

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): September 6, 2023

WHEELS UP EXPERIENCE INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39541
(Commission
File Number)

98-1617611
(I.R.S. Employer
Identification No.)

601 West 26th Street, Suite 900
New York, New York
(Address of principal executive offices)

10001
(Zip Code)

(212) 257-5252
(Registrant's telephone number, including area code)
(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
Class A common stock, par value \$0.0001 per share	UP	New York Stock Exchange
Redeemable warrants, each warrant exercisable for 1/10th of one share of Class A common stock at an exercise price of \$115.00 per whole share of Class A common stock	UP WS	OTCPK*

- * On July 7, 2023, the New York Stock Exchange filed a Form 25 with the U.S. Securities and Exchange Commission to delist the redeemable publicly-traded warrants.

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 1.01 Entry into a Material Definitive Agreement.

As previously disclosed by Wheels Up Experience Inc. (the "Company") in a Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission (the "SEC") on August 21, 2023, the Company entered into the First Amendment to Secured Promissory Note, dated as of August 15, 2023 (the "Note First Amendment"), with Delta Air Lines, Inc., as payee ("Delta"), and the Second Amendment to Secured Promissory note, dated as of August 21, 2023 (the "Note Second Amendment"), which in each case amended the Secured Promissory Note, dated August 8, 2023 (as amended by the Note First Amendment and Note Second Amendment, the "Note"), with Delta. On September 6, 2023, the Company and Delta entered into the Third Amendment to Secured Promissory Note (the "Note Third Amendment" and together with the Note, the "Amended Note"), to increase the aggregate principal amount of the Note by up to an additional \$15.0 million, of which the additional \$15.0 million was received by the Company on September 6, 2023. The Note Third Amendment brought the total principal amount under the Amended Note up to \$60.0 million. The Third Amendment does not contain any additional material covenants or terms or amend any material covenants or terms set forth in the Note.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information set forth under Item 1.01 above is incorporated herein by reference.

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.

WHEELS UP EXPERIENCE INC.

Date: September 8, 2023

By: /s/ Todd Smith

Name: Todd Smith

Title: Interim Chief Executive Officer and Chief Financial Officer
