

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): May 27, 2026

**Cartesian Growth Corporation III**  
(Exact name of registrant as specified in its charter)

Cayman Islands  
(State or other jurisdiction  
of incorporation)

001-42629  
(Commission File Number)

N/A  
(I.R.S. Employer  
Identification No.)

505 Fifth Avenue, 15th Floor  
New York, New York  
(Address of principal executive offices)

10017  
(Zip Code)

(212) 461-6363  
(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 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 Class A ordinary share and one-half of one redeemable warrant             | CGCTU             | The Nasdaq Stock Market LLC               |
| Class A ordinary shares, par value \$0.0001 per share                                                   | CGCT              | The Nasdaq Stock Market LLC               |
| Warrants, each whole warrant exercisable for one Class A ordinary share at an exercise price of \$11.50 | CGCTW             | 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 5.07 Submission of Matters to a Vote of Security Holders

On May 27, 2026, Cartesian Growth Corporation III (the “Company”) held an extraordinary general meeting of shareholders (the “Special Meeting”) in connection with the Business Combination Agreement, relating to a proposed business combination between inter alios, the Company, Fenway MS, Inc., a Delaware corporation and wholly-owned subsidiary of the Company (“Merger Sub”), and Factorial Inc., a Delaware corporation (“Factorial”), as described in the proxy statement filed by the Company with the SEC on May 6, 2026 (the “Proxy Statement”). Present at the Special Meeting were holders of 23,238,775 of the Company’s Ordinary Shares (the “Ordinary Shares”) in person or by proxy, representing 67.359% of the voting power of the Ordinary Shares as of May 1, 2026, the record date for the Special Meeting (the “Record Date”), and constituting a quorum for the transaction of business. As of the Record Date, there were 34,500,000 Ordinary Shares issued and outstanding.

At the Special Meeting, the Company’s shareholders approved the Business Combination Proposal, the Domestication Proposal, the BCA Stock Issuance Proposal, the PIPE Stock Issuance Proposal, the Organizational Documents Proposal, the Advisory Organizational Documents Proposals, the Incentive Plan Proposal, the ESPP Proposal, and the Director Election Proposal, in each case as defined and described in greater detail in the Proxy Statement. The Advisory Organizational Documents Proposals, as defined and described in greater detail in the Proxy Statement, contained six non-binding advisory proposals. The Adjournment Proposal, as defined and described in greater detail in the Proxy Statement, was not presented to the Company’s shareholders as the Business Combination Proposal, the Domestication Proposal, the BCA Stock Issuance Proposal, the PIPE Stock Issuance Proposal, the Organizational Documents Proposal, the Advisory Organizational Documents Proposals, the Incentive Plan Proposal, the ESPP Proposal, and the Director Election Proposal each received a sufficient number of votes for approval. Terms used herein and not otherwise defined shall have the meanings assigned to them in the Proxy Statement.

Set forth below are the final voting results for all the proposals presented at the Special Meeting:

**The Business Combination Proposal**

The proposal to approve the Business Combination Agreement and the transactions contemplated thereby was approved. The voting results were as follows:

| For        | Against   | Abstentions |
|------------|-----------|-------------|
| 20,948,365 | 2,287,265 | 3,145       |

**The Domestication Proposal**

The proposal to approve the change of the Company’s jurisdiction of registration from the Cayman Islands to the State of Delaware was approved. The voting results were as follows:

| For        | Against   | Abstentions |
|------------|-----------|-------------|
| 20,948,475 | 2,287,265 | 3,035       |

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### **The BCA Stock Issuance Proposal**

The proposal to approve the issuance or potential issuance of shares of PubCo Common Stock to the shareholders of the Company in the Domestication and stockholders of Factorial in the Merger pursuant to the Business Combination Agreement and for purposes of complying with the applicable provision of Nasdaq Stock Market was approved. The voting results were as follows:

| For        | Against   | Abstentions |
|------------|-----------|-------------|
| 20,948,432 | 2,287,263 | 3,080       |

### **The PIPE Stock Issuance Proposal**

The proposal to approve the issuance or potential issuance of (i) shares of PubCo Series A Common Stock to the PIPE Investors in the PIPE Investment pursuant to the Investor Stock Purchase Agreements and (ii) any other issuances of PubCo Series A Common Stock pursuant to subscription, purchase or similar agreements the Company or Factorial has entered, or may enter, into prior to Closing, and for purposes of complying with the applicable provisions of Nasdaq Stock Market was approved. The voting results were as follows:

| For        | Against   | Abstentions |
|------------|-----------|-------------|
| 20,943,027 | 2,287,668 | 8,080       |

### **The Organizational Documents Proposal**

The proposal to approve and adopt the Company's new certificate of incorporation and bylaws in connection with the Business Combination was approved. The voting results were as follows:

| For        | Against   | Abstentions |
|------------|-----------|-------------|
| 20,948,432 | 2,287,263 | 3,080       |

### **The Advisory Organizational Documents Proposals**

Approval of, on a non-binding advisory basis, the six sub Advisory Organizational Documents Proposals. The voting results were as follows:

#### *Sub-proposal 1 – Authorized Shares*

| For        | Against   | Abstentions |
|------------|-----------|-------------|
| 19,807,551 | 3,421,544 | 9,680       |

#### *Sub-proposal 2 – Exclusive Forum Provision*

| For        | Against   | Abstentions |
|------------|-----------|-------------|
| 20,232,421 | 3,003,274 | 3,080       |

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*Sub-proposal 3 – Adoption of Supermajority Vote Requirement to Amend the proposed PubCo Organizational Documents*

| For        | Against   | Abstentions |
|------------|-----------|-------------|
| 19,849,681 | 3,386,014 | 3,080       |

*Sub-proposal 4 – Removal of Directors*

| For        | Against   | Abstentions |
|------------|-----------|-------------|
| 19,850,504 | 3,384,191 | 4,080       |

*Sub-proposal 5 – Action by Written Consent of Stockholders*

| For        | Against   | Abstentions |
|------------|-----------|-------------|
| 19,850,781 | 3,384,959 | 3,035       |

*Sub-proposal 6 – Other Changes in Connection with Adoption of the proposed PubCo Organizational Documents*

| For        | Against   | Abstentions |
|------------|-----------|-------------|
| 20,949,442 | 2,287,268 | 2,065       |

**The Incentive Plan Proposal**

The proposal to approve the PubCo Incentive Plan, a copy of which was attached to the Proxy Statement as Annex K was approved. The voting results were as follows:

| For        | Against   | Abstentions |
|------------|-----------|-------------|
| 20,575,853 | 2,656,287 | 6,635       |

**The ESPP Proposal**

The proposal to approve the ESPP, a copy of which was attached to the Proxy Statement as Annex L was approved. The voting results were as follows:

| For        | Against   | Abstentions |
|------------|-----------|-------------|
| 19,848,905 | 3,384,290 | 5,580       |

**The Director Election Proposal**

The proposal to approve the election of seven (7) directors to serve on the PubCo board of directors until their respective successors are duly elected and qualified was approved. The voting results were as follows:

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| Class of Director | Name of Director | For        | Against | Abstentions |
|-------------------|------------------|------------|---------|-------------|
| III               | Siyu Huang       | 20,058,906 | 0       | 2,289,920   |
| II                | Alex Yu          | 20,055,156 | 0       | 2,293,670   |
| III               | Joseph M. Taylor | 19,705,156 | 0       | 2,643,670   |
| II                | Uwe Keller       | 20,058,906 | 0       | 2,289,920   |
| I                 | Liad Meidar      | 20,058,906 | 0       | 2,289,920   |
| II                | Dieter Zetsche   | 20,057,906 | 0       | 2,290,920   |
| I                 | Jon Nelson       | 20,058,907 | 0       | 2,289,919   |

Shareholders holding 23,051,313 Class A ordinary shares exercised their right to redeem such shares for a pro rata portion of the funds in the Company's trust account. As a result, \$239,964,168.33 (approximately \$10.41 per share) will be removed from the Company's trust account to pay such shareholders.

As previously reported, on December 17, 2025, the Company entered into a Stock Purchase Agreement (the "[Institutional Investor Stock Purchase Agreement](#)") with a certain institutional investor (the "[Institutional Investor](#)") and a Stock Purchase Agreement (the "[Sponsor Investor Stock Purchase Agreement](#)") and, together with the Institutional Investor Stock Purchase Agreement, the "[Stock Purchase Agreements](#)") with an affiliate of CGC Sponsor III LLC, the sponsor of the Company (such affiliate, the "[Sponsor Investor](#)" and, together with the Institutional Investor, the "[PIPE Investors](#)"). Pursuant to the terms of the Stock Purchase Agreements, to the extent a PIPE Investor purchases Class A ordinary shares of the Company on the open market, and agrees (i) not to transfer directly or indirectly such shares until the Closing and (ii) in the case of the Institutional Investor, to vote such shares in favor of the proposals described above, or, in the case of the Sponsor Investor, to abstain from voting such shares in connection with the proposals described above, it will reduce, on a share for share basis, such PIPE Investor's purchase obligation under its Stock Purchase Agreement. The Institutional Investor and the Sponsor Investor elected to satisfy 2,000,000 shares and 1,470,764 shares of their respective purchase obligations through such open market purchases.

#### Item 7.01 Regulation FD Disclosure.

On May 27, 2026, the Company issued a press release announcing the results of the Special Meeting. A copy of the press release is filed hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in this Item 7.01, including Exhibit 99.1, is furnished and shall not be deemed "filed" for purposes of Section 18 of the Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to liabilities under that section, and shall not be deemed to be incorporated by reference into the filings of the registrant under the Securities Act or the Exchange Act, regardless of any general incorporation language in such filings. This Current Report on Form 8-K will not be deemed an admission as to the materiality of any information contained in this Item 7.01, including Exhibit 99.1.

#### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number       | Description                                                |
|----------------------|------------------------------------------------------------|
| <a href="#">99.1</a> | <a href="#">Press Release</a>                              |
| 104                  | Cover Page Interactive Data File, formatted in Inline XBRL |

**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.

**CARTESIAN GROWTH CORPORATION III**

By: /s/ Peter Yu

Name: Peter Yu

Title: Chief Executive Officer

Date: May 27, 2026

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**Factorial and Cartesian Growth Corporation III Announce Approval of Business Combination by Cartesian Growth Shareholders**

Boston, MA -- May 27, 2026 -- Cartesian Growth Corporation III (Nasdaq: CGCT), a special purpose acquisition company ("CGCT"), today announced that its previously announced business combination (the "Business Combination") with Factorial Inc. ("Factorial"), a leader in solid-state battery technology, was approved at an extraordinary general meeting of shareholders (the "Meeting") of CGCT held on May 27, 2026. CGCT plans to file the results of the Meeting, as tabulated by its inspector of elections, on a Current Report on Form 8-K with the Securities and Exchange Commission (the "SEC").

The closing of the Business Combination is subject to the satisfaction of customary closing conditions. The combined company will be renamed as Factorial Energy Inc. and its shares of Series A common stock and warrants are expected to begin trading on the Nasdaq Stock Market ("Nasdaq") under the ticker symbols "FAC" and "FACWW" respectively, once the transaction is closed.

**About Factorial**

Factorial Energy is a U.S. leader in solid-state batteries, delivering industry-leading performance through its proprietary FEST® and Solstice™ platforms, engineered for scalable manufacturing and developed in close collaboration with customers across drone, robotics, and automotive applications. Mercedes-Benz' real-world road testing in a lightly modified test vehicle achieved over 1,200 km of range on a single charge, while Stellantis-lab testing verified 77 Ah cells demonstrating high energy density, fast-charging, and robust use for energy and power performance across temperature extremes. Backed by In-Q-Tel, the not-for-profit strategic investor for the U.S. national security community and America's allies, Factorial's commercial partnerships include global automotive leaders such as Mercedes-Benz, Stellantis, Hyundai Motor Company, and Kia Corporation. For more information, visit [www.factorialenergy.com](http://www.factorialenergy.com).

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**About Cartesian Growth Corporation III**

Cartesian Growth Corporation III is a blank check company organized for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, or reorganization or engaging in any other similar business combination with one or more businesses or entities. Cartesian Growth Corporation III is an affiliate of Cartesian Capital Group, LLC, a global private equity firm and registered investment adviser headquartered in New York City, New York. Cartesian Growth Corporation III is an emerging growth company as defined in the Jumpstart Our Business Startups Act of 2012. For more information about Cartesian Growth Corporation III, please visit [www.cartesiangrowth.com/cgc3](http://www.cartesiangrowth.com/cgc3).

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## **Forward-Looking Statements**

Certain statements in this communication may be considered “forward-looking statements.” Forward-looking statements herein generally relate to future events or the future financial or operating performance of Factorial. For example, Factorial’s expectations regarding consummation of the business combination, future financial performance, manufacturing capabilities and operations, Factorial’s business plans, and other projections concerning key performance metrics or milestones are forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as “may,” “should,” “expect,” “intend,” “will,” “estimate,” “anticipate,” “believe,” “predict,” “project,” “target,” “plan,” or “potentially” or the negatives of these terms or variations of them or similar terminology. Such forward-looking statements are subject to risks, uncertainties, and other factors which could cause actual results to differ materially from those expressed or implied by such forward-looking statements. While Factorial may elect to update such forward-looking statements in the future, it disclaims any obligation to do so.

## **No Offer or Solicitation**

This communication shall not constitute an offer to sell, or the solicitation of an offer to buy, or a recommendation to purchase, any securities, in any jurisdiction, or the solicitation of any vote, consent or approval in any jurisdiction in connection with the proposed Business Combination or any related transactions, nor shall there be any sale of securities in any states or jurisdictions in which such offer, solicitation or sale would be unlawful. This communication is not, and under no circumstances is to be construed as, a prospectus, an advertisement or a public offering of the securities described herein in the United States or any other jurisdiction. No offer 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 exemptions therefrom. INVESTMENT IN ANY SECURITIES DESCRIBED HEREIN HAS NOT BEEN APPROVED BY THE SEC OR ANY OTHER REGULATORY AUTHORITY NOR HAS ANY AUTHORITY PASSED UPON OR ENDORSED THE MERITS OF THE OFFERING OR THE ACCURACY OR ADEQUACY OF THE INFORMATION CONTAINED HEREIN. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

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