

**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 6, 2023

DATA KNIGHTS ACQUISITION CORP.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-40386
(Commission
File Number)

86-2076743
(IRS Employer
Identification No.)

Unit G6, Frome Business Park, Manor Road

Frome

United Kingdom, BA11 4FN

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code +44 203 833 4000

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 (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 share of Class A Common Stock and one Redeemable Warrant	DKDCU	The Nasdaq Stock Market LLC
Class A Common Stock, \$0.0001 par value per share	DKDCA	The Nasdaq Stock Market LLC
Redeemable Warrants, each exercisable for one share of Class A Common Stock at an exercise price of \$11.50 per share	DKDCW	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

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 8.01. Other Events.

Revision to Proxy Card

On October 2, 2023, Data Knights Acquisition Corp., a Delaware corporation (the “*Company*”), caused to be delivered to the shareholders of the Company (the “*Shareholders*”) a proxy card (the “*Original Proxy Card*”) in connection with the special meeting of the Shareholders scheduled for October 17, 2023 (the “*Special Meeting*”) to approve certain actions related to the Company’s previously announced proposed transaction with OneMedNet Corporation, a Delaware corporation (the “*Proposed Transaction*”), pursuant to the Company’s Registration Statement on Form S-4 (the “*Proxy Statement*”) filed with the Securities and Exchange Commission (the “*SEC*”) on September 21, 2023 and declared effective on September 22, 2023. This Current Report on Form 8-K is filed in advance of the Special Meeting to resolve scrivener’s errors in the Original Proxy Card. The Company has revised the Original Proxy Card to address these errors, which revised card is attached as Exhibit 99.1 (the “*Revised Proxy Card*”) and will replace in its entirety the Original Proxy Card. The chart below confirms how the numbering of each proposal in the Proxy Statement corresponds with the numbering of proposals in the Revised Proxy Card.

Revised Proxy Card Proposal Number	Proxy Statement Proposal Number
Proposal 1 – <i>Business Combination Proposal</i>	Proposal 2 – <i>Business Combination Proposal</i>
Proposal 2 – <i>Nasdaq Proposal</i>	Proposal 3 – <i>Nasdaq Proposal</i>
Proposal 3 – <i>Charter Amendment Proposal</i>	Proposal 4 – <i>Charter Amendment Proposal</i>
Proposal 3A – <i>Bylaw Amendment Requirement</i>	Proposal 4A – <i>Bylaw Amendment Requirement</i>
Proposal 3B – <i>Article Amendment Requirement</i>	Proposal 4B – <i>Article Amendment Requirement</i>
Proposal 4 – <i>Director Election Proposal</i>	Proposal 5 – <i>Director Election Proposal</i>
Proposal 5 – <i>Incentive Plan Proposal</i>	Proposal 6 – <i>Incentive Plan Proposal</i>
Proposal 6 – <i>Adjournment Proposal</i>	Proposal 7 – <i>Adjournment Proposal</i>
Proposal 7 – <i>NTA Amendment Proposal</i>	Proposal 1 – <i>NTA Amendment Proposal</i>

In connection with the Special Meeting, Shareholders should discard the Original Proxy Card and reflect all votes on the Revised Proxy Card.

Additional Information and Where to Find It

This Current Report on Form 8-K is provided for informational purposes only and has been prepared to assist interested parties in making their own evaluation with respect to the Proxy Statement. All proposals are described in detail in the Proxy Statement.

No Offer or Solicitation

This Current Report on Form 8-K is not a proxy statement or solicitation of a proxy, consent or authorization with respect to any securities or in respect of the Proxy Statement and shall not constitute an offer to sell or a solicitation of an offer to buy any securities nor shall there be any sale of securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. 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, or exemptions therefrom.

Participants in Solicitation

The Company and its directors and executive officers may be deemed participants in the solicitation of proxies from Shareholders in connection with the Proposed Transaction. Shareholders and other interested persons may obtain, without charge, more detailed information regarding the directors and officers of Company in Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2022, which was filed with the SEC on March 31, 2023. Information regarding the persons who may, under SEC rules, be deemed participants in the solicitation of proxies to Shareholders in connection with the Proxy Statement are set forth in the Proxy Statement. Additional information regarding the interests of participants in the solicitation of proxies in connection with the Proposed Transaction are included in the Proxy Statement.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Revised Proxy Card
104	Cover Page Interactive Data File (Embedded within the Inline XBRL document and included in Exhibit)

SIGNATURES

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

DATA KNIGHTS ACQUISITION CORP.

Date: October 6, 2023

By: /s/ Barry Anderson
Barry Anderson
Chief Executive Officer

YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.

Vote by Internet – QUICK ★★ EASY
IMMEDIATE – 24 Hours a Day, 7 Days a Week or by Mail

DATA KNIGHTS ACQUISITION CORP.

Your Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card. Votes submitted electronically over the Internet must be received by 11:59 p.m., Eastern Time, on October 16, 2023.



INTERNET/MOBILE –
www.cstproxyvote.com

Use the Internet to vote your proxy. Have your proxy card available when you access the above website. Follow the prompts to vote your shares.



Vote at the Meeting –

If you plan to attend the virtual online special meeting, you will need your 12 digit control number to vote electronically at the special meeting. To attend:

<https://www.cstproxy.com/dataknights/2023>



MAIL – Mark, sign and date your proxy card and return it in the postage-paid envelope provided.

PLEASE DO NOT RETURN THE PROXY CARD IF YOU ARE VOTING ELECTRONICALLY.

▲ FOLD HERE • DO NOT SEPARATE • INSERT IN ENVELOPE PROVIDED ▲

PROXY

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

DATA KNIGHTS ACQUISITION CORP.

**UNIT G6, FROME BUSINESS PARK, MANOR ROAD,
FROME, UNITED KINGDOM, BA11 4FN**

The undersigned, revoking any previous proxies relating to these shares, hereby acknowledges receipt of the Notice dated September 22, 2023 and Proxy Statement, dated September 22, 2023, in connection with the special meeting to be held at 10:30 a.m. Eastern Time on October 17, 2023 as a virtual meeting (the "Special Meeting") for the sole purpose of considering and voting upon the following proposals, and hereby appoints Barry Anderson and Firdauz Edmin bin Mokhtar, (with full power to act alone), the attorneys and proxies of the undersigned, with full power of substitution to each, to vote all shares of common stock of the Company registered in the name provided, which the undersigned is entitled to vote at the Special Meeting and at any adjournments thereof, with all the powers the undersigned would have if personally present. Without limiting the general authorization hereby given, said proxies are, and each of them is, instructed to vote or act as follows on the proposals set forth in the accompanying Proxy Statement.

THIS PROXY, WHEN EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED "FOR" THE PROPOSAL SET FORTH IN PROPOSAL 1, "FOR" THE PROPOSAL SET FORTH IN PROPOSAL 2, "FOR" THE PROPOSAL SET FORTH IN PROPOSAL 3, "FOR" THE PROPOSAL SET FORTH IN PROPOSAL 3A, "FOR" THE PROPOSAL SET FORTH IN PROPOSAL 3B, "FOR" THE PROPOSAL SET FORTH IN PROPOSAL 4, "FOR" THE EACH OF THE NOMINEES SET FORTH IN PROPOSAL 5, AND "FOR" THE PROPOSAL SET FORTH IN PROPOSAL 6, IF SUCH PROPOSAL IS PRESENTED AT THE SPECIAL MEETING. THIS PROXY WILL REVOKE ALL PRIOR PROXIES SIGNED BY YOU.

(Continued, and to be marked, dated and signed, on the other side)

Important Notice Regarding the Availability of Proxy Materials for the Special Meeting of Shareholders to be held on October 17, 2023

This notice of meeting and the accompany proxy statement are available at <https://www.cstproxy.com/dataknights/2023>

PROXY

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" ALL PROPOSALS.

Please mark your votes like this



Proposal 1 — Business Combination Proposal.

To adopt and approve an Agreement and Plan of Merger, by and among Data Knights, Data Knights Merger Sub, Inc., OneMedNet Corporation, Data Knights, LLC, as Purchaser Representative, and Paul Casey, as Seller Representative, as set forth in the proxy statement, whereby Merger Sub will merge with and into OneMedNet, with OneMedNet changing its name to OneMedNet Solutions Corp. and continuing as the "Surviving Corporation" and wholly-owned subsidiary of Data Knights (collectively, the "Business Combination").

	FOR	AGAINST	ABSTAIN
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Class 3: (to serve until 2025 annual meeting)

	FOR	WITHHOLD
Dr. Jeffrey Yu	<input type="checkbox"/>	<input type="checkbox"/>
Dr. Christoph Zindel	<input type="checkbox"/>	<input type="checkbox"/>

Proposal 2 — Nasdaq Proposal.

To approve, for purposes of complying with Nasdaq Listing Rules 5635(a) and (b), the issuance of more than 20% of the issued and outstanding Class A common stock and the resulting change in control in connection with the Business Combination.

	FOR	AGAINST	ABSTAIN
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Proposal 5 — Incentive Plan Proposal.

To approve and adopt the 2022 Equity Incentive Plan (the "Equity Incentive Plan"), a copy of which is attached to the proxy statement/prospectus as Annex D (the "Incentive Plan Proposal").

	FOR	AGAINST	ABSTAIN
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Proposal 6 — Adjournment Proposal.

To adopt and approve a proposal to adjourn the Special Meeting to a later date or dates if necessary to permit further solicitation and vote of proxies if it is determined by Data Knights that more time is necessary or appropriate to approve one or more Proposals at the Special Meeting.

	FOR	AGAINST	ABSTAIN
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Proposal 3 — Charter Amendment Proposal.

To adopt and approve the Third Amended and Restated Certificate of Incorporation, as set out in Annex C to the proxy statement/prospectus, which shall become effective upon the closing (the "Closing") of the Business Combination (the "Charter Amendment Proposal") including (i) the addition of a super majority voting requirement to amend the Surviving Corporation's Bylaws (the "Bylaw Amendment Requirement"), and (ii) the addition of a super majority voting requirement to amend Articles V (Board of Directors), VI (Stockholders), VII(Liability and Indemnification; Corporate Opportunity), VIII (Business Combinations), IX (Exclusive Forum), and Article X (Amendments) of the Third Amended and Restated Certificate of Incorporation (the "Article Amendment Requirement").

	FOR	AGAINST	ABSTAIN
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Proposal 7 - NTA Amendment Proposal.

To consider and vote on an amendment to the Charter, which amendment shall be effective, if adopted and implemented by Data Knights, prior to the consummation of the proposed Business Combination, to remove from the Charter the Redemption Limitation contained under Section 9.2(a) preventing Data Knights from closing a business combination if it would have less than \$5,000,0001 of net tangible assets.

	FOR	AGAINST	ABSTAIN
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Proposal 3A — Bylaw Amendment Requirement.

To adopt and approve the addition to Data Knights' Certificate of Incorporation of a super majority voting requirement to amend the Surviving Corporation's Bylaws, as contained in the Third Amended and Restated Certificate of Incorporation.

	FOR	AGAINST	ABSTAIN
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Proposal 3B — Article Amendment Requirement.

To adopt and approve the addition to Data Knights' Certificate of Incorporation of a super majority voting requirement to amend Articles V (Board of Directors), VI (Stockholders), VII (Liability and Indemnification; Corporate Opportunity), VIII (Business Combinations), IX (Exclusive Forum), and Article X (Amendments) of the Third Amended and Restated Certificate of Incorporation, as contained in the Third Amended and Restated Certificate of Incorporation.

	FOR	AGAINST	ABSTAIN
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

PLEASE SIGN, DATE AND RETURN THE PROXY IN THE ENVELOPE ENCLOSED TO CONTINENTAL STOCK TRANSFER & TRUST COMPANY. THIS PROXY WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED SHAREHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED "FOR" THE PROPOSAL SET FORTH IN PROPOSAL 1, "FOR" THE PROPOSAL SET FORTH IN PROPOSAL 2, "FOR" THE PROPOSAL SET FORTH IN PROPOSAL 3, "FOR" THE PROPOSAL SET FORTH IN PROPOSAL 3A, "FOR" THE PROPOSAL SET FORTH IN PROPOSAL 3B, "FOR" EACH OF THE NOMINEES SET FORTH IN PROPOSAL 4, "FOR" THE PROPOSAL SET FORTH IN PROPOSAL 5, "FOR" PROPOSAL SET FORTH IN PROPOSAL 7 AND "FOR" THE PROPOSAL SET FORTH IN PROPOSAL 6, IF SUCH PROPOSAL IS PRESENTED AT THE SPECIAL MEETING. THIS PROXY WILL REVOKE ALL PRIOR PROXIES SIGNED BY YOU.

Proposal 4 — Director Election Proposal.

To vote for the election of the following individuals to serve on the Board of Directors of Data Knights following the Business Combination:

Class 1 (to serve until 2023 annual meeting):

	FOR	WITHHOLD
Erkan Akyuz	<input type="checkbox"/>	<input type="checkbox"/>
Eric Casaburi	<input type="checkbox"/>	<input type="checkbox"/>
Robert Golden	<input type="checkbox"/>	<input type="checkbox"/>

Class 2: (to serve until 2024 annual meeting)

	FOR	WITHHOLD
Paul Casey	<input type="checkbox"/>	<input type="checkbox"/>
Dr. Julianne Huh	<input type="checkbox"/>	<input type="checkbox"/>
Dr. Thomas Kosasa	<input type="checkbox"/>	<input type="checkbox"/>

CONTROL NUMBER

Signature _____ **Signature, if held jointly** _____ **Date** _____, 2023
 Signature should agree with name printed hereon. If shares of the Class A common stock are held in the name of more than one person, EACH joint owner should sign. Executors, administrators, trustees, guardians, and attorneys should indicate the capacity in which they sign. Attorneys should submit powers of attorney.