
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 **June 2024**
Commission File Number: **001-41448**

Gorilla Technology Group Inc.
(Translation of registrant's name into English)

Meridien House
42 Upper Berkeley Street
Marble Arch
London, United Kingdom W1H 5QJ
(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

Explanatory Note

On June 10, 2024, Gorilla Technology Group Inc., a Cayman Islands exempted company (the “Company”), issued and sold (a) 2,142,858 ordinary shares of the Company (the “Shares”) and (b) Series C ordinary share purchase warrants to purchase 2,142,858 ordinary shares of the Company (the “Warrants” and, together with the Shares, the “Securities”) for \$5.60 per ordinary share and accompany warrant (the “Offering”). The Securities were sold in a registered direct offering pursuant to the Company’s registration statement on Form F-3 (File No. 333-274053).

The Company received net proceeds of approximately \$11.3 million, after deducting placement agent fees but before paying estimated offering expenses. The Company intends to use the net proceeds from the sale of the Securities for working capital purposes.

A copy of the opinion of Travers Thorp Alberga relating to the legality of the issuance and sale of the Shares in the Offering is filed as Exhibit 99.1 to this Report of Foreign Private Issuer on Form 6-K. A copy of the opinion of Pillsbury Winthrop Shaw Pittman LLP relating to the legality of the issuance and sale of the Warrants in the Offering is filed as Exhibit 99.2 to this Report of Foreign Private Issuer on Form 6-K.

INCORPORATION BY REFERENCE

The information included in this Report of Foreign Private Issuer on Form 6-K is hereby incorporated by reference into the Company’s Registration Statements on Form F-3 (File Nos. [333-274053](#), [333-267838](#) and [333-276708](#)) and on [Form S-8](#) (File No. 333-275749) (including any prospectuses forming a part of such registration statements) and to be a part thereof from the date on which this Report of Foreign Private Issuer on Form 6-K is filed, to the extent not superseded by documents or reports subsequently filed or furnished.

SIGNATURES

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.

Gorilla Technology Group Inc.

Date: June 11, 2024

By: /s/ Jayesh Chandan

Name: Jayesh Chandan

Title: Chief Executive Officer
(Principal Executive Officer)

EXHIBIT INDEX

Exhibit	Description
99.1	Opinion of Travers Thorp Alberga, regarding the legality of the Shares (including consent)
99.2	Opinion of Pillsbury Winthrop Shaw Pittman, regarding the legality of the Warrants (including consent)



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To: Gorilla Technology Group Inc.
Meridien House
42 Upper Berkeley Street
Marble Arch
London, W1H 5QJ
United Kingdom

10 June 2024

Dear Sirs

Re: Gorilla Technology Group Inc.

We have acted as Cayman Islands legal advisers to Gorilla Technology Group Inc. (the “**Company**”) in connection with the Company’s registration statement on Form F-3, including all amendments or supplements thereto, filed with the United States Securities and Exchange Commission (the “**Commission**”) under the United States Securities Act of 1933 (the “**Act**”), as amended, (the “**Registration Statement**”), relating to the registration of up to a maximum aggregate offering price of US\$300,000,000, including the Company’s Ordinary Shares with a par value of US\$0.001 per share (the “**Placement Shares**”) and ordinary share warrants (the “**Warrants**”) to purchase ordinary shares that may be issued and sold under a Securities Purchase Agreement (the “**Purchase Agreement**”) dated 6 June 2024 among the Company and the parties thereto. This opinion is given in accordance with the terms of the Legal Matters section of the Registration Statement.

1 Documents Reviewed

For the purposes of this opinion we have reviewed originals, copies, drafts or conformed copies of the documents listed in Schedule 1 to this opinion, being all of the documents necessary to form our opinion. Defined terms shall have the meanings set out in Schedule 1 or in the Registration Statement.

2 Assumptions

The following opinions are given only as to and based on circumstances and matters of fact existing at the date hereof and as to the laws of the Cayman Islands as the same are in force at the date hereof. In giving this opinion, we have relied upon the completeness and accuracy (and assumed the continuing completeness and accuracy as at the date hereof) of the Director’s Certificate, as to matters of fact, without further verification and have assumed that copy documents or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals.

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Cayman Islands & British Virgin Islands Attorneys-at-Law
Resident Hong Kong Partners: Anthony Travers
OBE, Richard Thorp, Jos Briggs, Guy Connell, Ray Ng

3 Opinions

Based upon, and subject to, the foregoing assumptions, and having regard to such legal considerations as we deem relevant, we are of the opinion that:

- 3.1 the Company has been duly incorporated and is validly existing under the laws of the Cayman Islands;
- 3.2 the directors of the Company (the “**Directors**”) have taken all necessary corporate action to approve the issuance and establish the terms of the Placement Shares, Warrants and the ordinary shares issuable upon exercise of the Warrants (the “**Warrant Shares**”), the offering thereof and related matters, and when such Placement Shares and Warrant Shares, have been issued and sold by the Company in the manner contemplated by the Purchase Agreement, the Warrants and the Registration Statement and in accordance with such resolutions of the Directors, such Placement Shares and Warrant Shares will be duly authorized, legally issued and allotted, as fully paid and non-assessable;
- 3.3 in this opinion the phrase “non-assessable” means, with respect to shares in the Company, that a shareholder shall not, solely by virtue of its status as a shareholder, be liable for additional assessments or calls on the shares by the Company or its creditors (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstances in which a court may be prepared to pierce or lift the corporate veil); and
- 3.4 the statements in the prospectus forming part of the Registration Statement, to the extent that they constitute statements of Cayman Islands law, are accurate in all material respects and such statements constitute our opinion.

We hereby consent to the prospectus discussion of this opinion, to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm under the heading “Legal Matters” and elsewhere in the prospectus and the prospectus supplement included in the Registration Statement. In providing our consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the Rules and Regulations of the Commission thereunder.

This opinion is limited to the matters detailed herein and is not to be read as an opinion with respect to any other matter.

Yours faithfully

/S/ TRAVERS THORP ALBERGA
TRAVERS THORP ALBERGA

SCHEDULE 1

List of Documents Reviewed

- 1 the Certificate of Incorporation dated 17 May 2021;
- 2 the Amended and Restated Memorandum and Articles of Association of the Company as adopted by special resolution of the shareholders of the Company on 13 July 2022 (the “**M&A**”);
- 3 the register of directors of the Company;
- 4 the Purchase Agreement;
- 5 the Warrants; and
- 6 the Registration Statement.

PILLSBURY WINTHROP SHAW PITTMAN LLP
31 West 52nd Street
New York, NY, 10019

June 10, 2024

Gorilla Technology Group Inc.
Meridien House
42 Upper Berkeley Street
Marble Arch
London, United Kingdom W1H 5QJ

Ladies and Gentlemen:

We are acting as counsel for Gorilla Technology Group Inc., an exempted company incorporated in the Cayman Islands with limited liability (the "Company"), in connection with the offer and sale of (i) 2,142,858 ordinary shares (the "Shares"), par value \$0.001 per share, of the Company (the "Ordinary Shares"), all of which are authorized but heretofore unissued shares and (ii) Series C ordinary share warrants (the "Warrants") to purchase up to 2,142,858 Ordinary Shares, all of which are authorized but heretofore unissued shares (the "Warrant Shares"), in each case pursuant to the Registration Statement on Form F-3 (Registration No. 333-274053) (the "Registration Statement"), filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933 (the "Act"), and the related prospectus dated August 29, 2023, as supplemented by the prospectus supplement dated June 6, 2024 relating to the offer and sale of the Shares and the Warrants and the issuance of the Warrant Shares (as so supplemented, the "Prospectus").

We have reviewed the Registration Statement, the Prospectus and such other documents, records, certificates and other materials, and have reviewed and are familiar with such corporate proceedings and satisfied ourselves as to such other matters, as we have considered relevant or necessary as a basis for our opinions set forth in this letter. In such review, we have assumed the accuracy and completeness of all agreements, documents, records, certificates and other materials submitted to us, the conformity with the originals of all such materials submitted to us as copies (whether or not certified and including facsimiles), the authenticity of the originals of such materials and all materials submitted to us as originals, the genuineness of all signatures and the legal capacity of all natural persons.

On the basis of the assumptions and subject to the qualifications and limitations set forth herein, we are of the opinion that, the Warrants, when duly executed and delivered by the Company and issued and sold by the Company in the manner described in the Registration Statement and the Prospectus and in accordance with the resolutions adopted by the Board of Directors of the Company, will constitute valid and legally binding obligations of the Company.

Our opinion set forth above is subject to and limited by the effect of (a) applicable bankruptcy, insolvency, fraudulent conveyance and transfer, receivership, conservatorship, arrangement, moratorium and other similar laws affecting or relating to the rights of creditors generally, (b) general equitable principles (whether considered in a proceeding in equity or at law) and (c) requirements of reasonableness, good faith, materiality and fair dealing and the discretion of the court before which any matter may be brought.

Gorilla Technology Group Inc.

June 10, 2024

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We have assumed that neither the issuance and delivery of, nor the performance of the Company's obligations under, the Warrants will (a) require any authorization, consent, approval or license of, or exemption from, or registration or filing with, or report or notice to, any governmental unit, agency, commission, department or other authority (a "Governmental Approval") or (b) violate or conflict with, result in a breach of, or constitute a default under, (i) any agreement or instrument to which the Company or any of its affiliates is a party or by which the Company or any of its affiliates or any of its properties may be bound, (ii) any Governmental Approval that may be applicable to the Company or any of its affiliates or any of its properties, (iii) any order, decision, judgment or decree that may be applicable to the Company or any of its affiliates or any of its properties or (iv) any applicable law (other than the law of the State of New York as in effect on the date hereof).

Our opinion set forth in this letter is limited to the law of the State of New York as in effect on the date hereof.

We hereby consent to the filing of this letter as Exhibit 5.2 to the Company's Report of Foreign Private Issuer on Form 6-K filed by the Company with the Commission on the date hereof and the incorporation thereof in the Registration Statement and to the use of our name under the caption "Legal Matters" in the Prospectus. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/S/ PILLSBURY WINTHROP SHAW PITTMAN LLP

PILLSBURY WINTHROP SHAW PITTMAN LLP
