86-2556699**  
(I.R.S. Employer Identification No.)

**400 Skokie Blvd  
Suite 820  
Northbrook, Illinois 60062**

(Address of principal executive offices)

**(847) 757-3812**  
(Registrant's telephone number, including area 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                    | BYN.U             | New York Stock Exchange                   |
| Class A common stock, par value \$0.0001 per share  | BYN               | New York Stock Exchange                   |
| Redeemable Warrants, each exercisable for one share of Class A common stock at an exercise price of \$11.50 per share | BYN.WS            | New York Stock Exchange                   |

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 8.01 Other Events.**

On March 10, 2022, Banyan Acquisition Corporation (the "Company") issued a press release, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K, announcing that the holders of the Company's units (the "Units") may elect to separately trade the shares of Class A Common Stock, par value \$0.0001 per share (the "Class A Common Stock"), and warrants (the "Warrants") included in the Units commencing on or about March 11, 2022. Each Unit consists of one share of Class A Common Stock and one-half of one redeemable Warrant to purchase one share of Class A Common Stock. Any Units not separated will continue to trade on the New York Stock Exchange ("NYSE") under the symbol "BYN.U," and the Class A Common Stock and Warrants will separately trade on NYSE under the symbols "BYN" and "BYN.WS," respectively. No fractional Warrants will be issued upon separation of the Units and only whole Warrants will trade. Holders of Units will need to have their brokers contact Continental Stock Transfer & Trust Company, the Company's transfer agent, in order to separate the Units into shares of Class A Common Stock and Warrants.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following exhibits are filed with this Form 8-K:

| Exhibit No. | Description of Exhibits                   |
|-------------|---|
| <u>99.1</u> | <u>Press Release dated March 10, 2022</u> |

**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.

**BANYAN ACQUISITION CORPORATION**

By: /s/ Keith Jaffee

Name: Keith Jaffee

Title: Chief Executive Officer

Dated: March 10, 2022

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**Banyan Acquisition Corporation Announces the Separate Trading of its Class A Common Stock and Warrants**

Northbrook, Illinois--(BUSINESS WIRE)--**Banyan Acquisition Corporation (NYSE: BYN.U)** (the “Company”) announced today that, commencing March 11, 2022, holders of the 24,150,000 units sold in the Company’s initial public offering may elect to separately trade the Company’s Class A common stock and warrants included in the units. Shares of Class A common stock and warrants that are separated will trade on the New York Stock Exchange (“NYSE”) under the symbols “BYN” and “BYN.WS,” respectively. No fractional warrants will be issued upon separation of the units and only whole warrants will trade. Those units not separated will continue to trade under NYSE symbol “BYN.U.” Holders of units will need to have their brokers contact Continental Stock Transfer & Trust Company, the Company’s transfer agent, in order to separate the units into shares of Class A common stock and warrants.

Banyan Acquisition Corporation, led by CEO, Keith Jaffee, and Chairman, Jerry Hyman, is a special purpose acquisition company formed with the purpose of entering into a business combination with one or more businesses. While the Company may pursue an initial business combination with a company in any sector or geography, it intends to focus its search on businesses within the foodservice industry. The Company has not selected any specific business combination target.

BTIG, LLC acted as the sole bookrunner for the offering. I-Bankers Securities, Inc. acted as co-manager for the offering. The offering was made only by means of a prospectus. Copies of the prospectus may be obtained by contacting BTIG, LLC, 65 East 55th Street, New York, NY 10022, or by email at [ProspectusDelivery@btig.com](mailto:ProspectusDelivery@btig.com).

A registration statement relating to the securities was declared effective by the U.S. Securities and Exchange Commission (the “SEC”) on January 19, 2022. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

**CAUTIONARY NOTE CONCERNING FORWARD-LOOKING STATEMENTS**

This press release contains statements that constitute “forward-looking statements,” including with respect to the Company’s search for an initial business combination. Forward-looking statements are subject to numerous conditions, many of which are beyond the control of the Company, including those set forth in the “Risk Factors” section of the Company’s registration statement for the Company’s initial public offering filed with the SEC. Copies are available on the SEC’s website, [www.sec.gov](http://www.sec.gov). The Company undertakes no obligation to update these statements for revisions or changes after the date of this release, except as required by law.

Banyan Acquisition Corporation  
Contact: Keith Jaffee  
[Keith@banyanacquisition.com](mailto:Keith@banyanacquisition.com)

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