

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): August 23, 2023

Global System Dynamics, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-40707

(Commission File Number)

86-1458374

(I.R.S. Employer Identification No.)

815 Walker Street, Ste. 1155

Houston, TX

(Address of principal executive offices)

77002

(Zip Code)

Registrant's telephone number, including area code: (740) 229-0829

(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 (17CFR 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 share of Class A common stock, \$0.0001 par value, and one-half of one redeemable warrant	GSDWU	The Nasdaq Stock Market LLC
Shares of Class A common stock included as part of the units	GSD	The Nasdaq Stock Market LLC
Redeemable warrants included as part of the units, each whole warrant exercisable for one share of Class A common stock at an exercise price of \$11.50	GSDWW	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 (§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 ☒ [X]

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 August 23, 2023, Global System Dynamics, Inc. (the "Company") received a deficiency letter from the Listing Qualifications Department (the "Staff") of the Nasdaq Stock Market ("Nasdaq") notifying the Company that the Company no longer complies with Nasdaq Listing Rule 5250(c)(1) as a result of the Company's delay in filing its Form 10-Q for the quarter ended June 30, 2023. The letter was issued by Nasdaq under Nasdaq Listing Rule 5810(c)(2) for the Company's failure to comply with Nasdaq Listing Rule 5250(c)(1).

The Company has 60 calendar days, or until October 22, 2023, to submit to Nasdaq a plan (the "Plan") to regain compliance with the Nasdaq Listing Rules. If Nasdaq accepts the Company's Plan, then Nasdaq may grant the Company up to 180 calendar days from the prescribed due date for filing the Form 10-Q to regain compliance. If Nasdaq does not accept the Company's Plan, then the Company will have the opportunity to appeal that decision to a Nasdaq Hearings Panel.

The letter from the Staff has no immediate effect on the listing of the Company's securities on the Nasdaq Capital Market. The Company continues to work diligently to file the Form 10-Q as promptly as practicable. If the Company is unable to file the Form 10-Q within 60 calendar days from the date of the deficiency letter, the Company intends to submit to Nasdaq a Plan to regain compliance with the Nasdaq Listing Rules.

On August 22, 2023, the Company received a letter from the Staff stating that the Company filed its Form 10-Q for the quarter ended March 31, 2023, thereby addressing the deficiency in the Staff's May 30, 2023, letter to the Company, which was disclosed by the Company in its Current Report on Form 8-K filed with the SEC on May 30, 2023.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

See the Exhibit Index below, which is incorporated by reference herein.

Exhibit No.	Description
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)
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SIGNATURES

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

Global System Dynamics, Inc.

Date: August 30, 2023

By: /s/ Rick Iler
Rick Iler, Principal Executive Officer and Chief Financial Officer

