

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

OSPREY TECHNOLOGY ACQUISITION CORP.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

6770
(Primary Standard Industrial
Classification Code Number)

83-1833760
(I.R.S. Employer
Identification No.)

1845 Walnut Street, 10th Floor
Philadelphia, PA 19103
Telephone: (212) 920-1345

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

David DiDomenico
Chief Executive Officer
1845 Walnut Street, 10th Floor
Philadelphia, PA 19103
Telephone: (212) 920-1345

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Mark E. Rosenstein, Esq.
Derick Kauffman, Esq.
Ledgewood
2001 Market Street, Suite 3400
Philadelphia, PA 19103
(215) 731-9450
(215) 735-2513—Facsimile

Gregg A. Noel, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
300 South Grand Avenue, Suite 3400
Los Angeles, CA 90071
(213) 687-5000
(213) 687-5600—Facsimile

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. **333-234180**

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be Registered	Proposed maximum offering price per share⁽¹⁾	Proposed maximum aggregate offering price⁽¹⁾	Amount of registration fee
Units, each consisting of one share of Class A Common Stock, \$0.0001 par value, and one-half of one redeemable warrant ⁽²⁾	2,875,000 Units	\$10.00	\$28,750,000	\$3,732
Shares of Class A Common Stock included as part of the Units ⁽³⁾	2,875,000 Shares	—	—	— (4)
Redeemable warrants included as part of the Units ⁽³⁾	1,437,500 Warrants	—	—	— (4)
Total			\$28,750,000	\$3,732 ⁽⁵⁾

(1) Estimated solely for the purpose of calculating the registration fee.

(2) Represents only the additional number of securities being registered. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-234180).

(3) Pursuant to Rule 416, there are also being registered an indeterminable number of additional securities as may be issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(4) No fee pursuant to Rule 457(g).

(5) The Registrant previously registered securities having a proposed maximum aggregate offering price of \$287,500,000 on its Registration Statement on Form S-1, as amended (File No. 333-234180), which was declared effective by the Securities and Exchange Commission on October 31, 2019. In accordance with Rule 462(b) under the Securities Act, an additional number of securities having a proposed maximum offering price of \$28,750,000 is hereby registered, which includes securities issuable upon the exercise of the underwriters' over-allotment option.

The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement on Form S-1 is being filed by Osprey Technology Acquisition Corp., a Delaware corporation (the “Registrant”), pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction V to Form S-1. This Registration Statement relates to the Registrant’s Registration Statement on Form S-1, as amended (File No. 333-234180) (the “Prior Registration Statement”), initially filed by the Registrant on October 11, 2019 and declared effective by the Securities and Exchange Commission on October 31, 2019. This Registration Statement covers the registration of an additional 2,875,000 of the Registrant’s units, each consisting of one share of the Registrant’s Class A common stock, \$0.0001 par value per share, and one-half of one redeemable warrant, each whole warrant entitling the holder thereof to purchase one share of the Registrant’s Class A common stock. The required opinion of counsel and related consent and accountant’s consent are attached hereto and filed herewith. Pursuant to Rule 462(b), the contents of the Prior Registration Statement, including the exhibits thereto, are incorporated by reference into this Registration Statement.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

(a) *Exhibits.* All exhibits filed with or incorporated by reference in the Registration Statement on FormS-1 (SEC File No. 333-234180) are incorporated by reference into, and shall be deemed a part of, this Registration Statement, and the following additional exhibits are filed herewith, as part of this Registration Statement:

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Ledgewood, P.C.
23.1	Consent of Marcum LLP
23.2	Consent of Ledgewood, P.C. (included in Exhibit 5.1).
24	Powers of Attorney (included in signature page to the Registrant's Prior Registration Statement (File No. 333-234180) filed on October 11, 2019.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Philadelphia, Commonwealth of Pennsylvania on this 31st day of October, 2019.

OSPREY TECHNOLOGY ACQUISITION CORP.

By: /s/ David DiDomenico
Name: David DiDomenico
Title: Chief Executive Officer and President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Position</u>	<u>Date</u>
<u>/s/ David DiDomenico</u> David DiDomenico	Chief Executive Officer, President and Director (principal executive officer)	October 31, 2019
* <u>Jeffrey F. Brotman</u>	Chief Financial Officer, Chief Legal Officer and Secretary (principal financial officer and principal accounting officer)	October 31, 2019
<u>/s/ Jonathan Z. Cohen</u> Jonathan Z. Cohen	Co-Chairman of the Board of Directors	October 31, 2019
* <u>Edward E. Cohen</u>	Co-Chairman of the Board of Directors	October 31, 2019
* <u>Savneet Singh</u>	Director	October 31, 2019
* <u>Robert B. Henske</u>	Director	October 31, 2019
* <u>Richard Reiss, Jr.</u>	Director	October 31, 2019
* <u>Robert B. Tinker</u>	Director	October 31, 2019

*By: /s/ David DiDomenico
Name: David DiDomenico, Attorney-in-Fact

LEDGEWOOD PC
Two Commerce Square
2001 Market Street, Suite 3400
Philadelphia, PA 19103

October 31, 2019

Osprey Technology Acquisition Corp.
1845 Walnut Street, 10th Floor
Philadelphia, PA 19103

Ladies and Gentlemen:

We have acted as counsel to Osprey Technology Acquisition Corp. (the "Company"), a Delaware corporation, in connection with its filing with the Securities and Exchange Commission (the "Commission") of a registration statement on Form S-1 (the "462(b) Registration Statement") for the purpose of registering with the Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), the sale by the Company of (i) 2,500,000 units of the Company ("Units"), with each Unit consisting of one share of the Company's Class A common stock, \$0.0001 par value per share ("Common Stock"), and one-half of one redeemable warrant to purchase one share of Common Stock (each, a "Warrant"), (ii) up to 375,000 Units (the "Over-Allotment Units") that the Underwriters will have a right to purchase from the Company to cover over-allotments, if any, and (iii) the shares of Common Stock and Warrants issued as part of the Units and the Over-Allotment Units. The 462(b) Registration Statement relates to the Company's Registration Statement on Form S-1, as amended (File No. 333-234180) (the "Registration Statement"), initially filed by the Company on October 11, 2019 and declared effective by the Commission on October 31, 2019. In connection therewith, our opinion has been requested as to certain matters referred to below.

As the basis for the opinions hereinafter expressed, we have examined such statutes, including the Delaware General Corporation Law, as amended (the "DGCL"), regulations, corporate records and documents, including (a) the Certificate of Incorporation and Bylaws of the Company, each as amended through the date hereof; (b) certificates of corporate and public officials; (c) the form of Underwriting Agreement (the "Underwriting Agreement") proposed to be entered into by and among Credit Suisse Securities (USA) LLC, as representative of the several Underwriters named therein (the "Underwriters"), relating to the sale by the Company to the Underwriters of the Units, filed as Exhibit 1.1 to the Registration Statement; (d) other agreements and forms of agreements of the Company; (e) the Registration Statement and the 462(b) Registration Statement; and (f) other instruments and documents as we have deemed necessary or advisable for the purposes of this opinion.

In making our examination, we have assumed and not verified (i) the genuineness of all signatures on documents examined by us, (ii) the legal capacity of all natural persons, (iii) the authenticity of all documents submitted to us as originals and (iv) the conformity with the original documents of all documents submitted to us as certified, conformed or photostatic copies. We have also assumed that all Units will be issued and sold in the manner described in the Underwriting Agreement.

Based upon the foregoing, and subject to the limitations, qualifications, exceptions and assumptions set forth herein, and having due regard for such legal considerations as we deem relevant, we are of the opinion that:

1. When issued, sold and paid for as described in the Underwriting Agreement, the Units, Over-Allotment Units and the Common Stock and Warrants included in the Units and Over-Allotment Units will be validly issued, fully paid and non-assessable.
2. When the Warrants included in the Units are issued, sold and paid for as described in the Registration Statement, such Warrants will be legally binding obligations of the Company enforceable in accordance with their terms except: (a) as such enforceability may be limited by bankruptcy, insolvency, reorganization or similar laws affecting creditors' rights generally and by general equitable principles (regardless of whether enforceability is considered in a proceeding in equity or at law); (b) as enforceability of any indemnification or contribution provision may be limited under the federal and state securities laws; and (c) that the remedy of specific performance and injunctive and other forms of equitable relief may be subject to the equitable defenses and to the discretion of the court before which any proceeding therefor may be brought.

The opinions expressed above are limited to the federal laws of the United States of America and the DGCL (including the applicable provisions of the Delaware Constitution and reported judicial decisions interpreting those laws) as in effect and existing on the date hereof and, as to the Warrants constituting legally binding obligations of the Company, solely with respect to the laws of the State of New York. Our opinion is based on these laws as in effect on the date hereof and as of the effective date of the Registration Statement, and we assume no obligation to revise or supplement this opinion after the effective date of the Registration Statement should the law be changed by legislative action, judicial decision, or otherwise. No opinion is expressed with respect to the laws of any other jurisdiction or to the application of any such laws.

We hereby consent to the reference to our firm under the heading "Legal Matters" in the prospectus forming part of the Registration Statement. We also hereby consent to the filing of this opinion with the Commission as an exhibit to the 462(b) Registration Statement. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Ledgewood

LEDGEWOOD,
a professional corporation

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Osprey Technology Acquisition Corp. on Form S-1 pursuant to Rule 462(b) under the Securities Act of 1933, as Amended, of our report dated April 8, 2019, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, with respect to our audit of the financial statements of Osprey Technology Acquisition Corp. (formerly known as Osprey Energy Acquisition Corp. II) as of December 31, 2018 and for the period from June 15, 2018 (inception) through December 31, 2018 appearing in the Registration Statement on Form S-1, as filed (File No. 333-234180), of Osprey Technology Acquisition Corp.

/s/ Marcum LLP
New York, NY
October 31, 2019