

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 30, 2022

VICKERS VANTAGE CORP. I

(Exact Name of Registrant as Specified in Charter)

Cayman Islands

(State or Other Jurisdiction
of Incorporation)

001-39852

(Commission File Number)

N/A

(IRS Employer
Identification No.)

1 Harbourfront Avenue, #16-06, Keppel Bay Tower, Singapore 098632, Singapore

(Address of Principal Executive Offices) (Zip Code)

(646) 974-8301

(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 (*see* General Instruction A.2. below):

- 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 ordinary share and one-half of one redeemable warrant	VCKAU	The Nasdaq Stock Market LLC
Ordinary Shares, par value \$0.0001 per share	VCKA	The Nasdaq Stock Market LLC
Redeemable warrants, exercisable for ordinary shares at an exercise price of \$11.50 per share	VCKAW	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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 30, 2022, Vickers Vantage Corp. I (the “Registrant”) held an extraordinary general meeting of its shareholders (the “Meeting”), to amend the Registrant’s Amended and Restated Memorandum and Articles of Association (the “Extension Amendment”) to (i) extend the date by which the Registrant has to consummate an initial business combination from July 11, 2022 (the “Original Termination Date”) to August 11, 2022 (the “Extended Date”) and (ii) allow the Registrant without another shareholder vote, to elect to extend the date to consummate a business combination on a monthly basis for up to five times by an additional one month each time after the Extended Date, upon five days’ advance notice prior to the applicable deadlines, until January 11, 2023 or a total of up to six months after the Original Termination Date (the “Extension Proposal”). The Registrant’s shareholders approved the Extension Amendment at the Meeting. On July 5, 2022, the Registrant filed the Extension Amendment with the Cayman Islands Registrar of Companies.

The foregoing description of the Extension Amendment is qualified in its entirety by the full text of the Extension Amendment, a copy of which is filed as Exhibit 3.1 hereto and incorporated herein by reference. The Registrant’s Amended and Restated Memorandum and Articles of Association will have an effective date of June 30, 2022.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the Meeting, holders of 13,254,846 of the Registrant’s ordinary shares, which represents approximately 77% of the ordinary shares issued and outstanding and entitled to vote as of the record date of May 31, 2022, were represented in person or by proxy.

At the Meeting, the Registrant’s shareholders approved a special resolution for the Extension Proposal, (as described above) and an ordinary resolution to adjourn the Meeting to a later date, if necessary, to permit further solicitation and vote of proxies in the event that there are insufficient votes for, or otherwise in connection with the approval of the Extension Proposal (the “Adjournment Proposal”). The Extension Proposal and the Adjournment Proposal are described in detail in the Registrant’s definitive proxy statement dated June 7, 2022 and were approved at the Meeting. The voting results for each proposal are as follows:

Proposal 1 - The Extension Proposal.

FOR	AGAINST	ABSTAIN
13,254,634	197	15

Proposal 2 - The Adjournment Proposal.

FOR	AGAINST	ABSTAIN
13,254,117	729	0

Item 8.01. Other Information.

In connection with its solicitation of proxies in connection with the Extension Proposal, the Registrant was required to permit its public shareholders to redeem their ordinary shares. Of the 13,800,000 ordinary shares outstanding with redemption rights, the holders of 4,073,605 ordinary shares elected to redeem their shares at a per share redemption price of \$10.25. As a result, approximately \$41.8 million will be removed from the Registrant's trust account (the "Trust Account") to pay such holders and approximately \$99.8 million will remain in the Trust Account. Following the redemptions, the Registrant will have 9,726,395 ordinary shares with redemption rights outstanding and the Registrant will deposit approximately \$323,888 (or approximately \$0.0333 per ordinary share that remains outstanding) for each calendar month, or portion thereof, that is needed by the Registrant to complete an initial business combination from July 11, 2022.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
3.1	Extension Amendment, dated June 30, 2022, to the Amended and Restated Memorandum and Articles of Association of Vickers Vantage Corp. I
3.2	Minutes of the Extraordinary General Meeting of the Registrant
99.1	Press Release dated July 5, 2022
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: July 5, 2022

VICKERS VANTAGE CORP. I

By: /s/ Jeffrey Chi

Name: Jeffrey Chi

Title: Chief Executive Officer

EXTENSION AMENDMENT
AMENDED AND RESTATED MEMORANDUM AND ARTICLES
OF ASSOCIATION
OF
VICKERS VANTAGE CORP. I

“RESOLVED, as a special resolution, that the Amended and Restated Memorandum and Articles of Association of the Company be amended by the deletion of the existing Articles 48.7 and 48.8 in their entirety and the insertion of the following language in their place:

48.7 In the event that the Company does not consummate a Business Combination by August 11, 2022 (the “**Extension Date**”), or such later time as the Members may approve in accordance with the Articles, the Company shall:

- (a) cease all operations except for the purpose of winding up;
- (b) as promptly as reasonably possible but not more than ten business days thereafter, redeem the Public Shares, at a per-Share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest earned on the funds held in the Trust Account and not previously released to the Company (less taxes payable and up to US\$100,000 of interest to pay dissolution expenses), divided by the number of then Public Shares in issue, which redemption will completely extinguish public Members’ rights as Members (including the right to receive further liquidation distributions, if any); and
- (c) as promptly as reasonably possible following such redemption, subject to the approval of the Company’s remaining Members and the Directors, liquidate and dissolve; subject in each case to its obligations under Cayman Islands law to provide for claims of creditors and in all cases subject to the other requirements of Applicable Law.

Notwithstanding this Article or any other provision of the Articles, without approval of the Members, the Directors may, at their option and upon five days advance notice prior to the applicable deadline, extend the period of time to consummate a Business Combination up to 5 times, each by an additional 1 month (for a total of up to 6 months to consummate a Business Combination) (the “**Deadline Date**”), unless the consummation and closing of a Business Combination shall have occurred.

The Company shall provide notice to the Members that an extension will be effected at least five days prior to the applicable deadline.

48.8 In the event that any amendment is made to this Article that would affect the substance or timing of the Company’s obligation to:

- (a) provide for the redemption of the Public Shares in connection with a Business Combination; or
- (b) redeem 100 per cent of the Public Shares if the Company has not consummated a Business Combination by the Deadline Date, or such later time as the Members may approve in accordance with the Articles, each holder of Public Shares who is not a Sponsor, a Founder, Officer or Director shall be provided with the opportunity to redeem their Public Shares upon the approval or effectiveness of any such amendment at a per-Share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest earned on the funds held in the Trust Account and not previously released to the Company to pay its taxes, divided by the number of then outstanding Public Shares. The Company’s ability to provide such redemption in this Article is subject to the Redemption Limitation.”

MINUTES OF AN EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF VICKERS VANTAGE CORP. I

JUNE 30, 2022

An Extraordinary General Meeting (the “Meeting”) of shareholders (“the Shareholders”) of Vickers Vantage Corp. I the “Company”), was held by telephonic conference on June 30, 2022 at 10:00 a.m. (Eastern Time). Each of the participants were able to speak and hear the other participants. In person attendance was available at The Nasdaq World Headquarters located at 151 W. 42nd St., 10FL Einstein Executive Conference Room, New York, NY 10036, USA.

In attendance were the following members of the Company: Jeffrey Chi, Christopher Ho, Steve Myint and Rebekah Woo.

Also in attendance by telephone conference were Joan Guilfoyle, outside counsel to the Company and Justin O’Keefe, Senior Director of Morrow Soldali, a consultant to the Company to act as Inspector of Election of this Meeting. Mr. Chi presided over the meeting as Chairman and Ms. Guilfoyle acted as Secretary for the meeting. There was a quorum of Shareholders present at the Meeting.

The Chairman explained that there were two items on the agenda, and upon motion duly made and seconded, the Shareholders approved the following resolutions:

RESOLVED AS A SPECIAL RESOLUTION, that the Shareholders hereby authorize the Company to amend the Company’s amended and restated memorandum and articles of association to extend the date by which the Company has to consummate a business combination from July 11, 2022 to August 11, 2022 and allow the Company, without another shareholder vote, to elect to extend the date to consummate a business combination on a monthly basis for up to 5 times by an additional one month each time after the extended date, upon five days’ advance notice prior to the applicable deadlines, until January 11, 2023 (the “Additional Extension Date”) or a total of up to 6 months after the original termination date, unless the closing of the proposed Business Combination with Scilex Holding Company or any potential alternative initial business combination shall have occurred (the full text of the special resolution is set out in Annex A).

FOR	AGAINST	ABSTAIN
13,254,634	197	15

RESOLVED, that the Shareholders hereby authorize the Company to Adjourn the extraordinary Meeting of the Company to a later date or dates, if necessary, to permit further solicitation and vote of proxies if, based upon the tabulated vote at the time of the Meeting, there are insufficient votes to approve the Extension Proposal.

FOR	AGAINST	ABSTAIN
13,254,117	729	0

There being no further business, the Meeting was adjourned.

Respectfully submitted,

/s/ Joan Guilfoyle

Joan Guilfoyle

Secretary

Approved:

/s/ Jeffrey Chi

Jeffrey Chi

Chief Executive Officer

EXTENSION AMENDMENT
AMENDED AND RESTATED MEMORANDUM AND ARTICLES
OF ASSOCIATION
OF
VICKERS VANTAGE CORP. I

“RESOLVED, as a special resolution, that the Amended and Restated Memorandum and Articles of Association of the Company be amended by the deletion of the existing Articles 48.7 and 48.8 in their entirety and the insertion of the following language in their place:

48.7 In the event that the Company does not consummate a Business Combination by August 11, 2022 (the “**Extension Date**”), or such later time as the Members may approve in accordance with the Articles, the Company shall:

- (a) cease all operations except for the purpose of winding up;
- (b) as promptly as reasonably possible but not more than ten business days thereafter, redeem the Public Shares, at a per-Share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest earned on the funds held in the Trust Account and not previously released to the Company (less taxes payable and up to US\$100,000 of interest to pay dissolution expenses), divided by the number of then Public Shares in issue, which redemption will completely extinguish public Members’ rights as Members (including the right to receive further liquidation distributions, if any); and
- (c) as promptly as reasonably possible following such redemption, subject to the approval of the Company’s remaining Members and the Directors, liquidate and dissolve; subject in each case to its obligations under Cayman Islands law to provide for claims of creditors and in all cases subject to the other requirements of Applicable Law.

Notwithstanding this Article or any other provision of the Articles, without approval of the Members, the Directors may, at their option and upon five days advance notice prior to the applicable deadline, extend the period of time to consummate a Business Combination up to 5 times, each by an additional 1 month (for a total of up to 6 months to consummate a Business Combination) (the “**Deadline Date**”), unless the consummation and closing of a Business Combination shall have occurred.

The Company shall provide notice to the Members that an extension will be effected at least five days prior to the applicable deadline.

48.8 In the event that any amendment is made to this Article that would affect the substance or timing of the Company’s obligation to:

- (a) provide for the redemption of the Public Shares in connection with a Business Combination; or
 - (b) redeem 100 per cent of the Public Shares if the Company has not consummated a Business Combination by the Deadline Date, or such later time as the Members may approve in accordance with the Articles, each holder of Public Shares who is not a Sponsor, a Founder, Officer or Director shall be provided with the opportunity to redeem their Public Shares upon the approval or effectiveness of any such amendment at a per-Share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest earned on the funds held in the Trust Account and not previously released to the Company to pay its taxes, divided by the number of then outstanding Public Shares. The Company’s ability to provide such redemption in this Article is subject to the Redemption Limitation.”
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FOR IMMEDIATE RELEASE

Vickers Vantage Corp. I Announces Shareholder Approval of Extension of Deadline to Complete Business Combination

July 5, 2022

NEW YORK, NY, July 5, 2022 /Newswire/ -- Vickers Vantage Corp. I (NASDAQ: VCKAU, VCKA, VCKAW) (“Vickers”), a special purpose acquisition company, announced today that on June 30, 2022 its shareholders approved, at the extraordinary general meeting, (i) a proposal to amend Vickers’s amended and restated memorandum and articles of association to (a) extend the date by which it must consummate an initial business combination from July 11, 2022 (the “Original Termination Date”) to August 11, 2022 (the “Extended Date”) and (b) allow Vickers, without another shareholder vote, to elect to extend the date to consummate a business combination on a monthly basis for up to five times by an additional one month each time after the Extended Date, upon five days’ advance notice prior to the applicable deadlines, until January 11, 2023 or a total of up to six months after the Original Termination Date (the “Extension Proposal”), unless the closing of the proposed business combination with Scilex Holding Company (“Scilex”) or any potential alternative initial business combination shall have occurred, and (ii) a proposal to adjourn the meeting to a later date, if necessary, to permit further solicitation and vote of proxies in the event that there are insufficient votes for, or otherwise in connection with the approval of the Extension Proposal (the “Adjournment Proposal”). The Extension Proposal and the Adjournment Proposal are described in detail in Vickers definitive proxy statement dated June 7, 2022. In connection with its solicitation of proxies in connection with the Extension Proposal, the Company was required to permit its public shareholders to redeem their ordinary shares. Of the 13,800,000 ordinary shares outstanding with redemption rights, the holders of 4,073,605 ordinary shares elected to redeem their shares at a per share redemption price of \$10.25. As a result, approximately \$41.8 million will be removed from the Company’s trust account (the “Trust Account”) to pay such holders and approximately \$99.8 million will remain in the Trust Account. Following the redemptions, the Company will have 9,726,395 ordinary shares with redemption rights outstanding and the Registrant will deposit approximately \$323,888 (or approximately \$0.0333 per ordinary share that remains outstanding) for each calendar month, or portion thereof, that is needed by the Registrant to complete an initial business combination from July 11, 2022. For a summary of the voting results for each proposal please see Vickers’s Current Report on Form 8-K filed on July 5, 2022 with the U.S. Securities and Exchange Commission (the “SEC”).

The purpose of the Extension Proposal is to permit sufficient time for Vickers to consummate its previously announced proposed business combination with Scilex, a nearly 100% (or over 99.9%) majority-owned subsidiary of Sorrento Therapeutics, Inc. (Nasdaq: SRNE, “Sorrento”) a commercial biopharmaceutical company focused on developing and commercializing non-opioid therapies for patients with acute and chronic pain. For a summary of the material terms of the proposed transaction, please see Vickers’s Current Report on Form 8-K filed on March 18, 2022 with the SEC in connection with the announcement of the proposed business combination.

About Vickers Vantage Corp. I

Vickers Vantage Corp. I is a blank check company formed for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses or entities. Vickers’s securities are quoted on the NASDAQ stock exchange under the ticker symbols VCKAU, VCKA and VCKAW. For more information, visit www.vickersvantage.com.

About Scilex Holding Company

Scilex Holding Company, a nearly 100% (or over 99.9%) majority-owned subsidiary of Sorrento Therapeutics, Inc., is an innovative revenue-generating company focused on acquiring, developing and commercialization of non-opioid pain management products for treatment of acute and chronic pain. Scilex is uncompromising in its focus to become the global pain management leader committed to social, environmental, economic, and ethical principles to responsibly develop pharmaceutical products to maximize quality of life. Highly positive results from the Phase III Pivotal Trial C.L.E.A.R Program for SEMDEXA™, its novel, non-opioid product for the treatment of lumbosacral radicular pain (sciatica), were announced in March 2022. Scilex targets indications with high unmet needs and large market opportunities with non-opioid therapies for the treatment of patients with moderate to severe pain. Scilex launched its first commercial product in October 2018 and is developing its late-stage pipeline, which includes a pivotal Phase 3 candidate and one Phase 2 and one Phase 1 candidate. Its commercial product, ZTlido® (lidocaine topical system) 1.8%, or ZTlido®, is a prescription lidocaine topical product approved by the U.S. Food and Drug Administration for the relief of pain associated with postherpetic neuralgia, which is a form of post-shingles nerve pain. Scilex’s three product candidates are SP-102 (injectable dexamethasone sodium phosphate viscous gel product containing 10 mg dexamethasone), or SEMDEXA™, a Phase 3, novel, viscous gel formulation of a widely used corticosteroid for epidural injections to treat lumbosacral radicular pain, or sciatica, with FDA Fast Track status; SP-103 (lidocaine topical system) 5.4%, a Phase 2, triple-strength formulation of ZTlido®, for the treatment of low back pain; and SP-104, 4.5 mg Delayed Burst Release Low Dose Naltrexone Hydrochloride (DBR-LDN) Capsule, for the treatment of chronic pain, fibromyalgia in multiple Phase 1 programs expected to be initiated this year. For further information regarding the SP-102 Phase 3 efficacy trial, see NCT identifier NCT03372161 – Corticosteroid Lumbar Epidural Analgesia for Radiculopathy – Full Text View – ClinicalTrials.gov.

Scilex Holding Company is headquartered in Palo Alto, California, with operations in both Palo Alto and San Diego, California. For further information please visit www.scilexholding.com.

About Sorrento Therapeutics, Inc.

Sorrento is a clinical and commercial stage biopharmaceutical company developing new therapies to treat cancer, pain (non-opioid treatments), autoimmune disease and COVID-19. Sorrento's multimodal, multipronged approach to fighting cancer is made possible by its extensive immuno-oncology platforms, including key assets such as fully human antibodies ("G-MAB™ library"), immuno-cellular therapies ("DAR-T™"), antibody-drug conjugates ("ADCs"), and oncolytic virus ("Seprehvec™"). Sorrento is also developing potential antiviral therapies and vaccines against coronaviruses, including Abivertinib, COVISHIELD™ and COVI-MSC™; and diagnostic test solutions, including COVIMARK™.

Sorrento's commitment to life-enhancing therapies for patients is also demonstrated by our effort to advance a first-in-class (TRPV1 agonist) non-opioid pain management small molecule, resiniferatoxin ("RTX"), and SP-102 (10 mg, dexamethasone sodium phosphate viscous gel) (SEMDEXA™), a novel, viscous gel formulation of a widely used corticosteroid for epidural injections to treat lumbosacral radicular pain, or sciatica, and to commercialize ZTlido® (lidocaine topical system) 1.8% for the treatment of postherpetic neuralgia (PHN). RTX has been cleared for a Phase II trial for intractable pain associated with cancer and a Phase II trial in osteoarthritis patients. Positive final results from the Phase III Pivotal Trial C.L.E.A.R. Program for SEMDEXA™, its novel, non-opioid product for the treatment of lumbosacral radicular pain (sciatica), were announced in March 2022. ZTlido® was approved by the FDA on February 28, 2018.

For more information visit www.sorrentotherapeutics.com

Important Information for Investors and Stockholders

This press release relates to a proposed transaction between Scilex and Vickers. This press release does not constitute an offer to sell or exchange, or the solicitation of an offer to buy or exchange, any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, sale or exchange would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. In connection with the transaction described herein, Vickers has filed a Registration Statement on Form S-4 (the "Registration Statement"), which includes a document that serves as a prospectus and proxy statement of Vickers, referred to as the proxy statement/prospectus. After the Registration Statement is declared effective by the SEC, the proxy statement/prospectus will be sent to all Vickers shareholders as of a record date for the meeting of Vickers shareholders to be established for voting on the proposed business combination. Vickers will also file other documents regarding the proposed transaction with the SEC. This press release does not contain all of the information that will be contained in the proxy statement/prospectus or other documents filed or to be filed with the SEC. **Investors and security holders of Vickers are urged to read these materials (including any amendments or supplements thereto) and any other relevant documents in connection with the transaction that Vickers files with the SEC when, and if, they become available because they will contain important information about Vickers, Scilex and the proposed transaction.** Investors and security holders will be able to obtain free copies of the Registration Statement, the proxy statement/prospectus and all other relevant documents filed or that will be filed with the SEC by Vickers through the website maintained by the SEC at www.sec.gov.

Participants in the Solicitation

Vickers and its directors and executive officers may be deemed participants in the solicitation of proxies from Vickers's shareholders in connection with the transaction. A list of the names of such directors and executive officers and information regarding their interests in the proposed business combination will be contained in the proxy statement/prospectus when available. You may obtain free copies of these documents as described in the preceding paragraph.

Scilex and its directors and executive officers may also be deemed to be participants in the solicitation of proxies from the shareholders of Vickers in connection with the proposed transaction. Information about Scilex's directors and executive officers and information regarding their interests in the proposed transaction will be included in the proxy statement/prospectus for the proposed transaction.

Non-Solicitation

This press release is not a proxy statement or solicitation of a proxy, consent or authorization with respect to any securities or in respect of the potential transaction and shall not constitute an offer to sell or a solicitation of an offer to buy the securities of Vickers, the combined company or Scilex, nor shall there be any sale of any such 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 such state or jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of the Securities Act of 1933, as amended.

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 Vickers, including those set forth in the Risk Factors section of Vickers’s annual report on Form 10-K for the year ended December 31, 2021, filed with the SEC. Copies are available on the SEC’s website, www.sec.gov. Vickers undertakes no obligation to update these statements for revisions or changes after the date of this release, except as required by law.

Contacts:

For Vickers Vantage Corp. I

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