

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or Section 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 31, 2023 (January 29, 2023)

Compute Health Acquisition Corp.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

001-40001  
(Commission File Number)

85-3449307  
(IRS Employer  
Identification Number)

1100 North Market Street  
4<sup>th</sup> Floor  
Wilmington, DE 19890  
(Address of principal executive offices)

(212) 829-3500  
Registrant's telephone number, including area 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:

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-quarter of one Redeemable Warrant	CPUH.U	The New York Stock Exchange
Class A common stock, par value \$0.0001 per share, included as part of the Units	CPUH	The New York Stock Exchange
Redeemable Warrants included as part of the Units, each exercisable for one share of Class A common stock for \$11.50 per share	CPUH WS	The New York Stock Exchange

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

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 29, 2023, Dr. Osama Alswailem, an independent member of the Board of Directors (the "Board") of Compute Health Acquisition Corp. (the "Company"), notified the Board of his resignation as a member of the Board, effective as of January 29, 2023.

On January 31, 2023, the Company notified the New York Stock Exchange (the "NYSE") that, after giving effect to Dr. Alswailem's resignation, the Company no longer had a majority of independent directors as required by Section 303A.01 of the NYSE Listed Company Manual.

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

On January 29, 2023, Dr. Alswailem notified the Board of his resignation as a member of the Board, effective as of January 29, 2023.

To cause the Company to satisfy the NYSE requirement that it have a majority of independent directors, on January 31, 2023, Dr. Jean Nehmé notified the Board of his resignation as a member of the Board, effective as of January 31, 2023.

Dr. Nehmé will continue to serve in his position as Co-Chief Executive Officer of the Company following his resignation as a member of the Board.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**SIGNATURE**

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.

**Compute Health Acquisition Corp.**

By: /s/ Joshua Fink

Name: Joshua Fink

Title: Co-Chief Executive Officer

Dated: January 31, 2023

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