
**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): **December 2, 2021**

Avalon Acquisition Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-40872
(Commission
File Number)

85-3451075
(IRS Employer
Identification No.)

**2 Embarcadero Center, 8th Floor
San Francisco, CA 94111**
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(415) 423-0010**

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:

Title of each class	Trading Symbols	Name of each exchange on which registered
Units, each consisting of one share of Class A common stock, par value \$0.0001 per share and three-fourths one redeemable warrant	AVACU	The Nasdaq Stock Market LLC
Class A common stock, par value \$0.0001 per share	AVAC	The Nasdaq Stock Market LLC
Redeemable warrants, each whole warrant exercisable for one share of Class A common stock at an exercise price of \$11.50 per whole share	AVACW	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.

On December 2, 2021, Avalon Acquisition Inc. (the “Company”) issued a press release, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K, announcing that holders of the Company’s public units (the “Units”) sold in the Company’s initial public offering of 20,700,000 Units, which included 2,700,000 Units issued pursuant to the exercise in full of the Underwriter’s over-allotment option, may elect to separately trade the shares of Class A common stock, par value \$0.0001 (the “Class A Common Stock”) and warrants (the “Warrants”) included in the Units commencing December 3, 2021. Each Unit consists of one share of Class A Common Stock and three-fourths of one redeemable Warrant. Those Units not separated will continue to trade on the Nasdaq Global Market under the symbol “AVACU”. The Class A Common Stock and the Warrants will trade on Nasdaq Global Market under the symbols “AVAC” and “AVACW”, respectively. No fractional Warrants will be issued upon separation of the Units and only whole Warrants will trade. Holders of the Units will need to have their brokers contact Continental Stock Transfer & Trust Company, the Company’s transfer agent, in order to separate the Units into shares of Class A Common Stock and Warrants.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release, dated December 2, 2021.

SIGNATURES

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.

AVALON ACQUISITION INC.

By: /s/ S. Craig Cagnetti
Name: S. Craig Cagnetti
Title: Chief Executive Officer

Dated: December 3, 2021

Avalon Acquisition Inc. Announces the Separate Trading of its Class A Common Stock and Warrants, Commencing December 3, 2021

SAN FRANCISCO, December 2, 2021 -- Avalon Acquisition Inc. (NASDAQ GM: AVACU) (the "Company") announced today that, commencing December 3, 2021, holders of the units sold in the Company's initial public offering may elect to separately trade shares of the Company's Class A common stock and warrants included in the units. No fractional warrants will be issued upon separation of the units and only whole warrants will trade. The shares of Class A common stock and warrants that are separated will trade on the Nasdaq Global Market under the symbols "AVAC" and "AVACW," respectively. Those units not separated will continue to trade on the Nasdaq Global Market under the symbol "AVACU." Holders of units will need to have their brokers contact Continental Stock Transfer & Trust Company, the Company's transfer agent, in order to separate the units into Class A ordinary shares and warrants.

A registration statement relating to these securities has been declared effective by the U.S. Securities and Exchange Commission (the "SEC"). This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the units and the underlying securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Maxim Group LLC acted as sole book-running manager of the offering.

The initial public offering was made only by means of a prospectus. Copies of the prospectus relating to the offering may be obtained from Maxim Group LLC, 300 Park Avenue, 16th Floor, New York, New York 10022, at (212) 895-3500, or by visiting EDGAR on the SEC's website at www.sec.gov.

About Avalon Acquisition Inc.

Avalon Acquisition is a newly incorporated blank check company whose business purpose is to effect a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses. Although the Company may pursue targets in any industry, it intends to initially focus its search on identifying a prospective target business within the financial services and financial technology industries. The Company also intends to initially focus on prospective target businesses that have unseen potential for revenue growth and/or operating margin expansion with high recurring revenue and cash flow, defensible intellectual property and strong market positions. The Company is led by Executive Chairman Donald Putnam, the founder of Grail Partners and Putnam Lovell Securities, and CEO Craig Cognetti, who leads the principal investing practice at Grail Partners.

Forward Looking-Statements

This press release may contain statements that constitute "forward-looking statements," including with respect to the Company's search for and completion of an initial business combination. Forward-looking statements are subject to numerous conditions, many of which are beyond the control of the Company, including those set forth in the Risk Factors section of the Company's registration statement for its initial public offering filed with the Securities and Exchange Commission ("SEC"). Copies are available on the SEC's website at www.sec.gov. The Company undertakes no obligation to update these statements for revisions or changes after the date of this release, except as required by law.

Contact:
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