

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): July 30, 2021

CONSONANCE-HFW ACQUISITION CORP.

(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction
of incorporation)

001-39635
(Commission
File Number)

98-15556622
(I.R.S. Employer
Identification No.)

1 Palmer Square, Suite 350 Princeton, NJ
(Address of principal executive offices)

08540
(Zip Code)

(609) 921-2333

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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Units, each consisting of one Class A Ordinary Share, \$0.0001 par value, and one-third of one redeemable warrant	CHFW.U	NYSE American LLC
Class A Ordinary Shares included as part of the units	CHFW	NYSE American LLC
Redeemable warrants included as part of the units, each whole warrant exercisable for one Class A Ordinary Share at an exercise price of \$11.50	CHFW.W	NYSE American LLC

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 July 30, 2021, Consonance-HFW Acquisition Corp. (“CHFW” or the “Company”), in connection with its proposed business combination (the “Business Combination”) with Surrozen, Inc. (“Surrozen”) and acting pursuant to authorization from its Board of Directors, determined (i) to voluntarily withdraw the listing of CHF^W’s common stock, warrants, and units from the NYSE American LLC (the “NYSE American”), and (ii) to list the post-combination company’s common stock and warrants on The Nasdaq Global Select Market (“Nasdaq”), in each case subject to the closing of the Business Combination. Trading of the common stock and warrants of the post-combination company is expected to begin on Nasdaq at market open on or about August 12, 2021 under the symbols “SRZN” and “SRZ^{NW}”, respectively. The last day of trading on the NYSE American is expected to be on or about August 11, 2021.

Item 7.01 Regulation FD Disclosure.

On July 30, 2021, CHF^W issued a press release (the “Press Release”) regarding the change in stock exchange listing. The Press Release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

The information contained in this Item 7.01, including Exhibit 99.1, and is furnished and 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 liabilities under that section, and shall not be deemed to be incorporated by reference into the filings of CHF^W under the Securities Act of 1933, as amended (the “Securities Act”) or the Exchange Act, regardless of any general incorporation language in such filings. This Current Report on Form 8-K will not be deemed an admission as to the materiality of any information of the information contained in this Item 7.01, including Exhibit 99.1.

Item 8.01 Other Events.

The information contained in Item 7.01 above is incorporated herein by reference into this Item 8.01.

Additional Information

In connection with the Business Combination, CHF^W filed a registration statement on Form S-4 (333-256146) (as amended the “Registration Statement”) with the U.S. Securities and Exchange Commission (the “SEC”). On July 15, 2021, the Registration Statement was declared effective by the SEC. On July 15, 2021, CHF^W filed a definitive proxy statement relating to CHF^W’s special meeting of stockholders in lieu of the 2021 annual meeting to be held on August 10, 2021, to consider matters and transactions relating to the Business Combination and final prospectus with respect to the securities of CHF^W to be issued in connection with the Business Combination to Surrozen stockholders. This communication is not a substitute for the Registration Statement, the definitive proxy statement/final prospectus or any other document that CHF^W sends its shareholders in connection with the Business Combination. The definitive proxy statement/final prospectus contains important information about CHF^W, Surrozen and their respective business and related risks, the combined company, including pro forma financial information and the proposed Business Combination and related matters. **Investors and security holders of CHF^W are advised to read the proxy statement/prospectus in connection with CHF^W’s solicitation of proxies for its extraordinary general meeting of shareholders to be held to approve the Business Combination (and related matters) because the proxy statement/prospectus contains important information about the Business Combination and the parties to the**

Business Combination. Investors and security holders of Surrozen are advised to read the proxy statement/prospectus in connection with the written consent of Surrozen stockholders. The definitive proxy statement/final prospectus was mailed to shareholders of CHFV as of the record date established for voting on the Business Combination. Shareholders are also able to obtain copies of the proxy statement/prospectus, without charge, at the SEC's website at www.sec.gov or by directing a request to: Consonance-HFV Acquisition Corp., 1 Palmer Square, Suite 305, Princeton, NJ.

Participants in the Solicitation

CHFV, Surrozen and their respective directors, executive officers, other members of management, and employees, under SEC rules, may be deemed to be participants in the solicitation of proxies of CHFV's shareholders in connection with the Business Combination. Investors and security holders may obtain more detailed information regarding the names and interests in the Business Combination of CHFV's directors and officers in CHFV's filings with the SEC, including the Registration Statement filed with the SEC by CHFV, which includes the proxy statement of CHFV for the Business Combination, and such information and names of Surrozen's directors and executive officers will also be in the Registration Statement filed with the SEC by CHFV, which includes the proxy statement of CHFV for the Business Combination.

Forward-Looking Statements

Certain statements made herein are not historical facts but are forward-looking statements for purposes of the safe harbor provisions under The Private Securities Litigation Reform Act of 1995. Forward-looking statements generally are accompanied by words such as "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "expect," "should," "would," "plan," "predict," "potential," "seem," "seek," "future," "outlook" and similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements include, but are not limited to, statements regarding future events, the Business Combination between CHFV and Surrozen, the estimated or anticipated future results and benefits of the combined company following the Business Combination, including the likelihood and ability of the parties to successfully consummate the Business Combination, future opportunities for the combined company, and other statements that are not historical facts. These statements are based on the current expectations of CHFV's management and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on, by any investor as a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond the control of CHFV and Surrozen. These statements are subject to a number of risks and uncertainties regarding CHFV's businesses and the Business Combination, and actual results may differ materially. These risks and uncertainties include, but are not limited to, general economic, political and business conditions; the inability of the parties to consummate the Business Combination or the occurrence of any event, change or other circumstances that could give rise to the termination of the Business Combination Agreement; the outcome of any legal proceedings that may be instituted against the parties; the receipt of an unsolicited offer from another party for an alternative business transaction that could interfere with the Business Combination; the risk that the approval of the shareholders of CHFV or the stockholders of Surrozen for the potential transaction is not obtained; failure to realize the anticipated benefits of the Business Combination, including as a result of a delay in consummating the potential transaction or difficulty in integrating the businesses of CHFV and Surrozen; the risk that the Business Combination disrupts current plans and operations as a result of the announcement and consummation of the Business Combination; the ability of the combined company to grow and manage growth profitably and retain its key employees; the amount of redemption requests made by CHFV's shareholders; the inability to obtain or maintain the listing of the post-acquisition company's securities on Nasdaq following the Business Combination; costs related to the Business Combination; risks related to the matters set forth in the Staff Statement on Accounting and Reporting Considerations for Warrants Issued by Special Purpose Acquisition Companies, issued by the Division of Corporate Finance of the SEC on April 12, 2021; and those factors discussed in the registration statement on Form S-4 (333-256146), declared effective by the SEC on July 15, 2021, and CHFV's other filings with the SEC. There may be additional risks that CHFV presently does not know or that CHFV currently believes are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements provide CHFV's expectations, plans or forecasts of future events and views as of the date of this communication. CHFV anticipates that subsequent events and developments will cause CHFV's assessments to change. However, while CHFV may elect to update these forward-looking statements at some point in the future, CHFV specifically disclaims any obligation to do so. These forward-looking statements should not be relied upon as representing CHFV's assessments as of any date subsequent to the date of this communication. Accordingly, undue reliance should not be placed upon the forward-looking statements.

No Offer or Solicitation

This Current Report is not a proxy statement or solicitation of a proxy, consent or authorization with respect to any securities or in respect of the proposed Business Combination 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 such state or jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of the Securities Act.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated as of July 30, 2021.

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.

Date: July 30, 2021

CONSONANCE-HFW ACQUISITION CORP.

By: /s/ Gad Soffer

Name: Gad Soffer

Title: Chief Executive Officer

New Surrozen to Trade on Nasdaq as “SRZN”

PRINCETON, N.J. – July 30, 2021 – Consonance-HFW Acquisition Corp. (NYSE American LLC: CHFV) (“CHFV”) today announced that, upon the Domestication and the consummation of its pending business combination (the “Business Combination”) with Surrozen, Inc. (“Surrozen”), New Surrozen Common Stock and New Surrozen Warrants (each as defined below) will be listed on The Nasdaq Global Select Market (“Nasdaq”).

Prior to the consummation of the Business Combination, CHFV will domesticate as a Delaware corporation and will change its name to “Surrozen, Inc.” (the “Domestication”). References to “New Surrozen” in this release refer to CHFV following the name change. In connection with the Domestication, (1) each of the then issued and outstanding CHFV Class A ordinary shares, par value \$0.0001 per share (“CHFV Class A Ordinary Shares”), and each issued and outstanding CHFV Class B ordinary share, par value \$0.0001 per share, will convert automatically, on a one-for-one basis, into a share of common stock, par value \$0.0001 per share, of New Surrozen (“New Surrozen Common Stock”); (2) each of the then issued and outstanding whole warrants to purchase Class A ordinary shares of CHFV will automatically represent the right to purchase one share of New Surrozen Common Stock (“New Surrozen Warrants”) at an exercise price of \$11.50 per share on the terms and conditions set forth in the warrant agreement, dated November 18, 2020, between CHFV and Continental Stock Transfer & Trust Company, as warrant agent (the “CHFV Warrant Agreement”); and (3) each of the then issued and outstanding units of CHFV that has not been previously separated into the underlying CHFV Class A Ordinary Shares and the underlying warrants of CHFV prior to the Domestication will be canceled and will entitle the holder thereof to one share of New Surrozen Common Stock and one-third of one warrant representing the right to purchase one share of New Surrozen Common Stock at an exercise price of \$11.50 per share on the terms and subject to the conditions set forth in the CHFV Warrant Agreement.

Trading is expected to begin on Nasdaq on August 12, 2021, under the new ticker symbol “SRZN” for the New Surrozen Common Stock and “SRZNV” for the New Surrozen Warrants, following the consummation of the Business Combination, which is currently expected to occur on August 11, 2021, subject to final shareholder approval at CHFV’s extraordinary general meeting on August 10, 2021, and satisfaction of other customary closing conditions. Until the Domestication and transfer to Nasdaq is complete, the CHFV Class A Ordinary Shares, warrants, and units will continue to trade under the ticker symbols “CHFV,” “CHFV.W,” and “CHFV.U,” respectively, on the NYSE American LLC (“NYSE American”). The last day of trading on the NYSE American is expected to be on August 11, 2021.

No action is required by existing CHFV shareholders with respect to the ticker symbol or exchange listing change.

About Consonance-HFW Acquisition Corp.

Consonance-HFW Acquisition Corp. is a recently incorporated blank check company incorporated as a Cayman Islands exempted company and incorporated for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses or entities. It is led by Chairman Mitchell Blutt, M.D., Chief Executive Officer Gad Soffer, Chief Financial Officer Kevin Livingston and VP Business Development Joshua House.

About Surrozen

Surrozen is a biotechnology company discovering and developing drug candidates to selectively modulate the Wnt pathway. Surrozen is developing tissue-specific antibodies designed to engage the body’s existing biological repair mechanisms with potential application across multiple disease areas, including diseases of the intestine, liver, retina, cornea, lung, kidney, cochlea, skin, pancreas and central nervous system. For more information, please visit www.surrozen.com.

Forward-Looking Statements

This press release contains forward-looking statements that are based on beliefs and assumptions and on information currently available. In some cases, you can identify forward-looking statements by the following words: “may,” “will,” “could,” “would,” “should,” “expect,” “intend,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “project,” “potential,” “continue,” “ongoing” or the negative of these terms or other comparable terminology, although not all forward-looking statements contain these words. These statements involve risks, uncertainties and other factors that may cause actual results, levels of activity, performance or achievements to be materially different from the information expressed or implied by these forward-looking statements. Although we believe that we have a reasonable basis for each forward-looking statement contained in this press release, we caution you that these statements are based on a combination of facts and factors currently known by us and our projections of the future, about which we cannot be certain. Forward-looking statements in this press release include, but are not limited to, statements regarding the proposed business combination, including the timing and structure of the transaction, the proceeds of the transaction, the board of directors of New Surrozen, the initial market capitalization of New Surrozen and the benefits of the transaction, as well as statements about the expectations for and beliefs about Surrozen’s clinical development programs and pipeline. We cannot assure you that the forward-looking statements in this press release will prove to be accurate. These forward looking statements are subject to a number of risks and uncertainties, including, among others, the parties’ ability to complete the business combination in a timely manner or at all, including to obtain the requisite approvals from the CHFV or Surrozen shareholders, or the parties’ ability or willingness to satisfy or waive other closing conditions contained in the business combination agreement; the occurrence of any event that could give rise to the termination of the business combination agreement, including if the PIPE is delayed or unable to be consummated; the ability to recognize the anticipated benefits of the business combination and other risks and uncertainties, including those to be included under the header “Risk Factors” in the registration statement on Form S-4 filed with the SEC by CHFV, and those risks and uncertainties included under the header “Risk Factors” in the final prospectus of CHFV related to its initial public offering and in its Annual Report. The forward-looking statements in this press release represent our views as of the date of this press release. **IF UNDERLYING ASSUMPTIONS PROVE INACCURATE OR UNKNOWN RISKS OR UNCERTAINTIES MATERIALIZE, ACTUAL RESULTS AND THE TIMING OF EVENTS MAY DIFFER MATERIALLY FROM THE RESULTS AND/OR TIMING DISCUSSED IN THE FORWARD-LOOKING STATEMENTS, AND YOU SHOULD NOT PLACE UNDUE RELIANCE ON THESE STATEMENTS. CHFV AND SURROZEN DISCLAIM ANY INTENT OR OBLIGATION TO UPDATE ANY FORWARD-LOOKING STATEMENTS AS A RESULT OF DEVELOPMENTS OCCURRING AFTER THE DATE OF THIS REPORT OR OTHERWISE.** Furthermore, if any forward-looking statements prove to be inaccurate, the inaccuracy may be material. In light of the significant uncertainties in these forward-looking statements, you should not regard these statements as a representation or warranty by us or any other person that we will achieve our objectives and plans in any specified time frame, or at all.

Additional Information

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This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities, or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Participants in the Solicitation

CHFV, Surrozen and their respective directors, executive officers, other members of management, and employees, under SEC rules, may be deemed to be participants in the solicitation of proxies of CHFV's shareholders in connection with the Business Combination. Investors and security holders may obtain more detailed information regarding the names and interests in the Business Combination of CHFV's directors and officers in CHFV's filings with the SEC, including the Registration Statement filed with the SEC by CHFV, which includes the proxy statement of CHFV for the Business Combination, and such information and names of Surrozen's directors and executive officers will also be in the Registration Statement filed with the SEC by CHFV, which includes the proxy statement of CHFV for the Business Combination. These documents can be obtained free of charge from the sources indicated above.

Consonance-HFV Acquisition Corp.

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Surrozen

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