

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): November 7, 2022

AXIOS SUSTAINABLE GROWTH ACQUISITION CORPORATION  
(Exact name of registrant as specified in its charter)

Cayman Islands

(State or other jurisdiction of incorporation)

001-41292

(Commission File Number)

98-1640650

(I.R.S. Employer Identification No.)

Hidden Pines Farm, 14090, Hopewell Road  
Alpharetta, Georgia

(Address of principal executive offices)

30004

(Zip Code)

(770) 813-6500

(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 Securities Exchange Act of 1934:

Title for each class	Trading Symbol(s)	Name of each exchange on which registered
Units, each consisting of one Class A ordinary share, one right and one redeemable warrant	AXACU	The New York Stock Exchange
Class A ordinary shares, \$0.0001 par value per share	AXAC	The New York Stock Exchange
Redeemable warrants, each warrant exercisable for one Class A ordinary share at an exercise price of \$11.50	AXACWS	The New York Stock Exchange
Rights to acquire one-tenth of one Class A ordinary share	AXACR	The 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 7, 2022, Matthijs P. Mondria, a member of the Board of Directors (the "Board") and audit committee (the "Audit Committee") of AXIOS Sustainable Growth Acquisition Corporation (the "Company"), notified the Company that he will retire from the Board, effective immediately. Mr. Mondria is resigning to pursue another opportunity and not due to any disagreement with the Company on any matter relating to the Company's operations, policies or practices.

On November 7, 2022, Matthias A. Krön tendered his resignation as chair of the Audit Committee due to his possible participation in a transaction that could call into question his independence as an Audit Committee member on a going-forward basis.

On November 7, 2022, Anthony V. Raftopol tendered his resignation as Chief Operating Officer of the Company.

On November 7, 2022, to fill the vacancies created by the departures of Mr. Mondria and Mr. Krön, the Board elected Paul Saint Pierre to serve as a director of the Company and appointed him to serve as chair of the Audit Committee, effective immediately. In addition, the Board appointed Dr. Uwe Nickel, an existing member of the Board, to serve as a member of the Audit Committee, effective immediately. The Board has determined that each of Mr. Pierre and Dr. Nickel are independent directors under

applicable rules of the New York Stock Exchange. None of the Company's directors receive any cash compensation for services rendered to the Company as Board members or as members of any committee of the Board. There is no arrangement or understanding between either Mr. Pierre and Dr. Nickel and any other persons pursuant to which they were appointed as a director. Furthermore, there are no transactions between either Mr. Pierre and Dr. Nickel and the Company that would be required to be reported under Item 404(a) of Regulation S-K.

In connection with his appointment to the Board, Mr. Pierre executed the Company's standard form of indemnification agreement.

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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.

Date: November 9, 2022

#### AXIOS Sustainable Growth Acquisition Corporation

By: /s/ Benedikt E. Förtig  
Name: Benedikt E. Förtig  
Title: Chief Executive Officer

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