

Filed by Hub Cyber Security Ltd. pursuant to
Rule 425 under the Securities Act of 1933
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under the Securities Exchange Act of 1934
Subject Company: Mount Rainier Acquisition Corp.
Commission File No.: 001-40870

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

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO SECTION 13A-16 OR 15D-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of February 2023

Commission File Number: 333-267035

Hub Cyber Security Ltd.
(Exact Name of Registrant as Specified in Its Charter)

17 Rothschild Blvd
Tel Aviv 6688120, Israel
+972-3-924-4074
(Address of principal executive offices)

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

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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CEO Transition

On February 2, 2023, the Board of Directors (the “Board”) of HUB Cyber Security Ltd. (TASE: HUB) (the “Company”) accepted the resignation of Eyal Moshe as the Company’s Chief Executive Officer, effective immediately, and appointed him as President of the Company’s U.S. operations. Mr. Moshe will remain as a member of the Board as well. Mr. Moshe’s decision to resign as Chief Executive Officer was not the result of any disagreement with the Company on any matters relating to the Company’s operations, policies or practices.

Additionally, on February 2, 2023, the Board of the Company appointed Mr. Uzi Moskovitch, Major General (Ret.), previously the Company’s Executive Chairman, to replace Eyal Moshe as Chief Executive Officer, effective immediately.

Further, on February 2, 2023, Ayelet Bitan, the Company’s Vice President of Human Resources, resigned from her position as an officer of the Company, effective immediately. Her duties will be assumed by Mr. Moskovitch until the Company can find a suitable replacement.

Chairman Transition

In connection with his appointment as the Company’s Chief Executive Officer, Mr. Moskovitch resigned from his position as Executive Chairman. The Board appointed Moshe Raines, a current director of the Company, to the role of interim chairman of the Board to serve in this role until further notice or decision by the Board.

On February 2, 2023, the Company issued a press release entitled “HUB Cyber Security - Updates on Nasdaq Listing and Pipe Investor Change.” A copy of this press release is attached to this Form 6-K as Exhibit 99.1.

EXHIBIT INDEX

The following exhibit is filed as part of this Form 6-K:

<u>Exhibit</u>	<u>Description</u>
99.1	Press release dated February 2, 2023.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Hub Cyber Security Ltd.

Date: February 3, 2023

By: /s/ Uzi Moskovitch
Uzi Moskovitch
Chief Executive Officer

HUB Cyber Security - Updates on Nasdaq Listing and Pipe Investor Change

TEL AVIV, Israel, Feb. 2, 2023 /PRNewswire/ -- HUB Cyber Security Ltd (TASE: HUB), a developer of Confidential Computing cybersecurity solutions and services ("HUB" or the "Company"), announced today in preparation for the Nasdaq listing and SPAC merger the following changes to the management of HUB Cyber Security. Mr. Eyal Moshe will be promoted to undertake the role of President of US operations to better focus resources and attention on the North American strategic business development. Mr. Uzi Moskovitch, Major General(Ret.) will be replacing Mr. Moshe as Chief Executive Officer (CEO).

Mr. Moskovitch is a retired Major General from the IDF, former head of IDF's Cyber and Defense Division. Serves as a board member for a number of public companies and HUB Cyber Security's chairman of the board. Moscovich has a B.S. in Aeronautical Engineering from the Technion – Israel Institute of Technology and M.A. degrees, in Business Administration and Strategy from the Polytechnic Institute of New York University and in Strategy and Political Science from the US Army War College.

HUB Cyber Security updates on February 2nd 2023, that it has received an irrevocable commitment by A-Labs Advisory & Finance Ltd. to substitute a current HUB PIPE investor, Clover Wolf Fund, in the sum US\$ 10 million on the same terms.

About Mount Rainier Acquisition Corp.

Mount Rainier Acquisition Corp. is a blank check company sponsored by DC Rainier SPV LLC, a Delaware limited liability company managed by Dominion Capital LLC, whose business purpose is to effect a merger, share exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses.

About HUB Cyber Security Ltd

HUB Cyber Security Ltd ("HUB") was established in 2017 by veterans of the 8200 and 81 elite intelligence units of the Israeli Defense Forces. The company specializes in unique Cyber Security solutions protecting sensitive commercial and government information. The company debuted an advanced encrypted computing solution aimed at preventing hostile intrusions at the hardware level while introducing a novel set of data theft prevention solutions. HUB operates in over 30 countries and provides innovative cybersecurity computing appliances as well as a wide range of cybersecurity services worldwide.

Forward-Looking Statements

As previously announced, the Company entered into a Business Combination Agreement, dated as of March 23, 2022, as amended on June 19, 2022 (as amended, the "Business Combination Agreement"), with Hub Cyber Security Ltd., a company organized under the laws of the State of Israel ("HUB Security"), and Rover Merger Sub, Inc., a Delaware corporation and wholly-owned subsidiary of HUB Security ("Merger Sub"). Pursuant to the terms of the Business Combination Agreement, a business combination between the Company and HUB Security will be effected through Merger Sub merging with and into the Company (the "Merger"), with the Company surviving the Merger as a direct wholly-owned subsidiary of HUB Security. Capitalized terms used in this press release but not otherwise defined herein have the meanings given to them in the Business Combination Agreement. This press release contains forward-looking statements for purposes of the safe harbor provisions under the United States Private Securities Litigation Reform Act of 1995, including statements about the parties' ability to close the proposed transaction, the anticipated benefits of the proposed transaction, and the financial condition, results of operations, earnings outlook and prospects of the Company and/or HUB Security, and may include statements for the period following the consummation of the proposed transaction.

Forward-looking statements are typically identified by words such as "plan," "believe," "expect," "anticipate," "intend," "outlook," "estimate," "future," "forecast," "project," "continue," "could," "may," "might," "possible," "potential," "predict," "seem," "should," "will," "would" and other similar words and expressions, but the absence of these words does not mean that a statement is not forward-looking.

The forward-looking statements are based on the current expectations of the management of the Company and HUB Security, as applicable, and are inherently subject to uncertainties and changes in circumstances and their potential effects and speak only as of the date of such statement. There can be no assurance that future developments will be those that have been anticipated. These forward-looking statements involve a number of risks, uncertainties or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include, but are not limited to, those discussed and identified in public filings made with the SEC by the Company and HUB Security and the following:

expectations regarding HUB Security's strategies and future financial performance, including its future business plans or objectives, prospective performance and opportunities and competitors, revenues, products and services, pricing, operating expenses, market trends, liquidity, cash flows and uses of cash, capital expenditures, and HUB Security's ability to invest in growth initiatives and pursue acquisition opportunities;

the occurrence of any event, change or other circumstances that could give rise to the termination of the Business Combination Agreement and any subsequent definitive agreements with respect to the transaction contemplated therein;

the outcome of any legal proceedings that may be instituted against the Company, HUB Security, the Surviving Company or others following announcement of the Business Combination Agreement and the transaction contemplated therein;

the inability to complete the proposed transactions due to, among other things, the failure to obtain certain governmental and regulatory approvals or to satisfy other conditions to closing, including delays in obtaining, adverse conditions contained in, or the inability to obtain necessary regulatory approvals or complete regulatory reviews required to complete the proposed transaction;

the inability to obtain the financing necessary to consummate the proposed transaction;

changes to the proposed structure of the proposed transactions that may be required or appropriate as a result of applicable laws or regulations or as a condition to obtaining regulatory approval of the proposed transaction;

the ability to meet stock exchange listing standards following the consummation of the proposed transaction;

the risk that the announcement and consummation of the proposed transaction disrupts HUB Security's current operations and future plans;

the lack of a third party valuation in determining whether or not to pursue the proposed transaction;

the ability to recognize the anticipated benefits of the proposed transaction, which may be affected by, among other things, competition, the ability of HUB Security to grow and manage growth profitably, maintain relationships with customers and suppliers and retain its management and key employees;

costs related to the proposed transaction;

limited liquidity and trading of the Company's and HUB Security's securities;

geopolitical risk, including military action and related sanctions, and changes in applicable laws or regulations;

the possibility that the Company or HUB Security may be adversely affected by other economic, business, and/or competitive factors;

inaccuracies for any reason in the estimates of expenses and profitability and projected financial information for HUB Security; and

other risks and uncertainties set forth in the section entitled "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements" in the Company's final prospectus relating to its initial public offering dated October 4, 2021 and the proxy statements filed on December 5, 2022 and December 9, 2022.

Should one or more of these risks or uncertainties materialize or should any of the assumptions made by the management of the Company and HUB Security prove incorrect, actual results may vary in material respects from those expressed or implied in these forward-looking statements.

All subsequent written and oral forward-looking statements concerning the proposed business combination or other matters addressed in this press release and attributable to the Company, HUB Security or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in press release. Except to the extent required by applicable law or regulation, the Company and HUB Security undertake no obligation to update these forward-looking statements to reflect events or circumstances after the date of this press release to reflect the occurrence of unanticipated events.

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