
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO SECTION 13A-16 OR 15D-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of March 2024

Commission File Number: 001-41226

Tritium DCFC Limited

(Translation of registrant's name into English)

48 Miller Street
Murarrie, QLD 4172
Australia
+61 (07) 3147 8500

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Extraordinary General Meeting

On March 22, 2024, Tritium DCFC Limited (the “Company”) held an Extraordinary General Meeting of Shareholders (the “EGM”) to consider the resolution of consolidating Company ordinary shares (the “Shares”) on the basis that every two-hundred (200) Shares be consolidated into one (1) Share, with the consolidation to take effect on April 2, 2024 or such later date upon the completion of administrative procedures pursuant to listing exchange requirements.

The results of the vote of shareholders from the EGM are furnished hereto as Exhibit 99.1.

Delisting Determination Notification

On March 21, 2024, the Company issued a press release titled “Tritium Receives Nasdaq Delisting Determination,” a copy of which is furnished hereto as Exhibit 99.2.

Bridge Loan Facility

On March 21, 2024, the Company entered into a Second Global Deed (the “Second Global Deed”) to, among other matters, further amend the document entitled “Senior Loan Note Subscription Agreement,” originally dated September 2, 2022, as amended from time to time, including pursuant to the document entitled “Global Deed – 2023 – Tritium” dated December 22, 2023 (the “First Global Deed”) (the Senior Loan Note Subscription Agreement as amended by the First Global Deed and the Second Global Deed being the “Amended Loan Note Subscription Agreement”). The Amended Loan Note Subscription Agreement provides for an uncommitted bridge loan facility by way of new Facility C, with such funding in an aggregate principal amount of US\$11.5 million advanced against subscription for loan notes issued by Tritium Pty Ltd (the “Bridge Loan Facility”) with the Company, Tritium Pty Ltd, Tritium Holdings Pty Ltd, Decarbonization Plus Acquisition Corporation II, Tritium America Corporation, Tritium Technologies LLC, Tritium Europe B.V., Tritium Technologies B.V., and Tritium Technologies Limited as guarantors and Cigna Health and Life Insurance Company, Barings Target Yield Infrastructure Debt Holdco 1 S.A R.L., Martello Re Limited, and Sunset Power Pty Ltd as trustee of St Baker Family Trust as lenders under Facility C (the “Facility C Lenders”) (the loans drawn on the Bridge Loan Facility from time to time, collectively, the “Bridge Loans”).

Under the terms of the Bridge Loan Facility, the Facility C Lenders may fund the Bridge Loans (subject to customary drawdown conditions) on not more than a weekly basis (unless otherwise agreed) to fund the Company’s and its direct and indirect subsidiaries’ ordinary course working capital, operations, and/or expenses in accordance with an agreed financial model and cashflow forecast, or such other purposes agreed by the Facility C Lenders in their discretion. The Bridge Loans will include customary covenants for an instrument of this type, including Total Leverage Ratio, Total Interest Cover Ratio, and Total Tangible Assets Ratio (as such terms are defined in the Second Global Deed). Interest on the Bridge Loans shall accrue at a rate of 12% per annum. Facility C has a coupon rate of 12% per annum and a single interest period which commences on the utilization date for a loan under Facility C and ends on (and excludes) the Facility C Termination Date (as such term is defined in the Second Global Deed), or if earlier the date such loan under Facility C is repaid or prepaid. Facility C is secured, with such security held on trust by a security trustee subject to the terms of the existing Tritium Security Trust III for the benefit of all lenders under the Amended Loan Note Subscription Agreement. Intercreditor provisions provide for a super senior creditor position for the Facility C Lenders, Facility B Lenders, and certain Facility A Lenders (as such terms are defined in the Second Global Deed) vis a vis the remaining Facility A Lenders and Accordion Lender (each as detailed in Schedule 2 to the Second Global Deed). The Bridge Loans will become immediately due and payable on or at any time after the occurrence of an event of default which is continuing under the Amended Loan Note Subscription Agreement by notice from the relevant Majority Lenders (as such term is defined in the Second Global Deed).

The Bridge Loans are intended to strengthen the Company’s liquidity and lend to the Company’s ability to continue as a going concern as the Company works to continue operations and serve its customers.

EXHIBIT INDEX

Exhibit No.	Description
99.1	Voting Results of Extraordinary General Meeting
99.2	Press Release issued by Tritium DCFC Limited on March 21, 2024, titled "Tritium Receives Nasdaq Delisting Determination"

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Tritium DCFC Limited

Date: March 22, 2024

By: /s/ Robert Topol
Robert Topol
Chief Financial Officer

Tritium DCFC Limited
General Meeting
Friday, 22 March 2024
Results of Meeting



The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth).

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
1 Share Consolidation	Ordinary	93,555,395 89.01%	11,404,676 10.85%	0 0.00%	143,166 0.14%	93,665,751 89.07%	11,492,562 10.93%	151,612	Carried

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.



Tritium Receives Nasdaq Delisting Determination

March 21, 2024

BRISBANE, Australia, March 21, 2024 (GLOBE NEWSWIRE) -- Tritium DCFC Limited (Nasdaq: DCFC) ("Tritium" or the "Company"), a global developer and manufacturer of direct current ("DC") fast chargers for electric vehicles ("EVs"), today announced that on March 15, 2024 the Company received a delisting determination notice (the "Delisting Notice") from the Nasdaq Stock Market LLC ("Nasdaq").

As previously reported, on October 12, 2023 the Company received an initial notice ("the Deficiency Notice") from Nasdaq indicating that the Company was not in compliance with Nasdaq Listing Rule 5450(a)(1) (the "Minimum Bid Price Requirement") because the bid price of the Company's ordinary shares trading on the Nasdaq Global Market had closed below \$1.00 per share for the previous 30 consecutive business days. In accordance with Nasdaq Listing Rule 5810(c)(3)(A), we were provided a period of 180 calendar days, or until April 9, 2024, to regain compliance with the Minimum Bid Price Requirement.

On March 15, 2024, the Company received the subsequent Delisting Notice from Nasdaq notifying the Company that, as of March 15, 2024, the Company's ordinary shares had a closing bid price of \$0.10 or less for ten consecutive trading days and that, consistent with Nasdaq Listing Rule 5810(c)(3)(A)(iii), Nasdaq had determined to begin the process to delist the Company's common stock from the Nasdaq Global Market. The Delisting Notice provided that the Company had an opportunity to appeal Nasdaq's decision.

On March 22, 2024, the Company intends to submit a request for a hearing before the Nasdaq Hearings Panel to appeal the Delisting Notice. The Company simultaneously is holding an extraordinary general meeting of shareholders on March 22, 2024 to vote upon a reverse stock split on the basis that every two-hundred (200) ordinary shares of the Company's stock (the "Shares") be consolidated into one (1) Share, with the consolidation to take effect upon the completion of administrative procedures pursuant to listing exchange requirements with an anticipated effective date of April 1, 2024.

About Tritium

Founded in 2001, Tritium (NASDAQ: DCFC) designs and manufactures proprietary hardware and software to create advanced and reliable DC fast chargers for electric vehicles. Tritium's compact and robust chargers are designed to look great on Main Street and thrive in harsh conditions, through technology engineered to be easy to install, own, and use. Tritium is focused on continuous innovation in support of our customers around the world.

For more information, visit tritiumcharging.com.

Forward Looking Statements

This press release includes "forward-looking statements." The Company's actual results may differ from its expectations, estimates and projections and consequently, you should not rely on these forward-looking statements as predictions of future events. Words such as "expect," "estimate," "project," "budget," "forecast," "anticipate," "intend," "plan," "may," "will," "could," "should," "believe," "predict," "potential," "continue," "aim" and expressions are intended to identify such forward-looking statements. These forward-looking statements include, without limitation, the Company's expectations, hopes, beliefs, intentions, or strategies for the future, including those that relate to the Company's share price and good standing with Nasdaq. These forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from the expected results. You should carefully consider the risks and uncertainties described in the documents filed by the Company from time to time with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Most of these factors are outside the Company's control and are difficult to predict. The Company cautions not to place undue reliance upon any forward-looking statements, including projections, which speak only as of the date made. The Company does not undertake or accept any obligation to release publicly any updates or revisions to any forward-looking statements to reflect any change in its expectations or any change in events, conditions, or circumstances on which any such statement is based.

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