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

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SCHEDULE 14A

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**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**FTAC EMERALD ACQUISITION CORP.**  
(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee paid previously with preliminary materials.
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a6(i)(1) and 0-11.
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 15, 2023

**FTAC EMERALD ACQUISITION CORP.**

(Exact name of registrant as specified in its charter)

Delaware <hr/> (State or other jurisdiction of incorporation or organization)	001-41168 <hr/> (Commission File Number)	86-2170416 <hr/> (I.R.S. Employer Identification Number)
2929 Arch Street, Suite 1703 Philadelphia, PA <hr/> (Address of principal executive offices)		19104 <hr/> (Zip Code)

Registrant's telephone number, including area code: (215) 701-9555

**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, par value \$0.0001 per share, and one-half of one redeemable warrant	EMLDU	The Nasdaq Stock Market LLC
Shares of Class A common stock, par value \$0.0001 per share, included as part of the units	EMLD	The Nasdaq Stock Market LLC
Redeemable warrants, each exercisable for one share of Class A common stock for \$11.50 per share	EMLDW	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 8.01. Other Events.**

On September 15, 2023, FTAC Emerald Acquisition Corp. (the "Company") announced that the special meeting in lieu of annual meeting of stockholders (the "Meeting") scheduled to be held on September 18, 2023 at 11:00 am Eastern Time will be postponed until 4:30 pm Eastern Time on September 18. There is no change to the Meeting date, location, record date, purpose or any of the proposals to be acted upon at the Meeting. The Company also announced that the price for any shares of Class A common stock properly redeemed in connection with the Meeting is estimated to be approximately \$10.47 per share.

The Meeting is being held for the purposes of considering and voting on (i) an extension amendment to the Company's Amended and Restated Certificate of Incorporation, (ii) an extension amendment to the Investment Management Trust Agreement and (iii) an adjournment proposal (collectively, the "Proposals"), each as described in the Company's amended definitive proxy statement filed with the Securities and Exchange Commission ("SEC") on August 31, 2023.

A copy of the press release is attached hereto as Exhibit 99.1. The information in Exhibit 99.1 is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

### **Forward-Looking Statements**

This Current Report on Form 8-K includes "forward-looking statements" within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Certain of these forward-looking statements can be identified by the use of words such as "believes," "expects," "intends," "plans," "estimates," "assumes," "may," "should," "will," "seeks," or other similar expressions. Such statements may include, but are not limited to, statements regarding shareholder approval of the Proposals and related redemptions, the amount of funds that may be available in the Trust Account following the Extension, if approved, and the Company's ability to complete an initial business combination within the required time period. These statements are based on current expectations on the date of this Current Report on Form 8-K and involve a number of risks and uncertainties that may cause actual results to differ significantly, including those risks set forth in the Proxy Statement and the Company's most recent Annual Report on Form 10-K and other documents filed with the SEC. Copies of such filings are available on the SEC's website at [www.sec.gov](http://www.sec.gov). The Company does not assume any obligation to update or revise any such forward-looking statements, whether as the result of new developments or otherwise. Readers are cautioned not to put undue reliance on forward-looking statements.

### **Additional Information and Where to Find It**

Further information related to attendance, voting and the Proposals to be considered and voted on at the Meeting is described in the definitive proxy statement for the Meeting filed by the Company with the SEC on August 31, 2023 (the "Proxy Statement"), which has been mailed to the Company's shareholders of record as of the record date for the Meeting. Investors and security holders of the Company are advised to read the Proxy Statement because it contains important information about the Meeting and the Company. Investors and security holders of the Company may also obtain a copy of the Proxy Statement, as well as other relevant documents that have been or will be filed by the Company with the SEC, without charge and once available, at the SEC's website at [www.sec.gov](http://www.sec.gov) or by directing a request to: FTAC Emerald Acquisition Corp., 2929 Arch Street, Suite 1703, Philadelphia, PA 19104.

### **Participants in the Solicitation**

The Company and certain of its directors and executive officers and other persons may be deemed to be participants in the solicitation of proxies from the Company's stockholders in respect of the Proposals to be considered and voted on at the Meeting. Information concerning the interests of the directors and executive officers of the Company is set forth in the Proxy Statement, which may be obtained free of charge from the sources indicated above.

### **No Offer or Solicitation**

This Current Report on Form 8-K does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended, or pursuant to an exemption therefrom.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**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.

Dated: September 15, 2023

**FTAC EMERALD ACQUISITION CORP.**

By: /s/ Bracebridge H. Young, Jr.

Name: Bracebridge H. Young, Jr.

Title: President and Chief Executive Officer

**FTAC EMERALD ACQUISITION CORP. ANNOUNCES TIME CHANGE OF SPECIAL MEETING IN LIEU OF ANNUAL MEETING OF STOCKHOLDERS AND ESTIMATED REDEMPTION PRICE PER SHARE**

PHILADELPHIA, PA, Sept. 15, 2023 (GLOBE NEWSWIRE) -- FTAC Emerald Acquisition Corp. (NASDAQ:EMLD) (the "Company"), a blank-check company formed for the purpose of acquiring or merging with one or more businesses, announces that the special meeting in lieu of annual meeting of stockholders (the "Meeting") scheduled to be held on September 18, 2023 at 11:00 am Eastern Time will be postponed until 4:30 pm Eastern Time on September 18. As previously announced, the Meeting will occur virtually at <https://www.cstproxy.com/ftacemeraldacquisition/2023>. The Meeting is being held for the purposes of considering and voting on (i) an extension amendment to the Company's Amended and Restated Certificate of Incorporation, (ii) an extension amendment to the Investment Management Trust Agreement and (iii) an Adjournment Proposal, each as described in the Company's amended definitive proxy statement filed with the Securities and Exchange Commission ("SEC") on August 31, 2023. The Company also announces that the price for any shares of Class A common stock properly redeemed in connection with the Meeting is estimated to be approximately \$10.47 per share.

The proxy card included with the previously distributed proxy materials will not be updated to reflect the adjournment and may continue to be used to vote shares in connection with the Meeting. There is no change to the date, location, record date, purpose or any of the proposals to be acted upon at the Meeting. Stockholders who have already voted and do not wish to change their vote do not need to vote again.

**Important Information and Where to Find It**

The Company has mailed to its stockholders of record as of August 22, 2023 a definitive proxy statement (the "Proxy Statement"). Investors and security holders of the Company are advised to read the Proxy Statement because it contains important information about the Meeting and the Company. Investors and security holders of the Company may also obtain a copy of the Proxy Statement, as well as other relevant documents that have been or will be filed by the Company with the SEC, without charge and once available, at the SEC's website at [www.sec.gov](http://www.sec.gov) or by directing a request to: FTAC Emerald Acquisition Corp., 2929 Arch Street, Suite 1703, Philadelphia, PA 19104.

**Participants in the Solicitation**

The Company and certain of its directors and executive officers and other persons may be deemed to be participants in the solicitation of proxies from the Company's stockholders in respect of the Proposals to be considered and voted on at the Meeting. Information concerning the interests of the directors and executive officers of the Company is set forth in the Proxy Statement, which may be obtained free of charge from the sources indicated above.

**No Offer or Solicitation**

This press release shall not constitute a solicitation of a proxy, consent, or authorization with respect to any securities. This press release shall also not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any states or jurisdictions in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended, or an exemption therefrom.

**Forward-Looking Statements**

This press release contains statements that constitute "forward-looking statements." 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 annual report on Form 10-K filed with the SEC and subsequent reports filed with the SEC, as amended from time to time. Copies of these documents are available on the SEC's website, at [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.

**Contact Information:**

FTAC Emerald Acquisition Corp.  
[info@cohencircle.com](mailto:info@cohencircle.com)

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