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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OMB APPROVAL

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

1. Name and Address of Reporting Person* Huang Victor	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)		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) 5. If Amendment, Date of Original Filed (Month/Day/Year)		
C/O AIRSHIP AI HOLDINGS, INC. 8210 154TH AVE NE		X     Director     X     10% Owner       X     Officer (give title below)     Other (specify below)     6. Individual or Joint/Group Filing (Check Applicable Line)       X     Form filed by One Reporting Person		
(Street) REDMOND WA 98052		CEO and Chairman of the BOD Form filed by More than One Reporting Person		
(City) (State) (Zip)				

## Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	
Common Stock	3,384,353(1)	Ι	See footnote <sup>(2)</sup>

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 (Month/Day/Year) 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)			nderlying	4. Conversion or Exercise	(D) or	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Indirect (I) (Instr. 5)	
Options <sup>(3)</sup>	12/21/2023	01/15/2032	Common Stock	1,758,105	0.12	Ι	See footnote <sup>(2)</sup>
Stock Appreciation Rights <sup>(4)</sup>	12/21/2023	02/16/2032	Common Stock	1,758,105	0.12	Ι	See footnote <sup>(2)</sup>
Warrants <sup>(5)</sup>	12/21/2023	05/08/2027	Common Stock	1,344,951	1.77	D	
Earnout Rights	(6)	(6)	Common Stock	1,533,458	(6)	I	See footnote <sup>(2)</sup>
Earnout Rights	(6)	(6)	Common Stock	298,878	(6)	D	

## Explanation of Responses:

1. Represents shares of common stock of the Issuer received on December 21, 2023, as consideration 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 a Delaware corporation), BYTE Merger Sub, Inc., a Washington corporation and a direct, wholly-owned subsidiary of the Issuer, and Airship AI, Inc., a Washington company (formerly known as Airship AI Holdings, Inc., "Airship AI"). The Reporting Person received the reported shares in exchange for 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. Airship Kirkland Family Limited Partnership is the record holder of the securities reported herein. Victor Huang is the managing partner of Airship Kirkland Family Limited Partnership and as such has voting and dispositive power over these securities. Mr. Huang disclaims beneficial ownership of the securities held by Airship Kirkland Family Limited Partnership, except to the extent of his pecuniary interest therein.

3. Represents options to purchase shares of common stock of the Issuer received on December 21, 2023, pursuant to the Merger Agreement, 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.

4. Represents stock appreciation rights denominated in shares of common stock of the Issuer received on December 21, 2023, pursuant to the Merger Agreement, upon the conversion of stock appreciation rights denominated in 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

5. Represents warrants to purchase shares of common stock of the Issuer received by the Reporting Person on December 21, 2023, pursuant to the Merger Agreement, upon the conversion of warrants 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.

6. Pursuant to earnout provisions in the Merger Agreement, 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/ Victor Huang	12/2
** Signature of Reporting Person	Date

\*\* Signature of Reporting Person

/21/2023

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.

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