SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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1. Name and Address of Reporting Person [*] SCOTT MARK E			2. Date of Event Requiring Statement (Month/Day/Year) 12/21/2023	3. Issuer Name and Ticker or Trading Symbol BYTE Acquisition Corp. [BYTS]					
(Last) (First) (Middle) C/O AIRSHIP AI HOLDINGS, INC. 8210 154TH AVE NE (Street) REDMOND WA 98052 (City) (State) (Zip)			_		tionship of Reporting Perso all applicable) Director Officer (give title below) Chief Financia	10% Owner Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
Table I - Non-Derivative Securities Beneficially Owned									
4 7141			I.						

		eneficially Owned (Instr. 4)	3. Ownership 4. Form: Direct (D) or 5) Indirect (I) (Instr. 5)		 Nature of indirect Beneficial Ownership (instr. 5) 					
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date	3. Title and Amount of Securities Derivative Security (Instr. 4)				6. Nature of Indirect Beneficial Ownership				

	(Month/Day/Year)				or Exercise		(Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Indirect (I) (Instr. 5)	
Options ⁽¹⁾	12/21/2023	01/15/2032	Common Stock	43,952	0.57	Ι	See footnote ⁽²⁾
Options ⁽¹⁾	12/21/2023	08/06/2033	Common Stock	43,952	1.64	Ι	See footnote ⁽²⁾
Earnout Rights	(3)	(3)	Common Stock	19,534	(3)	Ι	See footnote ⁽²⁾

Explanation of Responses:

1. Represents options to purchase shares of common stock of the Issuer received on December 21, 2023, pursuant to that certain Merger Agreement, dated as of June 27, 2023 (as amended on September 22, 2023 and as may be further amended and/or restated from time to time, the "Merger Agreement"), by and among Airship AI Holdings, Inc., a Delaware corporation (the "Issuer") (formerly known as BYTE Acquisition Corp., a Cayman Island exempted company limited by shares, prior to its domestication as Delaware corporation, BYTE Merger Sub, Inc., a Washington company limited by shares, prior to its domestication as Delaware corporation, BYTE Merger Sub, Inc., a Washington company (formerly known as Airship AI Holdings, Inc., "Airship AI"). The Reporting Person received the reported options upon the conversion of options to purchase shares of common stock of Airship AI at the Conversion Ratio, as defined in the Merger Agreement, as of the Effective Time of the Merger.

2. Held by various entities controlled by the Reporting Person. The Reporting Person has voting and dispositive power over the securities held by such entities. The Reporting Person disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.

3. Pursuant to earnout provisions in the Merger Agreement and subject to the Reporting Person's continued service to the Issuer, the holder of such Earnout Rights is entitled to receive shares of common stock of the Issuer upon the occurrence of certain operating performance and share price performance milestones during the applicable earnout periods set forth in the Merger Agreement

By: /s/ Mark E. Scott

12/21/2023

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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