

0001193805-25-0000046-K SEALSQ Corp 2025010220250102170320170320170320 0 0001193805-25-000004 6-K 4 20250102 20250102 20250102 SEALSQ Corp 0001951222 3674 000000000 D8 1231 6-K 34 001-41709 25502808 AVENUE LOUIS-CASAI 58 COINTRIN V8 1216 212-336-2039 CRAIGMUIR CHAMBERS, ROAD TOWN TORTOLA D8 VG 1110 SEAL (BVI) Corp. 20221019 6-K 1 e664120_6k-sealsq.htm Â Â UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549 Â Â FORM 6-K Â Â Report of Foreign Private Issuer Pursuant to Rule 13a-16 or 15d-16 under the Securities Exchange Act of 1934 Â For the month of January 2025 Â Commission File Number: 001-41709 Â Â Â SEALSQ CORP (Exact Name of Registrant as Specified in Charter) Â Â N/A (Translation of Registrantâ€™s name into English) Â Â British Virgin Islands Avenue Louis-CasaÂ 58 1216 Cointrin, Switzerland Â Not Applicable Â Â (State or other jurisdiction of incorporation or organization) (Address of principal executive office) (I.R.S. Employer Identification No.) Â Â Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F: â~ Form 20-FÂ Â Â Â Â Â Â Â ~ Form 40-F Â Â Â Â Â EXPLANATORY NOTE Â On July 11, 2023, SEALSQ Corp (the âœCompanyâœ) entered into a Securities Purchase Agreement with certain investors (the âœInvestorsâœ) and issued, inter alia, warrants (the âœFirst Tranche Warrantsâœ) to purchase ordinary shares, par value \$0.01 per share, of the Company (the âœOrdinary Sharesâœ). As previously disclosed, on December 30, 2024, the Company entered into a letter agreement with the Investors of all of its outstanding warrants, including the First Tranche Warrants, which provides the Investors with an opportunity to exercise such warrants to purchase Ordinary Shares, at a reduced exercise price and to receive additional Ordinary Shares upon exercise of such warrants, in each case prior to 5:00 p.m. (New York Time) on January 3, 2025. Â The offering of Ordinary Shares to be issued to the Investors upon timely exercise of the First Tranche Warrants is made pursuant to the Companyâ€™s existing shelf registration statement on Form F-3 (File No. 333-283358), which was declared effective on November 27, 2024 (the âœRegistration Statementâœ) by the U.S. Securities and Exchange Commission (the âœCommissionâœ). A prospectus supplement to the Registration Statement was filed with the Commission on January 2, 2025. The opinion of the Companyâ€™s counsel regarding the validity of the Ordinary Shares to be issued pursuant to the prospectus supplement is filed herewith as Exhibit 5.1. Â The foregoing information contained in this Report on Form 6-K (this âœReportâœ) and Exhibits 5.1 and 23.1 filed herewith are hereby incorporated by reference in the Companyâ€™s Registration Statement on Form F-3 (File No. 333- 283358) and are deemed to be a part thereof from the date on which this Report is filed, to the extent not superseded by documents or reports subsequently filed with or furnished to the SEC. Â This Report shall not constitute an offer to sell or a solicitation of an offer to buy any Ordinary Shares, nor shall there be any sale of Ordinary Shares, in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction. Â Â Â Â Â SIGNATURES Â 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, thereunto duly authorized. Â Date: January 2, 2025 SEALSQ CORP Â Â Â Â By: /s/ Carlos Moreira Â Â Name:Â Â Â Carlos Moreira Â Â Title:Â Â Â Â Â Chief Executive Officer Â Â Â Â By: /s/ John Oâ€™Hara Â Â Name:Â Â Â John Oâ€™Hara Â Â Title:Â Â Â Â Â Chief Financial Officer Â Â Â Â Exhibit No. Description Â Â 5.1Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Opinion of Harneys regarding the validity of the securities being registered 23.1 Consent of Harneys (included in Exhibit 5.1) Â Â EX-5.1 2 e664120_ex5-1.htm Â Â Harney Westwood & Riegels LP Craigmuir Chambers, PO Box 71 Road Town, Tortola VG1110 British Virgin Islands Tel: +1 284 494 2233 Fax: +1 284 494 3547 Â Â 2 January 2025 george.weston@harneys.com +1 284 852 4333 061427.0001/GYW/JKK Â SEALSQ Corp Avenue Louis-CasaÂ 58 1216 Cointrin Switzerland Dear SEALSQ Corp Â SEALSQ Corp, Company No 2095496 (the Company) Â We are lawyers qualified to practise in the British Virgin Islands and have been asked to provide this legal opinion to you with regard to the laws of the British Virgin Islands in relation to the Companyâ€™s offering of an aggregate of 4,469,382 Ordinary Shares, par value US\$0.01 per share (Ordinary Shares), directly to certain existing investors (Investors) upon exercise of warrants issued to such Investors on July 11, 2023 (the Warrants), at an adjusted exercise price of \$1.65 per Ordinary Share. Â The Ordinary Shares are being offered pursuant to the Companyâ€™s F-3 Registration Statement and accompanying prospectus declared effective on 27 November 2024, with the Securities and Exchange Commission under the Securities Act of 1933, as amended (Registration Statement), and the prospectus supplement filed on 2 January 2024 (the Prospectus Supplement). Â Where the context provides, capitalised terms defined in the Registration Statement shall have the same meanings when used in this opinion. Â We are furnishing this opinion as Exhibit 5.1 and 23.1 to the Companyâ€™s current report on Form 6-K which will be incorporated by reference into the Registration Statement and the Prospectus Supplement (the Form 6-K). Â For the purposes of giving this opinion, we have examined the Documents (as defined in Schedule 1). We have not examined any other documents, official or corporate records or external or internal registers and have not undertaken or been instructed to undertake any further enquiry or due diligence in relation to the transaction which is the subject of this opinion. Â In giving this opinion we have relied upon the assumptions set out in Schedule 2 which we have not verified. Â Based solely upon the foregoing examinations and assumptions and having regard to legal considerations which we deem relevant, and subject to the qualifications set out in Schedule 3, we are of the opinion that under the laws of the British Virgin Islands: Â Jersey legal services are provided through a referral arrangement with Harneys (Jersey) which is an independently owned and controlled Jersey law firm. A list of partners is available for inspection at our offices. Â Â Anguilla | Bermuda | British Virgin Islands | Cayman Islands Cyprus | Hong Kong | Jersey | London | Luxembourg Montevideo | SÃo Paulo | Shanghai | Singapore harneys.com Â Â Â Â Valid Issuance of Ordinary Shares. Â The allotment and issue of Ordinary Shares as contemplated by the Registration Statement and the Form 6-K has been duly authorised and, when allotted, issued and fully paid for in accordance with the Registration Statement, and when the names of the shareholders are entered in the register of members of the Company, the Ordinary Shares will be validly issued, allotted, fully paid and non-assessable, and there will be no further obligation of the holders of any of the Ordinary Shares to make any further payment to the Company in respect of such Ordinary Shares. Â This opinion is confined to the matters expressly opined on herein and given on the basis of the laws of the British Virgin Islands as they are in force and applied by the British Virgin Islands courts at the date of this opinion. We have made no investigation of, and express no opinion on, the laws of any other jurisdiction. We express no opinion as to matters of fact. Except as specifically stated herein, we make no comment with respect to any representations and warranties which may be made by or with respect to the Company in the Statement. We express no opinion with respect to the commercial terms of the transactions the subject of this opinion. Â In connection with the above opinion, we hereby consent to the filing of this opinion as an exhibit to the Form 6-K, which is incorporated by reference into the Registration Statement. In giving such consent, we do not thereby admit that we come within the category of persons

whose consent is required under Section 7 of the Securities Act, as amended, or the RulesÂ and Regulations of the Commission thereunder. Â Yours faithfully Â Harney Westwood & Riegels LP Â 2 Â Schedule 1Â List of Documents and Records Examined Â 1A copy of the Companyâ€™s certificate of incorporation obtained from the Registry of Corporate Affairs on 4 August 2023 and the memorandum and articles of association of the Company dated 15 March 2023, as amended on 21 December 2023, (Memorandum and Articles) which our searches dated 2 January 2025 indicated have not been subsequently amended. Â 2The records and information certified by Harneys Corporate Services Limited, the registered agent of the Company, on 2 January 2025 of the statutory documents and records maintained by the Company at its registered office (the Registered Agentâ€™s Certificate). Â 3The public records of the Company on file and available for inspection at the Registry of Corporate Affairs, Road Town, Tortola, British Virgin Islands on 2 January 2025. Â 4A certificate of good standing issued by the Registrar of Corporate Affairs with respect to the Company dated 19 December 2024. Â 5The records of proceedings on file with, and available for inspection on 2 January 2025 at the High Court of Justice, British Virgin Islands. Â 6A certificate from a director of the Company, dated 2 January 2025 (Directorâ€™s Certificate). Â 7A copy of the resolutions of the board of directors of the Company dated 31 December 2024 approving the issue of the Ordinary Shares (the Resolutions). Â (1 to 7 above are the Corporate Documents). Â 8A copy of the inducement letter agreement entered into between the Company, Anson Investments Master Fund LP , and L1 Capital Global Opportunities Master Fund on 30 December 2024. Â 9The Registration Statement. Â 10The Prospectus Supplement. Â 11The Form 6-K. Â The Corporate Documents and the documents referred to at 8-11 above are collectively referred to in this opinion as the Documents. Â 3 Â Schedule 2Â Assumptions Â 1Directors. The board of directors of the Company considers the filing of the Form 6-K and the transactions contemplated thereby to be in the best interests of the Company and no director has a financial interest in or other relationship to a party or the transactions contemplated by the Statement which has not been properly disclosed in the Resolutions. Â 2Solvency. The Company was on the date of this opinion able to pay its debts as they became due, and issuing the securities as contemplated by the Registration Statement will not cause the Company to become unable to pay its debts as they fall due. Â 3Authenticity of Documents. All original Documents are authentic, all signatures, initials and seals are genuine, all copies of Documents are true and correct copies and the Registration Statement conforms in every material respect to the latest draft of the same produced to us and, where the Registration Statement has been provided to us in successive drafts marked-up to indicate changes to such documents, all such changes have been so indicated. Â 4Corporate Documents. All matters required by law to be recorded in the Corporate Documents are so recorded, all corporate minutes, resolutions, certificates, documents and records which we have reviewed are accurate and complete, and all facts expressed in or implied thereby are accurate and complete. The information recorded in the Registered Agentâ€™s Certificate was accurate as at the date of the passing of the Resolutions. Â 5Resolutions. The written Resolutions have been duly executed (and where executed by a corporate entity, such execution has been duly authorised if so required) by or on behalf of each director or shareholder (as the case may be), and the signatures and initials thereon are those of a person or persons in whose name the Resolutions have been expressed to be signed. The Resolutions remain in full force and effect. Â 6Unseen Documents. Save for the Documents provided to us there are no resolutions, agreements, documents or arrangements which materially affect, amend or vary the transactions envisaged in the Documents. Â 4 Â Schedule 3Â Qualifications Â 1Public Records. Records reviewed by us may not be complete for various reasons. In particular you should note that although amendments to the Memorandum and Articles of Association of a company are normally effective from the date of registration with the Registry of Corporate Affairs, it is possible for a British Virgin Islands court to order that they be treated as being effective from an earlier date, and searches would not reveal the amendments until the court order was subsequently filed and accordingly our searches would not indicate such issues. Â 2Foreign Statutes. We express no opinion in relation to provisions making reference to foreign statutes in the Registration Statement. Â 3Good Standing. To maintain the Company in good standing under the laws of the British Virgin Islands, annual licence fees must be paid to the Registrar of Corporate Affairs. Â 4Non-assessable. In this opinion the phrase non-assessable means, with respect to the issuance of shares, that a shareholder shall not, in respect of the relevant shares, have any obligation to make further contributions to the Company's assets (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstances in which a court may be prepared to pierce or lift the corporate veil). Â 5Sanctions. The obligations of the Company may be subject to restrictions pursuant to United Nations and United Kingdom sanctions as implemented under the laws of the British Virgin Islands. Â 6Economic Substance. We have undertaken no enquiry and express no view as to the compliance of the Company with the Economic Substance (Companies and Limited Partnerships) Act 2018. Â Â 5 Â GRAPHIC 3 image_001.jpg GRAPHIC begin 644 image_001.jpg M_JC X 02D9)1@ ! 0\$ 8 !@ # _VP!# H'PD'!@H)" D+ "PH,#QD0#PX. 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X1UOQ^=HFEV^B6GVF6"Y M9Y!O5<KCN170 "W1-0. _# _\$ 3-4@B[B,F^/<&QER1R.AKL*/GWXK? M#?
Q5XD^(KZKI6F^?9F*%1)YJ+RHYX)S6Q\9 "WC'QA=Z;8:/AETVTC\QG\Y M%#RMQT)[?J:]HHH
\KTOX"^#HM)M\$U&SGFO5A7SY%N7 9?-@ XQFN'?? M^ _LM:L[CP/8R-;>6"ZM<#='IX(+//Y5]&44 >?<?
\$[PEXK\=>#/#:1:]> MK44 >("GPY\10"?B6/2=41QX=59" [U](PVTI=G.X9./2J.G?#GQ1!X-;']D _'? _G[O?
F*OHZB@#&)\QZK%X4TR/7 M&9M46 "Y+,"2_?)%>,%KX;^*O\$WQ!;4])TWS[3R(D\$GFHO(Z\YKZ HH S M-
6TM]6\,76EBZDM'N;MI#X-%NM*O+B6.61S)\$RA3N; />NK X:3T/ _* .H _??:XT44 ' _#2 M>A _] '4?^ ^T_QH_X:3T/ _H
ZC_WVG^-%% ! PTGH? 0!U' _OM\&C AI/0 _M^@#J/ ??:XT44 _' TGH?\ T=1_P" ^T_QH_P"&D]# _ .@#J\ WVG^-%%
M!_PTGH? _\$ =1 _[[3 _&C_AI/0 _\ H_ZC_P]I] C110 ?-)Z'_T=1 _[[3 _& MC_AI/0 _^@#J/ ??:XT44 _' _#2>A _] '4?^ ^T_P
:/^&D]# _Z _H _]I] C110 M ?\ _#2>A_P#0!U' _+[3 _&C _(:3T\ Z _H_P#?:XT44 _' _#2>A _\ 0!U' _M _OM\:/^&D]# _P"@#J/_
'VG^-%% ! PTGH? 0!U' _OM\:/^&D]# _Z _H _]M]I] C110 ?-)Z'_T=1 _[[3 _!H_X:3T/_H_ZC_WVG^-%% ! _P-)Z'_ -' F4?
OM\:\=^)'7C"U\<>+ #K%I:S6T1MTBV2D\$Y7//UHHH _]D! end