

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): June 12, 2024

**ATLANTIC INTERNATIONAL CORP.**  
(Exact name of registrant as specified in charter)

**Delaware**

(State or other Jurisdiction of  
Incorporation or Organization)

**001-40760**

(Commission File Number)

**46-5319744**

(IRS Employer  
Identification No.)

**3 Federal Street  
Billerica, MA**

(Address of Principal Executive Offices)

**01821**

(zip code)

**(781) 460-6016**

(Registrant's telephone number, including area code)

SeqLL Inc.

(Former name or former address, if changed since last report)

Securities registered or to be registered as pursuant to Section 12(b) of the Act: None

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of 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(b) under the Exchange Act (17 CFR 240.14a-12(b))
- 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:

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 1.01 Entry Into a Material Definitive Agreement

### *Amended and Restated Agreement and Plan of Reorganization*

As previously reported, on June 4, 2024, Atlantic International Corp. (then known as SeqLL, Inc.), a Delaware corporation (the “Company”), SeqLL Merger LLC, a Delaware limited liability company and wholly-owned subsidiary of the Company (“Purchaser Sub”), Atlantic Acquisition Corp, a Delaware corporation (“Atlantic”), Atlantic Merger LLC, a Delaware limited liability company and a majority-owned subsidiary of Atlantic (“Atlantic Merger Sub”), Lyneer Investments, LLC a Delaware limited liability company (“Lyneer”), and IDC Technologies, Inc., a California corporation (“IDC”), entered into an Amended and Restated Agreement and Plan of Reorganization (the “Merger Agreement”) pursuant to which (i) Atlantic Merger Sub will be merged with and into Lyneer, with Lyneer continuing as the surviving entity (the “Lyneer Merger”) and (ii) Purchaser Sub will be subsequently be merged with and into Lyneer with Lyneer continuing as the surviving entity and as a wholly-owned subsidiary of the Company (the “SeqLL Merger” and together with the Lyneer Merger, the “Mergers”)

On June 12, 2024, the Company entered into Amendment No 1 to the Merger Agreement to reflect a decline in the market price of SeqLL common stock since the execution of the Merger Agreement. The Merger Price (as defined in the Merger Agreement) was reduced from \$3.10 to \$2.36 per share. All other principal terms of the Merger Agreement remain the same.

A copy of the Amendment No 1 to the Merger Agreement is attached hereto as Exhibit 2.1.

## Item 5.03 Amendments to Articles of Incorporation Bylaws; Change in Fiscal Year

On June 13, 2024, in preparation for the Mergers described in Item 1.01 above, the Company changed its name from SeqLL Inc. to Atlantic International Corp. A copy of the amendment to the Company’s Certificate of Incorporation is attached hereto as Exhibit 3.1.

## Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
2.1	<a href="#">Amendment No. 1 to the Amended and Restated Agreement and Plan of Reorganization dated as of June 12, 2024*</a>
3.1	<a href="#">Certificate of Amendment of the Third Amended and Restated Certificate of Incorporation of SeqLL Inc.</a>
10.4	Cover Page Interactive Data File (embedded within the Inline XBRL document)

\* Schedules, exhibits and similar supporting attachments to this exhibit are omitted pursuant to Item 601(b)(2) of Regulation S-K. We agree to furnish a supplemental copy of any omitted schedule or similar attachment to the Securities and Exchange Commission upon request.

**SIGNATURES**

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.

Dated: June 18, 2024

**ATLANTIC INTERNATIONAL CORP.**

By: /s/ Daniel Jones

Daniel Jones

Chief Executive Officer

**AMENDMENT NO. 1 TO  
THE AMENDED AND RESTATED AGREEMENT AND PLAN OF REORGANIZATION**

THIS AMENDMENT ("Amendment") dated and effective as of June 12, 2024 (the "Effective Date") to the Amended and Restated Agreement and Plan of Reorganization dated as of June 4, 2024 (the "M/A"), by and among (i) Atlantic Acquisition Corp, a Delaware corporation ("Atlantic"), (ii) Atlantic Merger LLC, a Delaware limited liability company and a majority-owned subsidiary of Atlantic ("Atlantic Merger Sub"), (iii) SeqLL Inc., a Delaware corporation ("SeqLL"), (iv) SeqLL Merger LLC, a Delaware limited liability company and a wholly-owned subsidiary of SeqLL ("Purchaser Sub"), (v) Lyneer Investments, LLC, a Delaware limited liability company (the "Company"), and (vi) IDC Technologies, Inc., a California corporation ("IDC" or the "Seller"). Each of Atlantic, Atlantic Merger Sub, SeqLL, Purchaser Sub, the Company and the Seller are hereinafter referred to as a "Party," and collectively as the "Parties."

**WITNESSETH:**

**WHEREAS**, the Parties entered into the M/A dated as of June 4, 2024;

**WHEREAS**, the Parties have agreed to amend the M/A to reflect a decline in the market price of SeqLL Common Stock since the execution of the M/A.

**NOW, THEREFORE**, in consideration of the mutual promises and covenants and agreements contained herein and for other good and valuable consideration by each of the parties, the parties hereby agree as follows:

1. Section 2.3(b) of the M/A is hereby amended and restated in its entirety to read as follows:

(b) Stock Consideration. Upon the completion of the Mergers, at the Closing SeqLL shall:

(i) issue to the Seller a number of shares of SeqLL common stock (the "Series Consolidation") equal to the quotient of \$60,000,000 divided by the lower of \$2.36 per share or such price as determined by the Parties at the time of the Mergers (the "Merger Price");

(ii) issue to or at the discretion of Atlantic a number of shares of SeqLL common stock equal to the quotient of \$43,000,000 divided by the Merger Price (the "Atlantic Consideration") which shall be allocated to the Atlantic shareholders (the "Atlantic Shareholders"); and

(iii) instruct its transfer agent to deliver certificates or book entries for the Stock Consideration and the Atlantic Consideration.

2. Section 3.23 of the MA is hereby amended as follows: The number of shares of SeqLL common Stock to be deposited in escrow is changed from 3,490,318 to 4,704,096.

3. No Further Amendment. The Parties hereby agree that all other provisions of the M/A shall, subject to the amendments set forth in this Amendment, continue unmodified, in full force and effect and constitute legal and binding obligations of the Parties in accordance with their terms. This Amendment is limited precisely as written and shall not be deemed to be an amendment to any other term or condition of the M/A or any of the documents referred to therein. This Amendment shall form an integral and inseparable part of the M/A. From and after the date of this Amendment, each reference in the M/A to "this Agreement," "hereof," "hereunder" or words of like import, and all references to the M/A in any and all agreements, instruments, documents, notes, certificates and other writings of every kind of nature (other than in this Amendment or as otherwise expressly provided) will be deemed to mean the M/A, as amended by this Amendment, whether or not this Amendment is expressly referenced.

4. Other Terms. The provisions of Article X of the Agreement are incorporated herein by reference and shall apply to the terms and provisions of this Amendment and the parties hereto, *mutatis mutandis*. All capitalized terms used herein without definition shall have the meanings assigned to such terms in the M/A.

[Signature Pages Follow]

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**IN WITNESS WHEREOF**, the Parties have executed this Amendment No. 1 to the Amended and Restated Agreement and Plan of Reorganization on the date first above written.

**PURCHASER:**

**SEQLL INC.**, a Delaware corporation

By: /s/ Daniel Jones  
Daniel Jones, Chief Executive Officer

**PURCHASER SUB:**

**SEQLL MERGER LLC**, a Delaware limited liability company

By: /s/ Daniel Jones  
Daniel Jones, Managing Member

**ATLANTIC ACQUISITION CORP.**, a Delaware corporation

By: /s/ Jeffrey Jagid  
Jeffrey Jagid, Chief Executive Officer

**ATLANTIC MERGER LLC**,

a Delaware limited liability company

By: /s/ Jeffrey Jagid  
Jeffrey Jagid, Managing Member

**COMPANY:**

**LYNEER INVESTMENTS, LLC**, a Delaware limited liability company

By: /s/ Prateek Gattani  
Prateek Gattani, Manager

**SELLER:**

**IDC TECHNOLOGIES, INC.**, a California corporation

By: /s/ Prateek Gattani  
Prateek Gattani, Chief Executive Officer

*SIGNATURE PAGE TO AMENDMENT NO. 1 TO AGREEMENT AND PLAN OF REORGANIZATION*


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Delaware  
The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SEQLL INC.", CHANGING ITS NAME FROM "SEQLL INC." TO "ATLANTIC INTERNATIONAL CORP", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF JUNE, A.D. 2024, AT 12:39 O`CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

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SR# 20242865102

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 203702677  
Date: 06-13-24

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:39 PM 06/13/2024  
FILED 12:39 PM 06/13/2024  
SR 20242865102 - File Number 5510849

**CERTIFICATE OF AMENDMENT OF THE  
THIRD AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
SEQLL INC.**

Pursuant to Section 242 of the  
Delaware General Corporation Law

SeqLL Inc. (the "**Corporation**"), a corporation organized and existing under the General Corporation Law of the State of Delaware ("**DGCL**"), does hereby certify as follows:

**FIRST:** That at a meeting of the Board of Directors of the Corporation resolutions were duly adopted setting forth a proposed amendment of the Third Amended and Restated Certificate of Incorporation of the Corporation (the "**Amendment**"), declaring the Amendment to be advisable and calling a meeting of the stockholders of the Corporation for consideration thereof. The resolution setting forth the proposed Amendment is as follows:

**RESOLVED**, that the Third Amended and Restated Certificate of Incorporation of the Corporation be amended by changing the Article One thereof so that, as amended, said Article shall be and read as follows:

The name of the Corporation is **Atlantic International Corp**

**SECOND:** That thereafter, pursuant to resolution of Board of Directors of the Corporation, a special meeting of the stockholders of the Corporation was duly called and held upon notice in accordance with Section 222 of the DGCL at which meeting the necessary number of shares as required by statute were voted in favor of the Amendment.

**THIRD:** That the Amendment was duly adopted in accordance with the provisions of Section 242 of the DGCL.

**IN WITNESS WHEREOF**, I, the undersigned, being an authorized officer of the Corporation, do make, file, and record this Certificate of Amendment, and do certify that the facts herein are true, and I have accordingly hereunto set my hand this 13th day of June, 2024.

*Daniel Jones*

D:\n(e)\Jones\1 Jun 11, 0002 10 13 EDT

Name: Daniel Jones

Title: Chief Executive Officer