
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or Section 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 1, 2020

INVESTINDUSTRIAL ACQUISITION CORP.

(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction
of incorporation or organization)

001-39720
(Commission
File Number)

98-1556465
(I.R.S. Employer
Identification No.)

Suite 1, 3rd Floor, 11-12 St James's Square
London, United Kingdom
(Address of principal executive offices)

SW1Y 4LB
(Zip Code)

+44 20 7400 3333

Registrant's telephone number, including area code

Not Applicable

(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:

<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 Class A Ordinary Share, \$0.0001 par value, and one-third of one redeemable warrant	IIAC.U	New York Stock Exchange
Class A Ordinary Shares included as part of the units	IIAC	New York Stock Exchange
Redeemable warrants included as part of the units, each whole warrant exercisable for one Class A Ordinary Share at an exercise price of \$11.50	IIAC WS	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 8.01. Other Events.

As previously disclosed on a Current Report on Form 8-K dated November 23, 2020, Investindustrial Acquisition Corp., a Cayman Islands exempted company (the “Company”), consummated its initial public offering (the “IPO”) of 35,000,000 units (the “Units”). Each Unit consists of one Class A ordinary share, \$0.0001 par value per share (the “Class A Ordinary Shares”), and one-third of one redeemable warrant (the “Public Warrants”), each whole Public Warrant entitling the holder thereof to purchase one Class A Ordinary Share at an exercise price of \$11.50 per share. The Units were sold at an offering price of \$10.00 per Unit, generating gross proceeds of \$350,000,000. The Company granted the underwriters a 45-day option to purchase up to 5,250,000 additional Units to cover over-allotments, if any.

As also previously disclosed, on November 18, 2020, the Company consummated the private placement with Investindustrial Acquisition Corp. L.P. (the “Sponsor”) of 6,000,000 private placement warrants, each exercisable to purchase one Class A Ordinary Share at \$11.50 per share, subject to adjustment, at a price of \$1.50 per warrant (the “Private Placement Warrants”) generating gross proceeds of \$9,000,000.

Subsequently, on November 27, 2020, the Company announced the closing (the “Over-Allotment Closing”) of its sale of an additional 5,250,000 Units pursuant to the exercise in full by the underwriters of their over-allotment option (the “Over-Allotment Option”). The Units were sold at an offering price of \$10.00 per Unit, generating gross proceeds of \$52,500,000. Simultaneously with the exercise in full of the Over-Allotment Option, the Company sold an additional 700,000 Private Placement Warrants to the Sponsor, generating gross proceeds to the Company of \$1,050,000. Following the closing of the Over-Allotment Option, an aggregate amount of \$402,500,000 has been placed in the Company’s trust account established in connection with the IPO.

An audited balance sheet as of November 23, 2020 reflecting receipt of the proceeds upon consummation of the IPO has been issued by the Company and previously filed as Exhibit 99.1 to a Current Report on Form 8-K on November 30, 2020. The Company’s unaudited pro forma balance sheet as of November 23, 2020, adjusted for the Over-Allotment Closing on November 27, 2020 is included as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits**

99.1 [Unaudited Pro Forma Balance Sheet as of November 27, 2020](#)

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 hereunto duly authorized.

Date: December 1, 2020

INVESTINDUSTRIAL ACQUISITION CORP.

By: /s/ Roberto Ardagna

Name: Roberto Ardagna

Title: Chief Executive Officer

INVESTINDUSTRIAL ACQUISITION CORP.
BALANCE SHEET

	November 23, 2020	Pro Forma Adjustments (Unaudited)		As Adjusted (Unaudited)
Assets:				
Current assets:				
Cash	\$ 3,049,950	\$ (1,050,000)	(b)	\$ 1,999,950
Prepaid expenses	808,447	—		808,447
Total current assets	3,858,397	(1,050,000)		2,808,397
Cash held in Trust Account	350,000,000	52,500,000	(a)	402,500,000
		1,050,000	(b)	
		(1,050,000)	(c)	
Total assets	\$353,858,397	\$ 51,450,000		\$405,308,397
Liabilities and Shareholders' Equity:				
Current liabilities:				
Accounts payable	\$ 1,524,864	—		\$ 1,524,864
Accrued expenses	130,029	—		130,029
Note payable to related party	127,448	—		127,448
Advance from related party	1,050,000	(1,050,000)	(b)	—
Total current liabilities	2,832,341	(1,050,000)		1,782,341
Deferred underwriting commissions	12,250,000	1,837,500	(d)	14,087,500
Total liabilities	15,082,341	787,500		15,869,841
Commitments and Contingencies				
Class A ordinary shares, \$0.0001 par value; 33,377,605 and 38,443,855 shares subject to possible redemption at \$10.00 per share, actual and as adjusted, respectively	333,776,050	50,662,500	(e)	384,438,550
Shareholders' Equity:				
Preference shares, \$0.0001 par value; 5,000,000 shares authorized; none issued and outstanding	—	—		—
Class A ordinary shares, \$0.0001 par value; 500,000,000 shares authorized; 1,622,395 and 1,806,145 shares issued and outstanding (excluding 33,377,605 and 38,443,855 shares subject to possible redemption), actual and as adjusted, respectively	162	525	(a)	180
		(507)	(e)	
Class B ordinary shares, \$0.0001 par value; 50,000,000 shares authorized; 10,062,500 shares issued and outstanding	1,006	—		1,006
Additional paid-in capital	5,027,970	52,499,475	(a)	5,027,952
		1,050,000	(b)	
		(1,050,000)	(c)	
		(1,837,500)	(d)	
		(50,661,993)	(e)	
Accumulated deficit	(29,132)	—		(29,132)
Total shareholders' equity	5,000,006	—		5,000,006
Total Liabilities and Shareholders' Equity	\$353,858,397	\$ 51,450,000		\$405,308,397

NOTE 1 - CLOSING OF OVER-ALLOTMENT OPTION AND ADDITIONAL PRIVATE PLACEMENT

The accompanying unaudited Pro Forma Balance Sheet presents the Balance Sheet of Investindustrial Acquisition Corp. (the "Company") as of November 23, 2020, adjusted for the closing of the underwriters' over-allotment option and related transactions which occurred on November 27, 2020 as described below.

The Company consummated its initial public offering (the "IPO") of 35,000,000 units (the "Units") on November 23, 2020. Each Unit consists of one Class A ordinary share and one-third of one redeemable warrant (each, a "Public Warrant"). Each whole Public Warrant entitles the holder to purchase one share of Class A ordinary shares at a price of \$11.50 per share, subject to adjustment. The Units were sold at a price of \$10.00 per Unit, generating gross proceeds to the Company of \$350.0 million. The Company granted the underwriters in the IPO (the "Underwriters") a 45-day option to purchase up to 5,250,000 additional Units to cover over-allotments, if any. On November 24, 2020, the Underwriters fully exercised the over-allotment option to purchase an additional 5,250,000 units (the "Over-Allotment Units"). On November 27, 2020, the Company completed the sale of the Over-Allotment Units to Underwriters (the "Over-Allotment"), generating gross proceeds of approximately \$52.5 million, and incurred additional offering costs of approximately \$2.9 million in underwriting fees (inclusive of approximately \$1.8 million in deferred underwriting commissions). Simultaneously with the closing of the IPO on November 23, 2020, the Company completed a private placement (the "Private Placement") of an aggregate of 6,000,000 warrants (each, a "Private Placement Warrant" and collectively, the "Private Placement Warrants") at a price of \$1.50 per Private Placement Warrant to Investindustrial Acquisition Corp. L.P., a Cayman Islands exempted limited company (the "Sponsor"), generating proceeds of \$9.0 million. Simultaneously with the closing of the Over-Allotment Units, on November 27, 2020, the Company consummated the second closing of the Private Placement, resulting in the purchase of an aggregate of an additional 700,000 Private Placement Warrants by the Sponsor, generating gross proceeds to the Company of approximately \$1.1 million.

Upon closing of the Over-Allotment, an aggregate of approximately \$52.5 million (\$10.00 per Unit) was placed in a trust account ("Trust Account"), for a total of \$402.5 million deposited in the Trust Account, located in the United States at J.P. Morgan Chase Bank, N.A., with Continental Stock Transfer & Trust Company acting as trustee, and will be invested only in U.S. government securities, within the meaning set forth in Section 2(a)(16) of the Investment Company Act, with a maturity of 185 days or less or in money market fund meeting the conditions of paragraphs (d)(1), (d)(2), (d)(3) and (d)(4) of Rule 2a-7 of the Investment Company Act, as determined by the Company, until the earlier of: (i) the completion of a Business Combination and (ii) the distribution of the Trust Account

In addition, the Sponsor agreed to forfeit up to 1,312,500 Class B ordinary shares, par value \$0.0001, to the extent that the over-allotment option is not exercised in full by the underwriters. On November 24, 2020, the Underwriters fully exercised the over-allotment option to purchase the Over-Allotment Units and on November 27, 2020, the Company completed the sale of the Over-Allotment Units to Underwriters; thus, these 1,312,500 Class B ordinary shares are no longer subject to forfeiture.

Pro forma adjustments to reflect the exercise of the underwriters' over-allotment option and the sale of the Private Placement Warrants described above are as follows:

Pro Forma Entries	Debit	Credit
(a) Trust account	\$ 52,500,000	
Class A ordinary shares		\$ 525
Additional paid-in capital		\$ 52,499,475
<i>To record sale of 5,250,000 Overallotment Units at \$10.00 per Unit</i>		
(b) Advance from related party	\$ 1,050,000	
Cash held in Trust Account	\$ 1,050,000	
Cash		\$ 1,050,000
Additional paid-in capital		\$ 1,050,000
<i>To record sale of 700,000 Private Placement Warrants at \$1.50 per warrant</i>		
(c) Additional paid-in capital	\$ 1,050,000	
Cash held in Trust Account		\$ 1,050,000
<i>To record payment of underwriting fee on over-allotment option</i>		
(d) Additional paid-in capital	\$ 1,837,500	
Deferred underwriting commissions		\$ 1,837,500
<i>To record additional deferred underwriting commission on over-allotment option</i>		
(e) Class A ordinary shares	\$ 507	
Additional paid-in capital	\$ 50,661,993	
Class A ordinary shares subject to possible redemption		\$ 50,662,500
<i>To reclassify Class A ordinary shares out of permanent equity into mezzanine redeemable stock</i>		