

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * COHEN JONATHAN Z (Last) (First) (Middle) C/O OSPREY TECHNOLOGY ACQUISITION CORP., 1845 WALNUT STREET, 10TH FLOOR (Street) PHILADELPHIA, PA 19103 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/31/2019	3. Issuer Name and Ticker or Trading Symbol Osprey Technology Acquisition Corp. [SFTW.U]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Co-Chairman	5. If Amendment, Date Original Filed (Month/Day/Year) 10/31/2019
		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class B Common Stock	(1)	(1)	Class A Common Stock	7,906,250 (1)	\$ (1)	I	By Osprey Sponsor II, LLC

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHEN JONATHAN Z C/O OSPREY TECHNOLOGY ACQUISITION CORP. 1845 WALNUT STREET, 10TH FLOOR PHILADELPHIA, PA 19103	X	X	Co-Chairman	
Osprey Sponsor II, LLC C/O OSPREY TECHNOLOGY ACQUISITION CORP. 1845 WALNUT STREET, 10TH FLOOR PHILADELPHIA, PA 19103		X		

Signatures

/s/ Mark E. Rosenstein, attorney in fact <small>**Signature of Reporting Person</small>		11/13/2019 <small>Date</small>
/s/ Mark E. Rosenstein, attorney in fact <small>**Signature of Reporting Person</small>		11/13/2019 <small>Date</small>

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Osprey Sponsor II, LLC holds 7,906,250 shares of Class B Common Stock, par value \$0.0001 per share, of the Issuer, including 1,031,250 shares that are subject to forfeiture if the underwriters of the Issuer's initial public offering do not exercise in full an option granted to them to cover over-allotments. The shares of Class B Common Stock will automatically convert into shares of Class A Common Stock, par value \$0.0001 per share, of the Issuer at the time of the Issuer's initial business combination on a one-for-one basis, subject to adjustment, and have no expiration date or exercise price. Jonathan Z. Cohen, Co-Chairman and a director of the Issuer, is the sole manager of Osprey Sponsor II, LLC and has sole voting and dispositive control over the shares held by Osprey Sponsor II, LLC and may be deemed the beneficial owner of such shares. Mr. Cohen disclaims beneficial ownership over any securities owned by Osprey Sponsor II, LLC in which he does not have any pecuniary interest.

Remarks:

Amended solely to properly reflect the reporting person's holdings after giving effect to the upsize to the Issuer's initial public offering.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.