

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or Section 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 15, 2022

**ARCLIGHT CLEAN TRANSITION CORP. II**

(Exact name of registrant as specified in its charter)

Cayman Islands

(State or other jurisdiction of  
incorporation or organization)

001-40272

(Commission File Number)

98-1578357

(IRS Employer  
Identification Number)

200 Clarendon Street, 55th Floor  
Boston, MA, 02116  
(Address of principal executive offices)

(617) 531-6300

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 to 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, \$0.0001 par value, and one-fifth of one redeemable warrant	ACTDU	The Nasdaq Stock Market LLC
Class A Ordinary Shares included as part of the units	ACTD	The Nasdaq Stock Market LLC
Redeemable warrants included as part of the units, each whole warrant exercisable for one Class A Ordinary Share at an exercise price of \$11.50	ACTDW	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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 July 15, 2022, ArcLight Clean Transition Corp. II (“**ArcLight**”) held an extraordinary general meeting of its shareholders (the “**Special Meeting**”), at which holders of 29,019,058 ordinary shares (consisting of 21,239,982 Class A ordinary shares and 7,779,076 Class B ordinary shares) were present in person or by proxy, representing 74.61% of the voting power of ArcLight’s ordinary shares as of the date of the Special Meeting, and constituting a quorum for the transaction of business. The proposals listed below are described in more detail in the definitive proxy statement/prospectus of ArcLight which was filed with the Securities and Exchange Commission (the “**SEC**”) on June 27, 2022 (the “**Proxy Statement**”). A summary of the voting results at the Special Meeting is set forth below:

The shareholders approved the Business Combination Proposal, the Domestication Proposal, the Organizational Documents Proposals, the Advisory Charter Proposals, the Nasdaq Proposal and the Equity Incentive Plan Proposal (each as defined in the Proxy Statement).

The voting results for each proposal were as follows:

### The Business Combination Proposal:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
27,257,394	1,761,614	50

### The Domestication Proposal:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
27,689,021	1,329,707	330

### Organizational Documents Proposal:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
27,689,022	1,329,706	330

### Advisory Charter Proposal A:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
21,970,748	5,717,777	1,330,533

### Advisory Charter Proposal B:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
25,658,604	2,029,719	1,330,735

### Advisory Charter Proposal C:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
25,421,917	2,266,606	1,330,535

### Advisory Charter Proposal D:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
22,207,633	5,480,880	1,330,545

### Advisory Charter Proposal E:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
21,970,416	5,718,107	1,330,535

Advisory Charter Proposal E:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
25,659,006	2,029,709	1,330,343

The Nasdaq Proposal:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
26,339,017	2,679,711	330

The Equity Incentive Plan Proposal:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
21,870,447	7,148,081	530

As there were sufficient votes to approve the above proposal, the “Adjournment Proposal” described in the Proxy Statement was not presented to shareholders.

Based on the results of the Special Meeting, and subject to the satisfaction or waiver of certain other closing conditions as described in the Proxy Statement, the transactions (the “**Transactions**”) contemplated by that certain Business Combination Agreement, dated as of December 2, 2021, by and among ArcLight, OPAL Fuels LLC, a Delaware limited liability company (“**OPAL Fuels**”) and OPAL HoldCo LLC, a Delaware limited liability company, including the Domestication and the Business Combination (as such terms are defined in the Proxy Statement), are expected to be consummated upon satisfaction of all closing conditions. Following the consummation of the Transactions, the common stock and warrants of New OPAL (as such term is defined in the Proxy Statement) are expected to begin trading on the Nasdaq Capital Market under the symbols “OPAL” and “OPALW,” respectively.

**Important Information and Where to Find It**

In connection with the Business Combination, ArcLight has filed with the SEC a Registration Statement on Form S-4 (as amended, the “Registration Statement”), which includes the related proxy statement/prospectus of ArcLight with respect to the shareholders’ meeting (the “Proxy Statement”). The Registration Statement was declared effective by the SEC on June 27, 2022. This document does not contain all the information that should be considered concerning the Business Combination and is not intended to form the basis of any investment decision or any other decision in respect of the Business Combination.

INVESTORS AND SECURITY HOLDERS AND OTHER INTERESTED PARTIES ARE URGED TO READ THE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS THAT HAVE BEEN FILED OR WILL BE FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THESE DOCUMENTS, CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT ARCLIGHT, OPAL FUELS, THE BUSINESS COMBINATION AND RELATED MATTERS.

Shareholders will also be able to obtain copies of the Registration Statement, without charge, at the SEC’s website at [www.sec.gov](http://www.sec.gov). In addition, the documents filed by ArcLight may be obtained free of charge from ArcLight at <https://www.arclightclean.com> or by directing a request to: ArcLight Clean Transition Corp. II, 200 Clarendon Street, 55th Floor, Boston, MA 02116.

## Forward-Looking Statements

Certain statements in this communication may be considered forward-looking statements. Forward-looking statements are statements that are not historical facts and generally relate to future events or ArcLight's or OPAL Fuels' future financial or other performance metrics. In some cases, you can identify forward-looking statements by terminology such as "believe," "may," "will," "potentially," "estimate," "continue," "anticipate," "intend," "could," "would," "project," "target," "plan," "expect," or the negatives of these terms or variations of them or similar terminology. Such forward-looking statements are subject to risks and uncertainties, which could cause actual results to differ materially from those expressed or implied by such forward looking statements. New risks and uncertainties may emerge from time to time, and it is not possible to predict all risks and uncertainties. These forward-looking statements are based upon estimates and assumptions that, while considered reasonable by ArcLight and its management, and OPAL Fuels and its management, as the case may be, are inherently uncertain and subject to material change. Factors that may cause actual results to differ materially from current expectations include, but are not limited to, various factors beyond management's control, including general economic conditions and other risks, uncertainties and factors set forth in the section entitled "Risk Factors" and "Cautionary Statement Regarding Forward-Looking Statements" in the Registration Statement and other filings with the SEC, as well as (1) factors associated with companies, such as OPAL Fuels, that are engaged in the production and integration of renewable natural gas (RNG), including anticipated trends, growth rates, and challenges in those businesses and in the markets in which they operate; (2) macroeconomic conditions related to the global COVID-19 pandemic; (3) the effects of increased competition; (4) contractual arrangements with, and the cooperation of, landfill and livestock waste site owners and operators, on which OPAL Fuels operates its landfill gas and livestock waste projects that generate electricity and RNG prices for environmental attributes, low carbon fuel standard credits and other incentives; (5) the ability to identify, acquire, develop and operate renewable projects and RNG fueling stations; (6) delays in obtaining, adverse conditions contained in, or the inability to obtain necessary regulatory approvals or complete regulatory reviews required to complete the proposed transaction; (7) the outcome of any legal proceedings that may be instituted in connection with the proposed transaction; and (8) the ability of the combined company that results from the proposed transaction to issue equity or equity-linked securities or obtain debt financing in connection with the transaction or in the future. Nothing in this communication should be regarded as a representation by any person that the forward-looking statements set forth herein will be achieved or that any of the contemplated results of such forward-looking statements will be achieved. You should not place undue reliance on forward-looking statements in this communication, which speak only as of the date they are made and are qualified in their entirety by reference to the cautionary statements herein. Both ArcLight and OPAL Fuels expressly disclaim any obligations or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in ArcLight's or OPAL Fuels' expectations with respect thereto or any change in events, conditions or circumstances on which any statement is based.

**Disclaimer**

This communication is for informational purposes only and is neither an offer to purchase, nor a solicitation of an offer to sell, subscribe for or buy, any securities or the solicitation of any vote in any jurisdiction pursuant to the Business Combination or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. 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.

**Item 8.01. Other Events.**

On July 18, 2022, ArcLight issued a press release announcing the results of the Special Meeting. A copy of the press release is attached as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release, dated July 18, 2022.</a>
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 18, 2022

**ARCLIGHT CLEAN TRANSITION CORP. II**

By: /s/ John F. Erhard

Name: John F. Erhard

Title: President and Chief Executive Officer



### **ArcLight Clean Transition Corp. II Shareholders Approve Previously Announced Business Combination with OPAL Fuels LLC**

- Shareholders of ArcLight Clean Transition Corp. II (“ArcLight”) have approved the previously announced business combination (the “Business Combination”) at the Special Meeting held on July 15.
- Transaction is anticipated to close upon satisfaction of all closing conditions

BOSTON & WHITE PLAINS, N.Y. – (July 18, 2022) – ArcLight (Nasdaq: ACTD) announced today that shareholders approved the previously proposed business combination with OPAL Fuels LLC (“OPAL Fuels”), a vertically integrated producer and distributor of renewable natural gas (“RNG”).

The formal results of the vote will be included in a Current Report on Form 8-K to be filed by ArcLight with the U.S. Securities and Exchange Commission (the “SEC”).

The business combination is expected to close upon satisfaction of all closing conditions. The combined entity will be renamed OPAL Fuels Inc. and its Class A ordinary shares will trade on the Nasdaq under the ticker symbol “OPAL” and its warrants will trade on the Nasdaq under the ticker symbol “OPALW”.

#### **About OPAL Fuels LLC**

OPAL Fuels LLC is a leading vertically integrated renewable fuels platform involved in the production and distribution of renewable natural gas (RNG) for the heavy-duty truck market. RNG is a proven low-carbon fuel that is rapidly decarbonizing the transportation industry now while also significantly reducing costs for fleet owners. OPAL Fuels captures harmful methane emissions at the source and recycles the trapped energy into a commercially viable, lower-cost alternative to diesel fuel. OPAL Fuels also develops, constructs, and services RNG and hydrogen fueling stations. As a producer and distributor of carbon-reducing fuel for heavy-duty truck fleets for more than a decade, the company delivers best-in-class, complete renewable solutions to customers and production partners. To learn more about OPAL Fuels and how it is leading the effort to capture North America’s harmful methane emissions and decarbonize the transportation industry, please visit [www.opalfuels.com](http://www.opalfuels.com) and follow the company on LinkedIn and Twitter at @OPALFuels.

#### **About ArcLight Clean Transition Corp. II**

ArcLight, led by Chairman Daniel Revers and President and Chief Executive Officer Jake Erhard, is a special purpose acquisition company formed for the purpose of effecting a capital stock exchange, asset acquisition, share purchase, reorganization, or similar business combination with one or more businesses focused on opportunities created by the accelerating transition toward sustainable use of energy and natural resources.

#### **Important Information and Where to Find It**

In connection with the Business Combination, ArcLight has filed with the SEC a Registration Statement on Form S-4 (as amended, the “Registration Statement”), which includes the related proxy statement/prospectus of ArcLight with respect to the shareholders’ meeting (the “Proxy Statement”). The Registration Statement was declared effective by the SEC on June 27, 2022. This document does not contain all the information that should be considered concerning the Business Combination and is not intended to form the basis of any investment decision or any other decision in respect of the Business Combination.

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### **Contact information**

#### OPAL Fuels

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