ALTERNATIVES TO AN IPO

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Direct Listing

1. File a **Form 10** Registration Statement under section 12(b) or (g) of the Exchange Act
    a. Required for exchange listing under section 12(b)
    b. Voluntary if not on exchange and below 12(g) registration minimums—if 2,000 stockholders or 500 or more who are not accredited investors and over $10.0 million in total assets.
2. National securities exchange listed securities. Exchange Act Release No. 82627 (Feb. 2, 2018)

    As revised, the NYSE will, on a case by case basis, exercise discretion to list companies whose stock is not previously registered under the Exchange Act, when the company is listed upon effectiveness of a registration statement registering only the resale of shares sold by the company in earlier private placements.

    In exercising discretion, the NYSE will determine that the company has met the $100,000,000 aggregate market value of publicly-held shares requirement based on a combination of:

    - *an independent third-party valuation (a "Valuation") of the company and*
    - *the most recent trading price for the company's common stock in a trading system for unregistered securities operated by a national securities exchange or a registered broker-dealer (a "Private Placement Market").*

    The Exchange will attribute a market value of publicly held shares to the company equal to the lesser of:

    - *the value calculable based on the Valuation and*
    - *the value calculable based on the most recent trading price in a Private Placement Market.*

    However, if there is no recent trading in a Private Placement Market, the NYSE will determine that the company has met its market-value of publicly-held shares requirement if the company provides a Valuation evidencing a market value of publicly-held shares of at least $250,000,000.

    Any Valuation used must be provided by an entity that has significant experience and demonstrable competence in the provision of such valuations.

3. Non-exchange traded securities—i.e., OTC--Comply with Exchange Act rule 15c2-11 via FINRA Form 211. Must be:

a. Filed via a broker-dealer member of FINRA; and
b. Which cannot charge for the filing
c. Is not be automatic [or perhaps practicably possible]
d. *In the Matter of Delaney Equity Group LLC, David C Delaney, and Ian C. Kass*, Exchange Release No. 78594, August 16, 2016
e. Become DTC eligible via filing by broker-dealer that is member of DTC—i.e., a clearing broker. Broker can and does charge.

4. Eligible for trading
    a. Initial quotation by broker submitting Form 211
    b. "Piggy back" eligible after 30 days for OTC stocks. Rule 15c2-11(f)(3)

<u>Reverse Mergers</u>

1. SPACS—Special Purpose Acquisition Companies
    a. "Blank check" companies have long around
    b. Securities Act Rule 419 Offerings by Blank Check Companies—See **Appendix A.**
    c. See, e.g., Nebula Acquisition Corporation, SEC Registration No. 333-222137, rule 424(b)(4) Prospectus dated Jan. 9, 2018. **Appendix B.**
2. Other publicly held vehicles
    a. Actively traded but small—fish swallowing a whale with a pric\ncipal purpose of making the whale public
    b. "Shell"
    c. Classic structure
        i. Public vehicle acquires asset and operating target
        ii. Determine exchange ratio—reflects valuation of constituents
        iii. Public vehicle issues restricted stock to stockholders of asset/operating target stockholders in reliance on exemption from registration—section 4(2), Rule 506, section 3(a)(10)
        iv. After the transaction, the target stockholders own a majority of the stock of the combined enterprise, representatives of the target become executive officers and controlling directors, and the company assumes the name and principal business of the target
        v. Perhaps a related recapitalization, such as a stock forward or reverse split For accounting purposes, the asset/operating target is treated as the accounting acquirer, notwithstanding the fact that this treatment is the reverse of what actually happened legally—thus, a "reverse merger"
        vi. All of the foregoing is reflected in:
            1. public reports—Form 8-K for reporting companies, with historical financial information on both constituent and pro forma combined information
            2. Name change filed in jurisdiction of incorporation
            3. New CUSIP number
            4. Exchange Act rule 10b-17 filing re: Untimely announcement of record dates
    d. Ready to begin trading

3. "Sham shell" *See* **When is a "Distribution" Complete? a/k/a "Sham Distributions" and "Sham Shells,"** Utah Bar Securities Section Seminar, Jackson, Wyoming, August 19-20, 2016
4. The PIPE variation—Private Investment in Public Equity
    a. Motivation
        i. Reduction in number of OIPO underwriters as broker-dealers have consolidated
        ii. Size of IPOs have increased, leaving smaller capital market wanting
        iii. Investors, including venture capital firms, have lots of private company investments available with little liquidity
    b. Basic structure: private placement followed by built-in investor liquidity via resale registration statement or reverse merger so that trading can commence quickly
    c. Private placement completed, or at lease contractually subscribed, before Securities Act registration statement goes effective
    d. In resale registration statement, PIPE investors can resell as quickly as registration statement effective
    e. Application of integration principles, now petty flexible. Securities Act Release no. 33-8828; *Black Box Incorporated* (June 26, 1990*); Squadron Ellenoff, Pleasant & Lehrer* (Feb. 28, 1992).
    f. In reverse merger, no registration statement required if PIPE investors can live with 6 month holding period for reporting company (90 days after first become reporting company) or one year for non-reporting company

Practical Considerations

1. Whose stock will be sold at beginning of market?
    a. Has there been a previous trading market?
    b. Is this the initial trading in this security?
    c. How will broker-dealers view the stock to be submitted for liquidation?
    d. What are the stockholders' expectations?
    e. Rule 144(d): The holding period for non-affiliates is six months for stockholders of an issuer that has been a section 12 or 15(d) reporting company for at least 90 days
2. Impediments to liquidity
    a. Has the company ever been a shell under Rule 144—Securities Act Release no. 8869 (Dec. 6, 2007?
    b. Who must be satisfied re: previous shell status?
    c. The securities liquidation deposit fee
3. The company valuation?
    a. As deals are announced involving stocks currently trading
    b. As the investment community learns more about the deal
    c. With stocks that have not traded before
    d. Who decides?
4. Can the issuer really handle periodic reporting?
    a. Level of scrutiny, reporting, and diligence
    b. Legal and accounting costs
    c. XBRL
    d. Different role with auditor
    e. Is their real stockholder liquidity
    f. Is there true improved access to capital
5. Can the issuer stop the insanity—Exchange Act rule 12g-4 Rule 12g-4: Termination of registration if fewer than 300 stockholders or less than 500 stockholders if assets below $10.0 millio0n for last three FYE

§ 230.419 Offerings by blank check companies.

(a)Scope of the rule and definitions.

(1) The provisions of this section shall apply to every registration statement filed under the Act relating to an offering by a blank check company.

(2) For purposes of this section, the term "blank check company" shall mean a company that:

(i) Is a development stage company that has no specific business plan or purpose or has indicated that its business plan is to engage in a merger or acquisition with an unidentified company or companies, or other entity or person; and

(ii) Is issuing "penny stock," as defined in Rule 3a51-1 (17 CFR 240.3a51-1) under the Securities Exchange Act of 1934 ("Exchange Act").

(3) For purposes of this section, the term "purchaser" shall mean any person acquiring securities directly or indirectly in the offering, for cash or otherwise, including promoters or others receiving securities as compensation in connection with the offering.

(b)Deposit of securities and proceeds in escrow or trust account -

(1)General.

(i) Except as otherwise provided in this section or prohibited by other applicable law, all securities issued in connection with an offering by a blank check company and the gross proceeds from the offering shall be deposited promptly into:

(A) An escrow account maintained by an "insured depository institution," as that term is defined in section 3(c)(2) of the Federal Deposit Insurance Act (12 U.S.C. 1813(C)(2)); or

(B) A separate bank account established by a broker or dealer registered under the Exchange Act maintaining net capital equal to or exceeding $25,000 (as calculated pursuant to Exchange Act Rule 15c3-1 (17 CFR 240.15c3-1), in which the broker or dealer acts as trustee for persons having the beneficial interests in the account.

(ii) If funds and securities are deposited into an escrow account maintained by an insured depository institution, the deposit account records of the insured

depository institution must provide that funds in the escrow account are held for the benefit of the purchasers named and identified in accordance with 12 CFR 330.1 of the regulations of the Federal Deposit Insurance Corporation, and the records of the escrow agent, maintained in good faith and in the regular course of business, must show the name and interest of each party to the account. If funds and securities are deposited in a separate bank account established by a broker or dealer acting as a trustee, the books and records of the broker-dealer must indicate the name, address, and interest of each person for whom the account is held.

(2)Deposit and investment of proceeds.

(i) All offering proceeds, after deduction of cash paid for underwriting commissions, underwriting expenses and dealer allowances, and amounts permitted to be released to the registrant pursuant to paragraph (b)(2)(vi) of this section, shall be deposited promptly into the escrow or trust account; provided, however, that no deduction may be made for underwriting commissions, underwriting expenses or dealer allowances payable to an affiliate of the registrant.

(ii) Deposited proceeds shall be in the form of checks, drafts, or money orders payable to the order of the escrow agent or trustee.

(iii) Deposited proceeds and interest or dividends thereon, if any, shall be held for the sole benefit of the purchasers of the securities.

(iv) Deposited proceeds shall be invested in one of the following:

(A) An obligation that constitutes a "deposit," as that term is defined in section 3(1) of the Federal Deposit Insurance Act (12 U.S.C. 1813 (1));

(B) Securities of any open-end investment company registered under the Investment Company Act of 1940 (15 U.S.C. 80a-1et seq.) that holds itself out as a money market fund meeting the conditions of paragraph (d) of 17 CFR 270.2a-7 (Rule 2a-7) under the Investment Company Act; or

(C) Securities that are direct obligations of, or obligations guaranteed as to principal or interest by, the United States.

Note to § 230.419(b)(2)(iv):

Issuers are cautioned that investments in government securities are inappropriate unless such securities can be readily sold or otherwise disposed of for cash at the time required without any dissipation of offering proceeds invested.

(v) Interest or dividends earned on the funds, if any, shall be held in the escrow or trust account until the funds are released in accordance with the provisions of this

section. If funds held in the escrow or trust account are released to a purchaser of the securities, the purchasers shall receive interest or dividends earned, if any, on such funds up to the date of release. If funds held in the escrow or trust account are released to the registrant, interest or dividends earned on such funds up to the date of release may be released to the registrant.

(vi) The registrant may receive up to 10 percent of the proceeds remaining after payment of underwriting commissions, underwriting expenses and dealer allowances permitted by paragraph (b)(2)(i) of this section, exclusive of interest or dividends, as those proceeds are deposited into the escrow or trust account.

(3)Deposit of securities.

(i) All securities issued in connection with the offering, whether or not for cash consideration, and any other securities issued with respect to such securities, including securities issued with respect to stock splits, stock dividends, or similar rights, shall be deposited directly into the escrow or trust account promptly upon issuance. The identity of the purchaser of the securities shall be included on the stock certificates or other documents evidencing such securities. See also 17 CFR 240.15g-8 regarding restrictions on sales of, or offers to sell, securities deposited in the escrow or trust account.

(ii) Securities held in the escrow or trust account are to remain as issued and deposited and shall be held for the sole benefit of the purchasers, who shall have voting rights, if any, with respect to securities held in their names, as provided by applicable state law. No transfer or other disposition of securities held in the escrow or trust account or any interest related to such securities shall be permitted other than by will or the laws of descent and distribution, or pursuant to a qualified domestic relations order as defined by the Internal Revenue Code of 1986 as amended (26 U.S.C. 1et seq.), or Title 1 of the Employee Retirement Income Security Act (29 U.S.C. 1001et seq.), or the rules thereunder.

(iii) Warrants, convertible securities or other derivative securities relating to securities held in the escrow or trust account may be exercised or converted in accordance with their terms; provided, however, that securities received upon exercise or conversion, together with any cash or other consideration paid in connection with the exercise or conversion, are promptly deposited into the escrow or trust account.

(4)Escrow or trust agreement. A copy of the executed escrow or trust agreement shall be filed as an exhibit to the registration statement and shall contain the provisions of paragraphs (b)(2), (b)(3), and (e)(3) of this section.

(5) Request for supplemental information. Upon request by the Commission or the staff, the registrant shall furnish as supplemental information the names and addresses of persons for whom securities are held in the escrow or trust account.

Note to § 230.419(b):

With respect to a blank check offering subject to both Rule 419 and Exchange Act Rule 15c2-4 (17 CFR 240.15c2-4, the requirements of Rule 15c2-4 are applicable only until the conditions of the offering governed by that Rule are met (e.g., reaching the minimum in a "part-or-none" offering). When those conditions are satisfied, Rule 419 continues to govern the use of offering proceeds.

(c)Disclosure of offering terms. The initial registration statement shall disclose the specific terms of the offering, including, but not limited to:

(1) The terms and provisions of the escrow or trust agreement and the effect thereof upon the registrant's right to receive funds and the effect of the escrow or trust agreement upon the purchaser's funds and securities required to be deposited into the escrow or trust account, including, if applicable, any material risk of non-insurance of purchasers' funds resulting from deposits in excess of the insured amounts; and

(2) The obligation of the registrant to provide, and the right of the purchaser to receive, information regarding an acquisition, including the requirement that pursuant to this section, purchasers confirm in writing their investment in the registrant's securities as specified in paragraph (e) of this section.

(d)Probable acquisition post-effective amendment requirement. If, during any period in which offers or sales are being made, a significant acquisition becomes probable, the registrant shall file promptly a post-effective amendment disclosing the information specified by the applicable registration statement form and Industry Guides, including financial statements of the registrant and the company to be acquired as well as pro forma financial information required by the form and applicable rules and regulations. Where warrants, rights or other derivative securities issued in the initial offering are exercisable, there is a continuous offering of the underlying security.

(e)Release of deposited and funds securities -

(1)Post-effective amendment for acquisition agreement. Upon execution of an agreement(s) for the acquisition(s) of a business(es) or assets that will constitute the business (or a line of business) of the registrant and for which the fair value of the business(es) or net assets to be acquired represents at least 80 percent of the maximum offering proceeds, including proceeds received or to be received upon the exercise or conversion of any securities offered, but excluding amounts payable to non-affiliates for underwriting commissions, underwriting expenses, and dealer allowances, the registrant shall file a post-effective amendment that:

(i) Discloses the information specified by the applicable registration statement form and Industry Guides, including financial statements of the registrant and the company acquired or to be acquired and pro forma financial information required by the form and applicable rules and regulations;

(ii) Discloses the results of the initial offering, including but not limited to:

(A) The gross offering proceeds received to date, specifying the amounts paid for underwriter commissions, underwriting expenses and dealer allowances, amounts disbursed to the registrant, and amounts remaining in the escrow or trust account; and

(B) The specific amount, use and application of funds disbursed to the registrant to date, including, but not limited to, the amounts paid to officers, directors, promoters, controlling shareholders or affiliates, either directly or indirectly, specifying the amounts and purposes of such payments; and

(iii) Discloses the terms of the offering as described pursuant to paragraph (e)(2) of this section.

(2)Terms of the offering. The terms of the offering must provide, and the registrant must satisfy, the following conditions.

(i) Within five business days after the effective date of the post-effective amendment(s), the registrant shall send by first class mail or other equally prompt means, to each purchaser of securities held in escrow or trust, a copy of the prospectus contained in the post-effective amendment and any amendment or supplement thereto;

(ii) Each purchaser shall have no fewer than 20 business days and no more than 45 business days from the effective date of the post-effective amendment to notify the registrant in writing that the purchaser elects to remain an investor. If the registrant has not received such written notification by the 45th business day following the effective date of the post-effective amendment, funds and interest or dividends, if any, held in the escrow or trust account shall be sent by first class mail or other equally prompt means to the purchaser within five business days;

(iii) The acquisition(s) meeting the criteria set forth in paragraph (e)(1) of this section will be consummated if a sufficient number of purchasers confirm their investments; and

(iv) If a consummated acquisition(s) meeting the requirements of this section has not occurred by a date 18 months after the effective date of the initial registration statement, funds held in the escrow or trust account shall be returned by first class mail or equally prompt means to the purchaser within five business days following that date.

(3)Conditions for release of deposited securities and funds. Funds held in the escrow or trust account may be released to the registrant and securities may be delivered to the

purchaser or other registered holder identified on the deposited securities only at the same time as or after:

(i) The escrow agent or trustee has received a signed representation from the registrant, together with other evidence acceptable to the escrow agent or trustee, that the requirements of paragraphs (e)(1) and (e)(2) of this section have been met; and

(ii) Consummation of an acquisition(s) meeting the requirements of paragraph (e)(2)(iii) of this section.

(4)Prospectus supplement. If funds and securities are released from the escrow or trust account to the registrant pursuant to this paragraph, the prospectus shall be supplemented to indicate the amount of funds and securities released and the date of release.

Notes to § 230.419(e):

1. With respect to a blank check offering subject to both Rule 419 and Exchange Act Rule 10b-9 (17 CFR 240.10b-9), the requirements of Rule 10b-9 are applicable only until the conditions of the offering governed by that Rule are met (e.g., reaching the minimum in a "part-or-none" offering). When those conditions are satisfied, Rule 419 continues to govern the use of offering proceeds.

2. If the business(es) or assets are acquired for cash, the fair value shall be presumed to be equal to the cash paid. If all or part of the consideration paid consists of securities or other non-cash consideration, the fair value shall be determined by an accepted standard, such as bona fide sales of the assets or similar assets made within a reasonable time, forecasts of expected cash flows, independent appraisals, etc. Such valuation must be reasonable at the time made.

(f)Financial statements. The registrant shall:

(1) Furnish to security holders audited financial statements for the first full fiscal year of operations following consummation of an acquisition pursuant to paragraph (e) of this section, together with the information required by Item 303(a) of Regulation S-K (17 CFR 229.303(a)), no later than 90 days after the end of such fiscal year; and

(2) File the financial statements and additional information with the Commission under cover of Form 8-K (17 CFR 249.308); provided, however, that such financial statements and related information need not be filed separately if the registrant is filing reports pursuant to Section 13(a) or 15(d) of the Exchange Act.

PROSPECTUS

$250,000,000

Nebula Acquisition Corporation

25,000,000 Units

Nebula Acquisition Corporation is a newly organized blank check company formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses, which we refer to throughout this prospectus as our initial business combination. We have not selected any business combination target and we have not, nor has anyone on our behalf, initiated any substantive discussions, directly or indirectly, with any business combination target. We intend to focus our search for a target business in the technology industry.

This is an initial public offering of our securities. Each unit has an offering price of $10.00 and consists of one share of our Class A common stock and one-third of one redeemable warrant. Each whole warrant entitles the holder thereof to purchase one share of our Class A common stock at a price of $11.50 per share, subject to adjustment as described in this prospectus, and only whole warrants are exercisable. The warrants will become exercisable on the later of 30 days after the completion of our initial business combination or 12 months from the closing of this offering, and will expire five years after the completion of our initial business combination or earlier upon redemption or liquidation, as described in this prospectus. No fractional warrants will be issued upon separation of the units and only whole warrants will trade. We have also granted the underwriters a 45-day option to purchase up to an additional 3,750,000 units to cover over-allotments, if any.

We will provide our stockholders with the opportunity to redeem all or a portion of their shares of our Class A common stock upon the completion of our initial business combination at a per-share price, payable in cash, equal to the aggregate amount then on deposit in the trust account described below as of two business days prior to the consummation of our initial business combination, including interest earned on the funds held in the trust account and not previously released to us to pay our franchise and income taxes and for working capital (subject to the limitation discussed below), divided by the number of then outstanding shares of Class A common stock that were sold as part of the units in this offering, which we refer to collectively as our public shares throughout this prospectus, subject to the limitations described herein. If we are unable to complete our business combination within 24 months, we will redeem 100% of the public shares at a per-share price, payable in cash, equal to the aggregate amount then on deposit in the trust account including interest earned on the funds held in the trust account and not previously released to us to pay our franchise and income taxes (less up to $500,000 of interest released to us for working capital purposes and $100,000 of interest to pay dissolution expenses), divided by the number of then outstanding public shares, subject to applicable law and as further described herein.

Our sponsor, Nebula Holdings, LLC (which we refer to as our sponsor throughout this prospectus), has committed to purchase an aggregate of 4,666,667 warrants (or 5,166,667 warrants if the over-allotment option is exercised in full) at a price of $1.50 per whole warrant (approximately $7,000,000 in the aggregate, or $7,750,000 if the over-allotment option is exercised in full) in a private placement that will close simultaneously with the closing of this offering. We refer to these warrants as the private placement warrants throughout this prospectus. Each whole private placement warrant is exercisable to purchase one whole share of our Class A common stock at $11.50 per share.

Our initial stockholders own 7,187,500 shares of our Class B common stock (up to 937,500 shares of which are subject to forfeiture depending on the extent to which the underwriter's over-allotment option is exercised). We refer to these shares of Class B common stock as the founder shares throughout this prospectus. The shares of Class B common stock will automatically convert into shares of Class A

common stock at the time of our initial business combination, or earlier at the option of the holder, on a one-for-one basis, subject to adjustment as provided herein.

Our units have been approved for listing on the NASDAQ Capital Market, or NASDAQ, under the symbol "NEBU.U" on or promptly after the date of this prospectus. The Class A common stock and warrants comprising the units will begin separate trading on the 52nd day following the date of this prospectus unless Deutsche Bank Securities Inc. and Goldman Sachs & Co. LLC inform us of their decision to allow earlier separate trading, subject to our filing a Current Report on Form 8-K with the Securities and Exchange Commission, or the SEC, containing an audited balance sheet reflecting our receipt of the gross proceeds of this offering and issuing a press release announcing when such separate trading will begin. Once the securities comprising the units begin separate trading, we expect that the Class A common stock and warrants will be listed on NASDAQ under the symbols "NEBU" and "NEBU.W," respectively.