

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

Date of Report (Date of earliest event reported): October 25, 2023

Hyzon Motors Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	001-3962 (Commission File Number)	82-2726724 (I.R.S. Employer Identification Number)
475 Quaker Meeting House Road Honeoye Falls, NY (Address of principal executive offices)	(585)-484-9337 (Registrant's telephone number, including area code)	14472 (Zip 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 of 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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Class A common stock, par value \$0.0001 per share	HYZN	NASDAQ Capital Market

**Warrants, each whole warrant
exercisable for one share of Class A
common stock at an exercise price of
\$11.50 per share**

HYZNW

NASDAQ Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 24, 2023, Hyzon Motors Inc. (“Hyzon” or the “Company”) announced the appointment of Stephen Weiland, age 44, as Chief Financial Officer, effective November 1, 2023. Effective as of November 1, 2023, JiaJia Wu, who has served Interim Chief Financial Officer and Chief Accounting Officer since April 2023, will assume the role of Senior Vice President, Finance and Accounting, reporting to Mr. Weiland.

From 2022 to 2023, Mr. Weiland served as Chief Financial Officer for BOOM Supersonic, a supersonic aircraft manufacturer, where he led Financial Planning & Analysis, Accounting, and IT/Security. Prior to this role, from 2015 to 2022, Mr. Weiland worked at Caterpillar, a manufacturer of construction, mining, and other equipment, where he served as Division CFO, Integrated Components & Solutions from 2020 to 2022, and Division CFO of Caterpillar's Cat Digital division from 2018 to 2020. From 2015 to 2018, Mr. Weiland led the transaction process, including acquisitions and divestitures, as Director of Corporate Development, Caterpillar Strategic Investments. Prior to his roles at Caterpillar, from 2012 to 2014, Mr. Weiland served as Director, Investment Banking at KPMG Corporate Finance, and prior to this role, served as an investment banker at various institutions. He holds an MBA, Finance, Management & Strategy, and Accounting, from the Northwestern University Kellogg School of Management, and a Bachelor of Science in Accountancy and Technology & Management from the University of Illinois at Urbana-Champaign.

None of Mr. Weiland's prior employers are a parent, subsidiary, or other affiliate of the Company. Mr. Weiland does not have a direct or indirect material interest in any transaction with the Company that requires disclosure pursuant to Item 404(a) of Regulation S-K, and there is no arrangement or understanding between Mr. Weiland and any other person pursuant to which Mr. Weiland was selected to serve as Hyzon's Chief Financial Officer. Mr. Weiland is not related to any member of the board of directors of Hyzon or any executive officer of the Company.

In connection with his appointment as Chief Financial Officer, Hyzon entered into an employment agreement with Mr. Weiland (the “Agreement”). The Agreement provides for a base salary of \$450,000, an annual target cash bonus opportunity of 70% of base salary and Mr. Weiland's eligibility to receive an annual long-term incentive opportunity in an amount determined by the Company's Board of Directors or a committee thereof. Subject to the approval of the Company's Compensation Committee, Mr. Weiland will receive a grant of 1,000,000 restricted stock units under the Company's 2021 Equity Incentive Plan that will vest equally over the course of four years, subject to Mr. Weiland's continued employment, as well as a sign-on incentive consisting of a one-time grant of restricted stock units valued at \$215,000 using a trailing 30-day volume weighted average price (“VWAP”) under the Company's 2021 Equity Incentive Plan, and vesting on the one-year anniversary of the grant date. Mr. Weiland will be entitled to participate in Hyzon's employee health/welfare and retirement benefit plans and programs. Upon a termination of Mr. Weiland's employment without Cause or for Good Reason (each as defined in the Agreement and such termination, a “Qualifying Termination”), Mr. Weiland will receive: (i) a lump sum equal to 18 months of Mr. Weiland's base salary (if such Qualifying Termination occurs within the 3 month period prior to or 12 month period following a change in control, a “Qualifying CIC Termination”) or 12 months of Mr. Weiland's base salary (if such Qualifying Termination is not a Qualifying CIC Termination), (ii) a prorated annual bonus for the year of termination, (iii) continued medical benefits for up to 18 months (if such Qualifying Termination is a Qualifying CIC Termination) or 12 months (if such Qualifying Termination is not a Qualifying CIC Termination) and (iv) (A) full acceleration of unvested equity-based awards (if such Qualifying Termination is a Qualifying CIC Termination) or (B) an additional 12 months of accelerated vesting of unvested equity-based awards (if such Qualifying Termination is not a Qualifying CIC Termination).

The foregoing description of the terms of the Agreement is not complete and is qualified in its entirety by reference to the full text of the Agreement, which the Company intends to file as an exhibit with its Quarterly Report for the period ended September 30, 2023.

Item 7.01. Regulation FD Disclosure.

On October 24, 2023, the Company furnished a press release regarding the appointment of Mr. Stephen Weiland as Chief Financial Officer, as described above in Item 5.02 of this Current Report on Form 8-K. The press release is attached hereto as Exhibit 99.1 and incorporated in this Item 7.01 by reference.

The information set forth in Item 7.01 (including Exhibit 99.1) shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

Exhibit Number	Description
99.1	Press release, dated October 24, 2023 issued by the Company.
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

SIGNATURE

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.

Date: October 25, 2023

HYZON MOTORS INC.

By: /s/ Parker Meeks

Name: Parker Meeks

Title: Chief Executive Officer