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

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of August 2024

Commission File Number 001-36487

Atlantica Sustainable Infrastructure plc

(Exact name of Registrant as Specified in its Charter)

Not Applicable

(Translation of Registrant's name into English)

Great West House, GW1, 17th floor
Great West Road
Brentford, TW8 9DF
United Kingdom
Tel.: +44 203 499 0465

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F

Form 40-F

Results of Court Meeting of Shareholders and General Meeting of Shareholders

As previously disclosed in the 6-K dated May 28, 2024 by Atlantica Sustainable Infrastructure plc (the “Company” or “Atlantica”), on May 27, 2024, the Company entered into a transaction agreement with California Buyer Limited (“Bidco”) providing for, subject to the terms and conditions of such transaction agreement, the acquisition of the Company by Bidco (the “Transaction”), which is expected to be implemented by means of a scheme of arrangement under the laws of England and Wales (the “Scheme”). On July 16, 2024, the Company published a scheme circular setting out further information relating to the Scheme (the “Scheme Circular”).

On August 8, 2024, the Company held (i) a meeting of the shareholders of the Company by the High Court of Justice of England and Wales for the approval of the Scheme (the “Court Meeting”) and (ii) a general meeting of the shareholders of the Company to approve certain other matters in connection with the Transaction (the “General Meeting”). The resolutions put for approval of the Company’s shareholders at such meetings were passed with the requisite majority of votes. The Company issued a press release on August 8, 2024, announcing such results, a copy of which is furnished herewith as Exhibit 99.3. According to the final results of the Court Meeting and the General Meeting, the resolutions put for approval of the Company’s shareholders were passed with a 97.0% and 97.0% approval respectively. Copies of the final reports of the inspector of election showing the final results of the Court Meeting and the General Meeting are furnished herewith as Exhibit 99.1 and Exhibit 99.2, respectively.

In light of the pending Transaction and its recent approval by the Company’s shareholders, the Company advises that it is opting not to update, at this point or in the future, its guidance previously disclosed on March 1, 2024 related to 2024 expected Adjusted EBITDA and 2024 expected CAFD.

ADDITIONAL INFORMATION AND WHERE TO FIND IT

This Report of Foreign Private Issuer on Form 6-K is being made in respect of the Transaction. This communication is not a substitute for the Scheme Circular or any other document that may be filed or furnished by the Company with the SEC. Closing of the Transaction is still subject to regulatory approvals and other conditions. Investors and security holders are urged to carefully read the entire Scheme Circular (which includes an explanatory statement in respect of the Scheme in accordance with the requirements of the U.K. Companies Act 2006) and other relevant documents because they contain important information. You may obtain copies of all documents filed with or furnished to the SEC regarding the Transaction, free of charge, at the SEC’s website (www.sec.gov).

In addition, investors and shareholders can obtain free copies of the Scheme Circular and other documents filed with or furnished to the SEC by the Company on its Investors website (<https://www.atlantica.com/web/en/investors/>).

CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING STATEMENTS

This report includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions, strategies, future events or performance (often, but not always, through the use of words or phrases such as may result, are expected to, will continue, is anticipated, likely to be, believe, will, could, should, would, estimated, may, plan, potential, future, projection, goals, target, outlook, predict, aim and intend or words of similar meaning) or the negative of these terms or other comparable terminology are not statements of historical facts and may be forward looking. Such statements occur throughout this report and include statements with respect to the Transaction and the implementation of the Scheme, the proposed timing and various actions and other conditions contemplated in respect of the Transaction and the Scheme.

The forward-looking statements in this report are subject to numerous risks, uncertainties, estimates and assumptions, including risks relating to (a) Bidco's and Atlantica's ability to complete the Transaction on the proposed terms or on the anticipated timeline, or at all, including risks and uncertainties related to securing the necessary regulatory and other third-party approvals, the sanction of the Scheme by the High Court of Justice of England and Wales or the satisfaction of other closing conditions to consummate the Transaction; (b) the occurrence of any event, change or other circumstance that could give rise to the termination of the transaction agreement or any unanticipated difficulties or expenditures relating to the proposed Transaction; (c) risks related to diverting the attention of Atlantica's management from ongoing business operations; (d) failure to realize the expected benefits of the Transaction; (e) significant transaction costs and/or unknown or inestimable liabilities; (f) the risk of shareholder litigation in connection with the Transaction, including resulting expense or delay; (g) Bidco's ability to fund the cash required to consummate the Transaction; (h) risks related to future opportunities and plans for the Company, including the uncertainty of expected future regulatory filings, financial performance and results of the Company following completion of the Transaction; (i) disruption of current plans and operations caused by the announcement of the proposed Transaction, making it more difficult to conduct business as usual or maintain relationships with current or future customers, employees or suppliers, financing sources, governmental authorities, and joint-venture partners; (j) effects relating to the announcement of the Transaction or any further announcements or the consummation of the Transaction on the market price of Atlantica's shares and, if the Transaction is not completed, and the Company continues as a publicly-traded entity, risks that the announcement of the proposed Transaction and the dedication of substantial resources of the Company to the completion of the Transaction could have an impact on its business, strategic relationships, operating results and activities in general; (k) risk of having to pay the company termination fee pursuant to the terms of the transaction agreement; (l) regulatory initiatives and changes in tax laws that may impact the Transaction; (m) market volatility; and (n) other risks and uncertainties affecting Bidco and Atlantica and more. Given these risks and uncertainties, you should not place undue reliance on forward-looking statements as a prediction of actual results. Accordingly, any such statements are qualified in their entirety by reference to, and are accompanied by, important factors included in "Part I—Item 3.D.—Risk Factors" in our Annual Report on Form 20-F for the year ended December 31, 2023 and in any subsequent reports on Form 6-K (in addition to any assumptions and other factors referred to specifically in connection with such forward-looking statements).

Any forward-looking statement speaks only as of the date on which such statement is made, and we undertake no obligation to update any forward-looking statement to reflect events or circumstances, including, but not limited to, unanticipated events, after the date on which such statement is made, unless otherwise required by law. New factors emerge from time to time, and it is not possible for management to predict all of these factors, nor can it assess the impact of each of these factors on the business or the extent to which any factor, or combination of factors, may cause actual results, performance or achievements, and the timing of events to differ materially from those contained or implied in any forward-looking statement.

NO OFFER OR SOLICITATION

This report is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law.

EXHIBIT INDEX

Exhibit No.	Description
99.1	Final Report of Inspector of Elections for the Court Meeting.
99.2	Final Report of Inspector of Elections for the General Meeting.
99.3	Press Release of the Company on the Preliminary Results of the General Meeting and the Court Meeting, dated August 8, 2024.

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, thereunto duly authorized.

Date: August 14, 2024

ATLANTICA SUSTAINABLE INFRASTRUCTURE PLC

By: /s/ Santiago Seage

Name: Santiago Seage

Title: Chief Executive Officer

ATLANTICA SUSTAINABLE INFRASTRUCTURE PLC

By: /s/ Francisco Martinez-Davis

Name: Francisco Martinez-Davis

Title: Chief Financial Officer

ATLANTICA SUSTAINABLE INFRASTRUCTURE PLC
 Court Meeting of Shareholders
 August 8, 2024

FINAL REPORT OF THE INSPECTOR OF ELECTION

I, the undersigned, the duly appointed Inspector of Election at the Court Meeting of Shareholders (the “**Meeting**”) of Atlantica Sustainable Infrastructure plc (the “**Company**”), on August 8, 2024, hereby certify that:

- 1) Before entering upon the discharge of my duties as Inspector of Election at the Meeting, I took and signed an Oath of Inspector of Election.
- 2) The Meeting took place at the offices of the Company’s solicitors, Skadden, Arps, Slate, Meagher & Flom (UK) LLP, at 22 Bishopsgate, London EC2N 4BQ, United Kingdom, pursuant to notice duly given (the “**Notice**”).
- 3) As of August 6, 2024, the record date for the determination of shareholders entitled to attend the Meeting, there were 116,159,054 Scheme Shares (as defined in the Notice), each Scheme Share being entitled to one vote, constituting all of the outstanding voting securities of the Company.
- 4) At the Meeting, the holders of 86,493,872 Scheme Shares voted.
- 5) The undersigned canvassed the votes of the Scheme Shareholders (as defined in the Notice) cast by ballot or proxy on the matters presented at the Meeting.
- 6) At the Meeting, the vote to approve (with or without modification) a scheme of arrangement proposed to be made pursuant to Part 26 of the Companies Act 2006 between the Company and Scheme Shareholders, was as follows:

<u>FOR</u>	<u>AGAINST</u>
83,919,640	2,574,232

IN WITNESS WHEREOF, I have made this Final Report and have hereunto set my hand on this 8th day of August, 2024.

Inspector of Election

/s/ Anthony P. Carideo
 Anthony P. Carideo

FINAL NUMEROSITY REPORT OF THE INSPECTOR OF ELECTION

I, the undersigned, the duly appointed Inspector of Election at the Court Meeting of Shareholders (the “**Meeting**”) of Atlantica Sustainable Infrastructure plc (the “**Company**”), on August 8, 2024, hereby certify that:

- 1) Before entering upon the discharge of my duties as Inspector of Election at the Meeting, I took and signed an Oath of Inspector of Election.
- 2) The Meeting took place at the offices of the Company’s solicitors, Skadden, Arps, Slate, Meagher & Flom (UK) LLP, at 22 Bishopsgate, London EC2N 4BQ, United Kingdom, pursuant to notice duly given (the “**Notice**”).
- 3) As of August 6, 2024, the record date for the determination of shareholders entitled to attend the Meeting, there were 12 registered Scheme Shareholders (as defined in the Notice).
- 4) At the Meeting, nine (9) registered Scheme Shareholders voted.
- 5) The undersigned canvassed the votes of the Scheme Shareholders (as defined in the Notice) cast by ballot or proxy on the matters presented at the Meeting.
- 6) At the Meeting, the vote to approve (with or without modification) a scheme of arrangement proposed to be made pursuant to Part 26 of the Companies Act 2006 between the Company and Scheme Shareholders, was as follows:

<u>FOR</u>	<u>AGAINST</u>
9	0*

** One registered Scheme Shareholder voted a majority of Scheme Shares FOR (7,405,269 Scheme Shares) and some Scheme Shares AGAINST (2,574,232 Scheme Shares). For the purposes of this Final Report, such Scheme Shareholder is counted as voting FOR the Scheme.*

IN WITNESS WHEREOF, I have made this Final Report and have hereunto set my hand on this 8th day of August, 2024.

Inspector of Election

/s/ Anthony P. Carideo

Anthony P. Carideo

ATLANTICA SUSTAINABLE INFRASTRUCTURE PLC
 General Meeting of Shareholders
 August 8, 2024

FINAL REPORT OF THE INSPECTOR OF ELECTION

I, the undersigned, the duly appointed Inspector of Election at the General Meeting of Shareholders (the “**Meeting**”) of Atlantica Sustainable Infrastructure plc (the “**Company**”), on August 8, 2024, hereby certify that:

- 1) Before entering upon the discharge of my duties as Inspector of Election at the Meeting, I took and signed an Oath of Inspector of Election.
- 2) The Meeting took place at the offices of the Company’s solicitors, Skadden, Arps, Slate, Meagher & Flom (UK) LLP, at 22 Bishopsgate, London EC2N 4BQ, United Kingdom, pursuant to notice duly given (the “**Notice**”).
- 3) As of August 6, 2024, the record date for the determination of shareholders entitled to attend the Meeting, there were 116,159,054 shares of the Company’s Ordinary Shares, each share being entitled to one vote, constituting all of the outstanding voting securities of the Company.
- 4) At the Meeting, the holders of 86,699,122 shares of the Company’s Ordinary Shares voted, with at least two members represented in person, constituting a quorum.
- 5) The undersigned canvassed the votes of the shareholders cast by ballot or proxy on the matters presented at the Meeting.
- 6) **Special Resolution.** At the Meeting, the vote to implement the Scheme, as defined in and as set out in the Notice, including authorizing the Company’s directors to take all such actions as they may consider necessary or appropriate for carrying the Scheme into effect and the amendment to the articles of association of the Company as set out in the Notice, was as follows:

<u>FOR</u>	<u>AGAINST</u>	<u>VOTE WITHHELD</u>
84,100,906	2,515,663	82,553

IN WITNESS WHEREOF, I have made this Final Report and have hereunto set my hand on this 8th day of August, 2024.

Inspector of Election

/s/ Anthony P. Carideo
 Anthony P. Carideo



Atlantica Holds Shareholders' Meetings to Approve its Acquisition by Energy Capital Partners and Co-Investors

August 8, 2024 – Atlantica Sustainable Infrastructure plc (NASDAQ: AY) (“Atlantica” or the “Company”), announced today that it has completed the requisite meetings of its shareholders to approve its acquisition by Energy Capital Partners and a group of co-investors (the “Transaction”). Based upon the preliminary results of these meetings, the Transaction received all requisite approvals of the Company’s shareholders. Atlantica will publish the final voting results of the meetings in the coming days.

The Transaction is still subject to, among other conditions, sanction of the Transaction by the High Court of Justice of England and Wales, and regulatory approvals in different jurisdictions, including clearance by the Committee on Foreign Investment in the United States and by the Federal Energy Regulatory Commission in the United States. The Transaction is expected to close in the fourth quarter of 2024 or early first quarter of 2025.

For further information regarding the Transaction and the relevant agreements related thereto, please see the Report of Foreign Private Issuer on Form 6-K filed on May 28, 2024 by the Company, including the exhibits thereto and the Report of Foreign Private Issuer on Form 6-K filed on July 16, 2024, including the exhibits thereto. The descriptions of the Transaction and such agreements outlined above do not purport to be complete and are qualified in their entirety by reference to the full text of such agreements which are exhibits to the abovementioned Reports of Foreign Private Issuer on Form 6-K.

Forward-Looking Statements

This press release includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions, strategies, future events or performance (often, but not always, through the use of words or phrases such as “may result”, “are expected to”, “will continue”, “is expected”, “likely to be”, “believe”, “will”, “could”, “should”, “would”, “estimated”, “may”, “plan”, “potential”, “future”, “projection”, “goals”, “target”, “outlook”, “predict”, “aim” and “intend” or words of similar meaning) or the negative of these terms or other comparable terminology are not statements of historical facts and may be forward looking. Such statements occur throughout this report and include statements with respect to the Transaction and the implementation of the Scheme, the proposed timing and various actions and other conditions contemplated in respect of the Transaction and the Scheme.

The forward-looking statements in this report are subject to numerous risks, uncertainties, estimates and assumptions, including risks relating to (a) Bidco's and Atlantica's ability to complete the Transaction on the proposed terms or on the anticipated timeline, or at all, including risks and uncertainties related to securing the necessary regulatory and other third-party approvals, the sanction of the Scheme by the High Court of Justice of England and Wales or the satisfaction of other closing conditions to consummate the Transaction; (b) the occurrence of any event, change or other circumstance that could give rise to the termination of the Transaction Agreement or any unanticipated difficulties or expenditures relating to the proposed Transaction; (c) risks related to diverting the attention of Atlantica's management from ongoing business operations; (d) failure to realize the expected benefits of the Transaction; (e) significant transaction costs and/or unknown or inestimable liabilities; (f) the risk of shareholder litigation in connection with the Transaction, including resulting expense or delay; (g) Bidco's ability to fund the cash required to consummate the Transaction; (h) risks related to future opportunities and plans for the Company, including the uncertainty of expected future regulatory filings, financial performance and results of the Company following completion of the Transaction; (i) disruption of current plans and operations caused by the announcement of the proposed Transaction, making it more difficult to conduct business as usual or maintain relationships with current or future customers, employees or suppliers, financing sources, governmental authorities, and joint-venture partners; (j) effects relating to the announcement of the Transaction or any further announcements or the consummation of the Transaction on the market price of Atlantica's shares and, if the Transaction is not completed, and the Company continues as a publicly-traded entity, risks that the announcement of the proposed Transaction and the dedication of substantial resources of the Company to the completion of the Transaction could have an impact on its business, strategic relationships, operating results and activities in general; (k) risk of having to pay the company termination fee pursuant to the terms of the Transaction Agreement; (l) regulatory initiatives and changes in tax laws that may impact the Transaction; (m) market volatility; and (n) other risks and uncertainties affecting Bidco and Atlantica and more. Given these risks and uncertainties, you should not place undue reliance on forward-looking statements as a prediction of actual results. Accordingly, any such statements are qualified in their entirety by reference to, and are accompanied by, important factors included in "Part I—Item 3.D.—Risk Factors" in our Annual Report on Form 20-F for the year ended December 31, 2023 and in any subsequent reports on Form 6-K (in addition to any assumptions and other factors referred to specifically in connection with such forward-looking statements).

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About Atlantica

Atlantica Sustainable Infrastructure plc is a sustainable infrastructure company that owns a diversified portfolio of contracted renewable energy, storage, efficient natural gas, electric transmission and water assets in North & South America, and certain markets in EMEA (www.atlantica.com).

Chief Financial Officer

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Investor Relations & Communication

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