

**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**

**January 19, 2023**  
Date of Report (Date of earliest event reported)

**Health Sciences Acquisitions Corporation 2**  
(Exact Name of Registrant as Specified in its Charter)

<b>Cayman Islands</b> (State or other jurisdiction of incorporation)	<b>001-39421</b> (Commission File Number)	<b>N/A</b> (I.R.S. Employer Identification No.)
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<b>40 10th Avenue, Floor 7 New York, New York</b> (Address of Principal Executive Offices)	<b>10014</b> (Zip Code)
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Registrant's telephone number, including area code: **(646) 597-6980**

N/A  
(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 of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary Shares	HSAQ	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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On January 19, 2023, Health Sciences Acquisitions Corporation 2, a Cayman Islands exempted company (“**HSAC2**” or the “**Company**”), received a notice from The Nasdaq Stock Market (“**Nasdaq**”) stating that the Company failed to hold an annual meeting of stockholders within 12 months after its fiscal year ended December 31, 2021, as required by Nasdaq Listing Rule 5620(a). In accordance with Nasdaq Listing Rule 5810(c)(2)(G), the Company has 45 calendar days (or until March 5, 2023) to submit a plan to regain compliance and, if Nasdaq accepts the plan, Nasdaq may grant the Company up to 180 calendar days from its fiscal year end, or until June 29, 2023, to regain compliance. If Nasdaq does not accept the Company’s plan, the Company will have the opportunity to appeal the decision in front of a Nasdaq Hearings Panel.

As previously disclosed in a proxy statement/prospectus dated December 16, 2022, the Company will hold an extraordinary general meeting of shareholders (the “**General Meeting**”) on January 24, 2023 for the purposes of considering and voting upon, among other things, the previously announced business combination of HSAC Olympus Merger Sub, Inc., a Delaware corporation and a majority-owned subsidiary of HSAC2, with Orchestra BioMed, Inc., a Delaware corporation (the “**Business Combination**”). If the Business Combination is approved at the General Meeting and is consummated, the Company believes that, pursuant to public guidance provided on the Nasdaq Listing Center Reference Library, the Company will be treated as a newly-listed company and will be required to hold an annual meeting within one year after its first fiscal year end following listing on Nasdaq (or until December 31, 2024).

Accordingly, the Company plans to consummate the Business Combination as soon as practicable, after which the combined company will be treated as a newly listed entity. Therefore, the Company does not currently intend to submit a compliance plan within the specified period.

### **Cautionary Note Regarding Forward-Looking Statements**

The statements contained in this Current Report on Form 8-K that are not purely historical are forward-looking statements. Our forward-looking statements include, but are not limited to, statements regarding our or our management’s expectations, hopes, beliefs, intentions or strategies regarding the future. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. The words “anticipates,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “might,” “plan,” “possible,” “potential,” “predict,” “project,” “should,” “would” and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. Forward-looking statements in this report may include, for example, statements about our ability to complete our initial business combination; our success in retaining or recruiting, or changes required in, our officers, key employees or directors following our initial business combination; the delisting of our securities from Nasdaq or an inability to have our securities listed on Nasdaq following a business combination; the potential liquidity and trading of our securities; and the lack of a market for our securities. Factors that can affect future results include, but are not limited to, those discussed under the heading “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition” in the Company’s filings with the Securities and Exchange Commission. There can be no assurance that future developments affecting us will be those that we have anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond our control) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. Should one or more of these risks or uncertainties materialize, or should any of our assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws and/or if and when management knows or has a reasonable basis on which to conclude that previously disclosed projections are no longer reasonably attainable.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: January 24, 2023

HEALTH SCIENCES ACQUISITIONS CORPORATION 2

By: /s/ Roderick Wong  
Name: Roderick Wong, M.D.  
Title: Chief Executive Officer