

**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): May 24, 2021

ANDINA ACQUISITION CORP. III

(Exact Name of Registrant as Specified in Charter)

Cayman Islands
(State or Other Jurisdiction
of Incorporation)

001-38785
(Commission
File Number)

N/A
(IRS Employer
Identification No.)

Calle 113 # 7-45 Torre B
Oficina 1012
Bogotá, Colombia
(Address of Principal Executive Offices) (Zip Code)

(646) 565-3861
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

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 ordinary share, one right, and one redeemable warrant	ANDAU	The NASDAQ Stock Market LLC
Ordinary Shares, par value \$0.0001 per share	ANDA	The NASDAQ Stock Market LLC
Rights, each to receive one-tenth (1/10) of one ordinary share	ANDAR	The NASDAQ Stock Market LLC
Redeemable warrants, exercisable for ordinary shares at a price of \$11.50 per share	ANDAW	The NASDAQ Stock Market LLC

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 (see General Instruction A.2. below):

- 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))

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 4.02 Non-Reliance on Previously Issued Interim Financial Statements or Competed Interim Review.

On May 24, 2021, the audit committee (the "Audit Committee") of the board of directors (the "Board") of Andina Acquisition Corp. III (the "Company"), after considering the recommendations of management, determined that the Company's interim condensed financial statements as of March 31, 2021 and for the three month period ended March 31, 2021 (the "Interim Financial Statements") included in the Company's quarterly report on Form 10-Q filed by the Company on May 21, 2021 (the "Form 10-Q") should no longer be relied upon due to changes required in the application of guidance related to the Company's accounting associated with the private investment in public equity (PIPE) transaction that is the subject of the Subscription Agreements entered into by the Company and Stryve Foods, LLC ("Stryve") with certain investors on January 28, 2021 in connection with the Company's proposed business combination with Stryve, as previously disclosed in, among other reports, the Company's Current Report on Form 8-K filed on February 3, 2021. Following consideration of such guidance, it was determined that the Interim Financial Statements should be revised to reflect, among other things, a reclassification of the Company's ordinary shares between temporary and permanent equity, resulting in changes to the Company's additional paid-capital, accumulated deficit and basic and diluted loss per share. The Company intends to reflect this reclassification of its ordinary shares in an Amendment No. 1 to the Form 10-Q that the Company will file reflecting the reclassification of ordinary shares to temporary equity and setting forth through expanded disclosure in the financial statements the restatement and its impact on the previously reported Interim Financial Statements.

The Audit Committee, the Board and Andina management have discussed the matters disclosed in this Current Report on Form 8-K pursuant to this Item 4.02 with its auditors, Marcum LLP ("Marcum"). Marcum was provided with a copy of the disclosures made herein and was given the opportunity, no later than the day of the filing of this Current Report on Form 8-K, to review these disclosures.

Cautionary Statements Regarding Forward-Looking Statements

This Current Report on Form 8-K includes "forward-looking statements" within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Certain of these forward-looking statements can be identified by the use of words such as "believes," "expects," "intends," "plans," "estimates," "assumes," "may," "should," "will," "seeks," or other similar expressions. Such statements may include, but are not limited to, statements regarding the Company's intent to restate certain historical financial statements and the timing and impact of the restatement. These statements are based on current expectations on the date of this Form 8-K and involve a number of risks and uncertainties that may cause actual results to differ significantly. The Company does not assume any obligation to update or revise any such forward-looking statements, whether as the result of new developments or otherwise. Readers are cautioned not to put undue reliance on forward-looking statements.

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.

Dated: May 25, 2021

ANDINA ACQUISITION CORP. III

By: /s/ Julio A. Torres

Name: Julio A. Torres

Title: Chief Executive Officer
