

---

---

**UNITED STATES  
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): November 13, 2019**

---

**OSPREY TECHNOLOGY ACQUISITION CORP.**

(Exact name of registrant as specified in its charter)

---

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-39113**  
(Commission  
File Number)

**83-1833760**  
(I.R.S. Employer  
Identification Number)

**1845 Walnut Street, 10<sup>th</sup> Floor**  
**Philadelphia, PA**  
(Address of principal executive offices)

**19103**  
(Zip Code)

**Registrant's telephone number, including area code: (212) 920-1345**

**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 to 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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Units, each consisting of one share of Class A common stock, \$0.0001 par value per share, and one-half of one redeemable warrant</b>	<b>SFTW.U</b>	<b>New York Stock Exchange</b>

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 3.02. Unregistered Sales of Equity Securities.**

The disclosure set forth under Item 8.01 is incorporated herein by this reference.

**Item 8.01 Other Events**

As previously reported on a Current Report on Form 8-K of Osprey Technology Acquisition Corp. (the “Company”), on November 5, 2019, the Company consummated its initial public offering (“IPO”) of 27,500,000 units (“Units”), each Unit consisting of one share of the Company’s Class A common stock, par value \$0.0001 per share (“Common Stock”) and one half of one redeemable warrant (each, a “Warrant”) where each whole Warrant entitles the holder to purchase one share of Common Stock, pursuant to the registration statement on Form S-1 (File No. 333-234180). The Units were sold at an offering price of \$10.00 per Unit, generating gross proceeds of \$275,000,000. The underwriters of the IPO were granted an option to purchase up to an additional 4,125,000 Units to cover over-allotments, if any (“Over-Allotment Units”). The underwriters exercised the option in full and on November 13, 2019 the Company sold 4,125,000 Over-Allotment Units, which were sold at an offering price of \$10.00 per Unit, generating gross proceeds of \$41,250,000.

As previously reported on a Current Report on Form 8-K of the Company, on November 5, 2019, simultaneously with the consummation of the IPO, the Company completed a private placement (the “Private Placement”) of an aggregate of 7,500,000 redeemable warrants (“Placement Warrants”) to Osprey Sponsor II, LLC (the “Sponsor”), generating gross proceeds of \$7,500,000. On November 13, 2019, simultaneously with the sale of the Over-Allotment Units, the Company consummated a private sale of an additional 825,000 Placement Warrants to the Sponsor, generating gross proceeds of \$825,000.

A total of \$316,250,000 of the net proceeds from the sale of Units in the IPO (including the Over-Allotment Units) and the private placements on November 5, 2019 and November 13, 2019 were placed in a trust account established for the benefit of the Company’s public stockholders. An audited balance sheet as of November 5, 2019 reflecting receipt of the net proceeds from the IPO and the Private Placement on November 5, 2019, but not the proceeds from the sale of the Over-Allotment Units nor the private placement on November 13, 2019, had been prepared by the Company and previously filed on a Current Report on Form 8-K on November 12, 2019. The Company’s unaudited pro forma balance sheet reflecting receipt of the proceeds from the sale of the Over-Allotment Units and the private placement on November 13, 2019 is included as Exhibit 99.1 to this Current Report on Form 8-K.

A copy of the press release issued by the Company announcing the consummation of the sale of the Over-Allotment Units is included as Exhibit 99.2 to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Pro Forma Balance Sheet</a>
99.2	<a href="#">Press Release dated November 13, 2019</a>

---

**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: November 14, 2019

**OSPREY TECHNOLOGY ACQUISITION CORP.**

By: /s/ Jeffrey F. Brotman  
Name: Jeffrey F. Brotman  
Title: Chief Financial Officer, Chief Legal Officer and  
Secretary

**OSPREY TECHNOLOGY ACQUISITION CORP.**  
**BALANCE SHEET**  
**NOVEMBER 5, 2019**

	November 5, 2019	Pro Forma Adjustments (unaudited)	As Adjusted (unaudited)
<b>ASSETS</b>			
Current assets			
Cash	\$ 1,126,709	\$ —	\$ 1,126,709
Prepaid expenses	226,800	—	226,800
<b>Total Current Assets</b>	<b>1,353,509</b>	<b>—</b>	<b>1,353,509</b>
Marketable securities held in Trust Account	275,000,000	41,250,000	316,250,000
<b>Total Assets</b>	<b>\$ 276,353,509</b>	<b>\$ 41,250,000</b>	<b>\$ 317,603,509</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>			
Liabilities			
Deferred underwriting fee payable	\$ 9,625,000	\$ 1,443,750	\$ 11,068,750
<b>Total Liabilities</b>	<b>9,625,000</b>	<b>1,443,750</b>	<b>11,068,750</b>
<b>Commitments</b>			
Common stock subject to possible redemption, 26,172,850 and 30,153,475 shares at redemption value, respectively	261,728,500	39,806,250	301,534,750
<b>Stockholders' Equity</b>			
Preferred stock, \$0.0001 par value; 1,000,000 shares authorized; none issued and outstanding	—	—	—
Class A Common stock, \$0.0001 par value; 150,000,000 shares authorized; 1,327,150 and 1,471,525 issued and outstanding (excluding 26,172,850 and 30,153,475 shares subject to possible redemption), respectively	133	14	147
Class B Common stock, \$0.0001 par value; 25,000,000 shares authorized; 7,906,250 shares issued and outstanding	791	—	791
Additional paid in capital	5,016,450	(14)	5,016,436
Accumulated deficit	(17,365)	—	(17,365)
<b>Total Stockholders' Equity</b>	<b>5,000,009</b>	<b>—</b>	<b>5,000,009</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 276,353,509</b>	<b>\$ 41,250,000</b>	<b>\$ 317,603,509</b>

**Osprey Technology Acquisition Corp. Announces Closing of Underwriters' Over-Allotment Option in Connection with its Initial Public Offering**

Philadelphia, PA / November 13, 2019 – Osprey Technology Acquisition Corp. (NYSE: SFTW.U) (the “Company”), a technology-focused special purpose acquisition entity formed for the purpose of entering into a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses, today announced the closing of the issuance of an additional 4,125,000 units pursuant to the full exercise of the underwriters’ over-allotment option in connection with the Company’s initial public offering. The additional units were sold at the initial offering price of \$10.00 per unit, generating additional gross proceeds of \$41,250,000 to the Company and bringing the total gross proceeds of the initial public offering to \$316,250,000.

The Company’s units are listed on the New York Stock Exchange (the “NYSE”) and began trading under the ticker symbol “SFTW.U” on November 1, 2019. Each unit consists of one share of the Company’s Class A common stock and one-half of one redeemable warrant. Each whole warrant entitles the holder thereof to purchase one share of the Class A common stock at a price of \$11.50 per share. Only whole warrants will trade and be exercisable. Once the securities comprising the units begin separate trading, the Class A common stock and warrants are expected to be listed on the NYSE under the symbols “SFTW” and “SFTW.WS,” respectively.

Credit Suisse Securities (USA) LLC served as the sole book-running manager and I-Bankers Securities, Inc. served as co-manager for the offering. This offering was made by means of a prospectus, copies of which may be obtained for free by visiting the U.S. Securities and Exchange Commission website at <http://www.sec.gov>. Alternatively, a copy of the prospectus relating to the offering may be obtained from Credit Suisse Securities (USA) LLC, Attention: Prospectus Department, Eleven Madison Avenue, New York, NY 10010, or by telephone at (800) 221-1037, or by email at [newyork.prospectus@credit-suisse.com](mailto:newyork.prospectus@credit-suisse.com).

A registration statement relating to the units and the underlying securities was declared effective by the U.S. Securities and Exchange Commission on October 31, 2019. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of, these securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

This press release contains statements that constitute “forward-looking statements.” No assurance can be given that the net proceeds of the offering will be used as indicated. Forward-looking statements are subject to numerous conditions, many of which are beyond the control of the Company, including those set forth in the Risk Factors section of the Company’s registration statement and prospectus for the offering filed with the U.S. Securities and Exchange Commission. The Company undertakes no obligation to update these statements for revisions or changes after the date of this release, except as required by law.

**Contact Information:**

Jeffrey F. Brotman  
Chief Financial Officer, Chief Legal Officer and Secretary  
Osprey Technology Acquisition Corp.  
(212) 920-1345