

SPAC Monthly Monitor

DEAL IN FOCUS: FALCON'S BEYOND – FAST ACQUISITION CORP. II (FZT)

Falcon's Beyond Global, LLC (Falcon's Beyond) is a leading global entertainment company in intellectual property creation and expansion. Falcon's Beyond offers three distinct categories, all backed by its world-class partnerships. **Falcon's Creative Group** provides master planning, creative design, media and audio production, attraction systems, and experiential technology to customers worldwide. **Falcon's Beyond Destinations** develops, owns, and operates leisure destination resorts, combining luxury, leisure, and entertainment to create "resortainment." **Falcon's Beyond Brands** uses a unique 360-degree brand expander methodology to leverage all three of Falcon's Beyond business segments, seeking to activate and grow both proprietary and partner IP across all forms of entertainment. The brand expander strategy accelerates the timeline for IP monetization. Falcon's Beyond is an award-winning company that has developed patented and patent-pending products, including augmented reality devices, immersive interactive theaters, and a flying theater system. The company is currently developing the Kingdom of Saudi Arabia's largest water theme park with Qiddiya.

Chart 1: Falcon's Beyond Operates Three Segments That Feed Into Each Other To Accelerate the Business

		
<ul style="list-style-type: none"> • Service Contracts: Master plans, attraction design, digital content, and technology development for theme parks • High Level Business Model: Minimal CapEx, 30-34% operating margin profile, resulting in high levels of free cash flow used to reduce financing requirements for physical location rollout • Current Project Pipeline: Significant contracts and visibility on projects from owned (including the Meliá JV) & 3rd party clients <ul style="list-style-type: none"> » \$755M of potential revenue visibility based on current pipeline, resulting in high levels of FCF 	<ul style="list-style-type: none"> • Physical Locations: Develops and owns hotels, theme parks, and Retail, Dining, and Entertainment (RD&E) Zones, primarily through a JV partnership with Meliá Hotels International • Property Components: Most planned properties contain three elements: <ol style="list-style-type: none"> 1. Falcon's Resorts by Meliá. Hotel with integrated entertainment theming elements 2. Katmandu Park. Big Experience, Small Footprint Theme Park 3. Falcon's Central. Retail, Dining and Entertainment Zone • Primary Use of Investment Proceeds: Significant CapEx, projected 30%+ pre-tax return on equity yields, developments de-risked due to the partnership with Meliá <ul style="list-style-type: none"> » \$265M+ of Falcon's equity required by mid-2026, resulting in 4 properties with 2,000+ keys 	<ul style="list-style-type: none"> • Royalty and License Fees: Licenses owned and 3rd party story-based brands with Falcon's physical locations • Substantial Upside Potential: Immaterial underwritten financial contribution within projection period, but potential for massive value creation with expanding portfolio of partnerships • Profitable Business Model: Minimal CapEx, high margin segment which is ripe for rapid growth due to Falcon's ability to incubate and accelerate brands within their footprint
<p>Projected EBITDA Contribution:</p> <p>2025: ~50% Long-Term: ~33%</p>	<p>Projected EBITDA Contribution:</p> <p>2025: ~50% Long-Term: ~33%</p>	<p>Projected EBITDA Contribution:</p> <p>2025: ~11% Long-Term: ~33%</p>

Source: Intro-act, FZT/Falcon's Beyond Investor Presentation

At the heart of Falcon's Beyond's business model is trans-media storytelling, a concept that the company actively leverages through its in-studio resources. This approach allows the company to create expansive universes where stories can be optimized for maximum reach, increasing brand awareness through various mediums such as social media, films, books, games, and episodic series. The company's multi-pronged consumer products strategy enables it to monetize its IP with limited upfront investment by leveraging its resort destinations and technology expertise and aligning with the right global partners to distribute a range of products. Falcon's Beyond is working toward expanding the Katmandu brand and introducing Cadim & The Monster Wave and VQuarium to global audiences. By combining its proprietary technology with its brands' stories and characters, the company can design and build experiences that it deploys and monetize through best-in-class media, experiences, and consumer products. Its three divisions have an unmatched synergistic effect, building on one another to create something unique. Falcon's Beyond leverages the characters and stories from its brands at its owned and operated parks and resorts, which provide captive audiences for these brands. This allows the company to deploy and monetize its brands through best-in-class media, experiences, and consumer products, creating a sustainable business model.




Chart 2: Falcon's Beyond Divisions Create an Unmatched Synergistic Effect



Source: Intro-act, FZT/Falcon's Beyond Investor Presentation

Falcon's Beyond plans to reimagine traditional IP deployment and brand activation strategies and deploy multiple storied brands concurrently in numerous lanes. Falcon's has big plans for several award-winning children's television programs, such as Xavier Riddle and the Secret Museum, Dinosaur Train, Odd Squad, and Wild Kratts. The company plans to expand these programs in a fun, interactive environments that combine media with hands-on exploration for the entire family. In addition, Falcon's has formed a strategic partnership with BRON Studios to jointly roll out feature films, episodic series, video games, live events, location-based entertainment, and Web3 activations as part of their worldwide entertainment initiatives. The company is also collaborating with Epic Story Media to reimagine and grow the Katmandu brand's fantastical legends beyond a theme park experience. With its experience, capabilities, and partners, Falcon's Beyond is well-positioned to take advantage of the significant shift in consumer demand towards experiential and leisure entertainment, creating a profitable, high-growth business model that has the potential to transform the industry.

Chart 3: Strategic Brand Partnerships with Leading Developers and Distributors

 <p>Featured on PBS Kids</p> <ul style="list-style-type: none"> Falcon's plans to bring several award-winning children's television programs into the physical realm Properties such as Xavier Riddle and the Secret Museum, Dinosaur Train, Odd Squad, and Wild Kratts expected to be expanded in fun, interactive environments that seamlessly integrate media with hands-on exploration for the whole family <p>» 1.04 billion streaming views in 2020</p>	 <p>BRON</p> <ul style="list-style-type: none"> Falcon's Beyond has formed a strategic partnership with BRON Studios to jointly roll out worldwide entertainment initiatives including feature films, episodic series, video games, live events, location-based entertainment, and Web3 activations 	 <p>EPIC STORY MEDIA</p> <p>Epic Story Media</p> <ul style="list-style-type: none"> Falcon's Beyond and Epic Story Media are collaborating to rapidly reimagine and expand the Katmandu brand's fantastical legends beyond a theme park experience
---	--	---

Source: Intro-act, FZT/Falcon's Beyond Investor Presentation

Falcon's Beyond is going public through a SPAC transaction with FAST Acquisition Corp. II (NYSE: FZT) in a deal that values the company at ~\$1.0 billion (enterprise value). The deal ascribes a pro forma enterprise value of ~\$607 million excluding performance target earnout shares and an EV of ~\$1 billion including performance target earnout shares. Legacy Falcon's Beyond shareholders and private placement investors will own 91% of the pro forma common equity and the transaction is expected to result in \$88.5 million net process to the balance sheet, giving the company access to growth capital.

- In addition to existing 40 million earnout shares tied to stock price appreciation, 40 million shares are now tied to achieving 2023 and 2024 financial targets. Furthermore, approximately 77% of the promote shares held by FAST II's sponsor are now contingent upon the amount of capital delivered at closing, post-closing stock price performance or achievement of 2023 and 2024 financial performance. Its previously announced subscription agreement with Infinite Acquisitions, LLLP, an existing holder of equity in Falcon's Beyond, for a \$60 million private placement remains in place.
- The transaction structure provides incentives for public SPAC investors through a bonus pool allocated among remaining SPAC common shareholders and Private Placement investors and by providing SPAC investors with structural seniority.
- **Upon the closing of the transaction, the combined company will be named Falcon's Beyond Global and is expected to be listed on Nasdaq under the ticker symbol FBGD.**

Chart 4: Transaction Details

Overview

- Fully diluted pro forma enterprise value of ~\$607M excluding financial performance target earnout shares and ~\$1.019M including financial performance target earnout shares
 - ~\$607M enterprise value implies 4.6x base case 2025E EBITDA (16.9x 2024E EBITDA) and 4.1x high case 2025E EBITDA (13.5x 2024E EBITDA)⁽¹⁾
 - ~\$1.019M enterprise value implies 7.7x base case 2025E EBITDA (28.4x 2024E EBITDA) and 6.9x high case 2025E EBITDA (22.7x 2024E EBITDA)⁽¹⁾
- Falcon's Beyond is expected to own ~91% of the pro forma common equity
- Transaction is expected to result in \$88.5M net proceeds to the balance sheet
- Private placement investors have agreed to time-based vesting over four years in four equal tranches⁽²⁾

SPAC Shareholder Incentives

- Half of non-redeeming public SPAC shareholders' shares will automatically convert into convertible preferred equity with an 8% dividend and \$11.00 conversion price⁽³⁾
- 20% of the SPAC shares held by FAST II Sponsor will be forfeited and contributed to a bonus pool allocated equally among common equity held by Private Placement investors and non-redeeming SPAC shareholders⁽⁴⁾

Sources

(\$ in millions)	\$	%
Shares Issued to Falcon's Beyond Shareholders	\$485.9	74.4%
SPAC Cash in Trust	73.5	11.2%
Private Placement Proceeds ⁽²⁾	60.0	9.2%
Pro Forma Existing Net Debt	34.0	5.2%
Total Sources	\$653.4	100.0%

Uses

(\$ in millions)	\$	%
Shares Issued to Falcon's Beyond Shareholders	\$485.9	74.4%
Cash to Balance Sheet	88.5	13.5%
Estimated Transaction Expenses	45.0	6.9%
Pro Forma Existing Net Debt	34.0	5.2%
Total Uses	\$653.4	100.0%

Pro Forma Valuation

(in millions, except per share price)	
Common Share Price ⁽⁵⁾	\$10.30
(x) Pro Forma Common Shares Outstanding	60.7
Pro Forma Common Equity Value	\$625.4
(+) Convertible Preferred	35.7
(-) Pro Forma Net Cash	(54.5)
Pro Forma Enterprise Value	\$606.6

Pro Forma Common Ownership

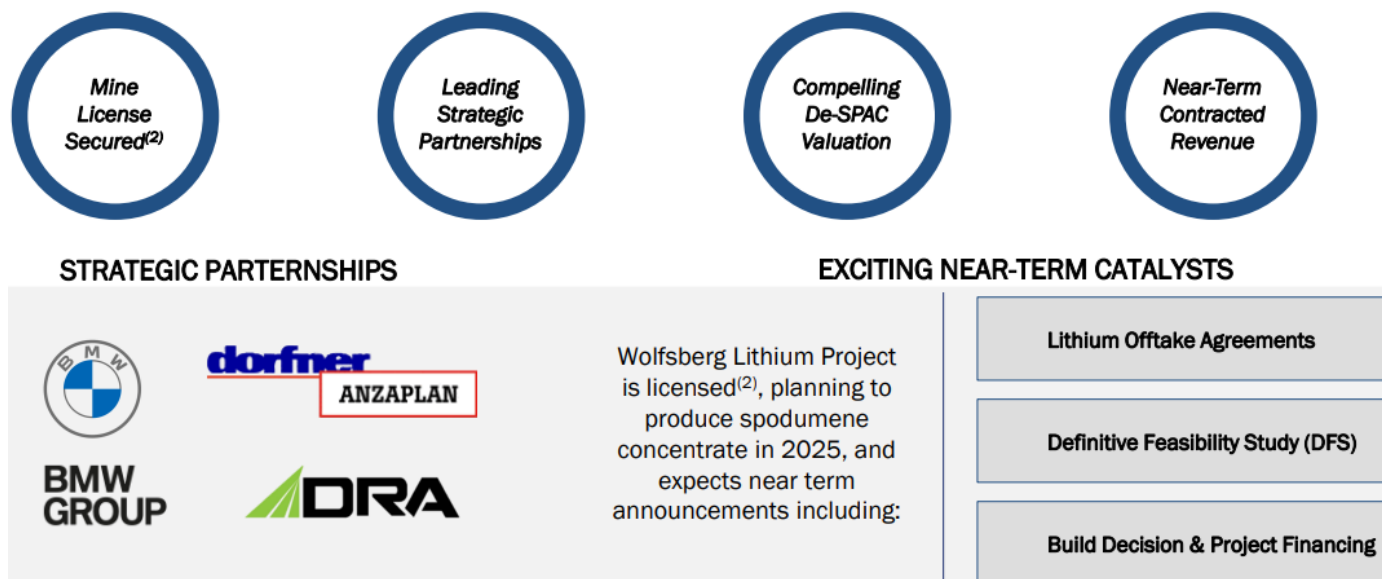


Source: Intro-act, FZT/Falcon's Beyond Investor Presentation

DEAL IN FOCUS: CRITICAL METALS CORP. – SIZZLE ACQUISITION CORP. (SZZL)

Critical Metals Corp. (Critical Metals) is expected to be a leading lithium mining company. The company will own European Lithium’s Wolfsberg Lithium Project located in Wolfsberg, Austria. European Lithium is a mineral exploration and development company which owns the Wolfsberg Lithium Project located in Carinthia, 270 km south of Vienna, Austria, via its wholly owned Austrian subsidiary, ECM Lithium AT GmbH. The Wolfsberg Lithium Project is strategically located in Central Europe with access to established road and rail infrastructure to distribute lithium products to the major lithium consuming countries of Europe. To support the rapidly growing EV supply chain in Europe, the project is expected to become the region’s first major source of lithium concentrate, filling a critical gap in the European EV battery supply chain.

Chart 5: Building Europe’s First Fully Licensed Lithium Mine



Source: Intro-act, SZZL/ Critical Metals Investor Presentation

The Wolfsberg Lithium Project is set to become the first lithium concentrate producer in Europe, with spodumene production expected to begin in 2025. Located in central Europe, the project benefits from excellent local infrastructure and energy sources. The Pre-Feasibility Study (PFS) estimates an interim NPV6 of A\$862 million (\$635 million) with lithium hydroxide production expected to reach 10,500 tpa for 20 years at a price of \$26,800/t. The project holds 54 exploration licenses covering Zone 1 and Zone 2, as well as a mining license issued for the project. With these impressive figures and licenses, the Wolfsberg Lithium Project is well-positioned to lead Europe's efforts toward sustainable energy and meet the growing demand for lithium-ion batteries. The demand for lithium-ion batteries is rapidly increasing with the rise of electric vehicles, and Europe has been at the forefront of this revolution. However, Europe lacks domestic sources for battery raw materials, making it reliant on imports. The solution lies in Europe's first licensed lithium spodumene mine, which has demonstrated its ability to supply high purity lithium at a pilot plant. The project is expected to provide Europe with the supply it does not currently have, producing approximately 70,000 metric tons of lithium concentrate per year from Zone 1, with potential for doubling the resource from exploration target Zone 2. The project also leverages existing infrastructure, including railway and highway access, reducing capital requirements. Additionally, a **key strategic off-take arrangement with BMW AG** to supply 100% of Zone 1 lithium product, including a \$15 million pre-payment, is expected to be finalized. With an advanced mine life expected to exceed 20 years, the project will establish a critical fully integrated lithium supplier for the European EV industry, ensuring its continued growth and success.

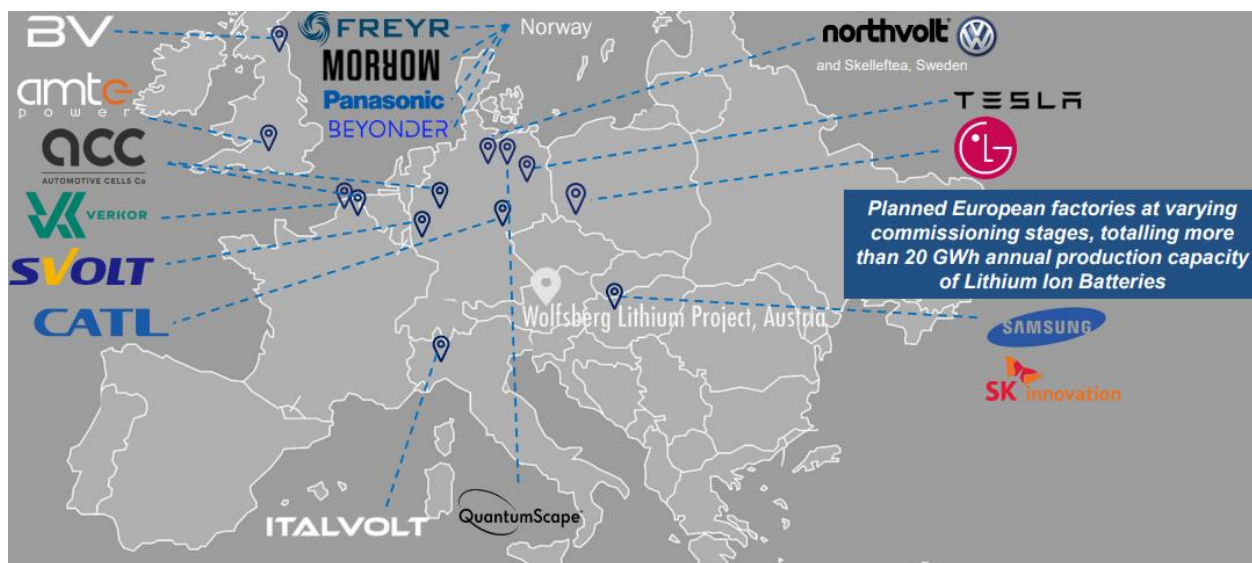
Chart 6: Europe's First Licensed Spodumene Mine and Key Supplier for Sustainable Energy

Europe's first ⁽¹⁾ fully licensed Lithium (spodumene) mine		Fully licensed⁽²⁾ mine built by the Austrian government High purity Lithium (99.6% Li ₂ CO ₃) made at pilot plant in partnership with Dornier Anzaplan
Economic viability PFS completed – DFS underway		Lithium hydroxide production @ US\$26,800/t x 10,500 tpa Lithium hydroxide x 20 years ⁽²⁾ Interim NPV₆ = A\$862 million⁽²⁾ (US\$635 million)
Leading domestic offtake with BMW Group		MoU with BMW Group to supply all of Zone 1 mine production including a US\$15M pre-payment One of the largest ever direct OEM > Mine lithium pre-pays
Advanced project Mine Life > 20 years		Aiming to be the first local lithium supplier into an integrated European battery supply chain ⁽¹⁾

Source: Intro-act, SZZL/ Critical Metals Investor Presentation

Critical Metals is well-positioned to take advantage of significant macroeconomic trends as Europe's first source of battery-grade lithium. With strategic global partners and an experienced management team with deep knowledge of the mining industry, the Wolfsberg Lithium Project presents a unique opportunity for U.S. investors to gain exposure to the European EV supply chain. The team at Critical Metals has made significant progress in advancing Europe's first licensed lithium mine and is poised to become the largest supplier of battery-grade lithium in the region. The project will play a significant role in accelerating the adoption of electric vehicles in Europe, as evidenced by Critical Metals' expected strategic arrangement with BMW AG. The company has also signed a non-binding Memorandum of Understanding (MoU) with Obeikan Investment Group to build and operate a hydroxide plant in Saudi Arabia for the Wolfsberg Lithium Project in Austria. This proposed JV with Obeikan will unlock key opportunities for Critical Metals. It will allow the company to focus its efforts on building the facilities to start mining concentrate, and is expected to result in significant energy cost savings for the Wolfsberg Project.

Chart 7: Aiming to Become EU's First and Largest Local Supplier of Lithium Metal



Source: Intro-act, SZZL/ Critical Metals Investor Presentation

In October 2022, European Lithium AT Limited, a wholly owned subsidiary of European Lithium Ltd (ASX: EUR) announced a business combination with Sizzle Acquisition Corp (Nasdaq: SZZL) that will result in the formation of Critical Metals Corp. The proposed transaction values the combined entity at an implied pro forma enterprise value of approximately \$838 million, and at an implied pro forma market capitalization of approximately \$972 million. The implied pre-money equity value is \$750 million. The transaction is expected to provide approximately \$159 million in capital before transaction expenses and the impact of redemptions by the public stockholders of Sizzle. European Lithium will roll 100% of its existing equity in European Lithium AT (Investments) Limited into the combined entity, retaining approximately 80% of the combined company's pro forma equity before the impact of redemptions or any additional capital raised.

- Upon the closing of the transaction, the combined company will be named Critical Metals and is expected to be listed on Nasdaq under the ticker symbol CRML, which is likely to occur in the first half of 2023.

Chart 8: Transaction Details

PROPOSED TRANSACTION HIGHLIGHTS		PROPOSED SOURCE & USES																							
Valuation <ul style="list-style-type: none"> Transaction implies \$838M pro forma enterprise valuation Implied pre-money market capitalization of \$750M <ul style="list-style-type: none"> Additional shares up to 10% of transaction closing consideration shares available as an earnout to European Lithium and its stockholders, subject to trading price targets 		<table border="1"> <thead> <tr> <th>Sources</th> <th>(\$M)</th> <th>Uses</th> <th>(\$M)</th> </tr> </thead> <tbody> <tr> <td>European Lithium Rollover</td> <td>\$750</td> <td>Equity to European Lithium</td> <td>\$750</td> </tr> <tr> <td>Cash in Trust</td> <td>159</td> <td>Cash to Balance Sheet</td> <td>134</td> </tr> <tr> <td></td> <td></td> <td>Transaction Expenses</td> <td>25</td> </tr> <tr> <td>Total</td> <td>\$909</td> <td>Total</td> <td>\$909</td> </tr> </tbody> </table>				Sources	(\$M)	Uses	(\$M)	European Lithium Rollover	\$750	Equity to European Lithium	\$750	Cash in Trust	159	Cash to Balance Sheet	134			Transaction Expenses	25	Total	\$909	Total	\$909
Sources	(\$M)	Uses	(\$M)																						
European Lithium Rollover	\$750	Equity to European Lithium	\$750																						
Cash in Trust	159	Cash to Balance Sheet	134																						
		Transaction Expenses	25																						
Total	\$909	Total	\$909																						
Financing <ul style="list-style-type: none"> The transaction is expected to provide approximately \$159 million in capital before expenses and the impact of redemptions Intend to raise additional equity and/or equity-linked capital 																									
Deal Structure <ul style="list-style-type: none"> European Lithium and its stockholders are expected to retain a pro forma equity ownership of approximately 80% of the combined company excluding the effects of warrants, earnout, and any incremental capital raised 																									
PRO FORMA VALUATION		PRO FORMA EQUITY OWNERSHIP																							
Pf Shares Outstanding (M)	95.3	25% Redemptions		50% Redemptions		75% Redemptions																			
Share Price (\$)	\$10.20	# Shares (M)	% Own.	# Shares (M)	% Own.	# Shares (M)	% Own.																		
Pf Equity Value (\$M)	\$972	EUR Rollover Equity	73.5	81%	73.5	84%	73.5	88%																	
(+) Existing Debt (\$M)	\$0.0	Public Shareholders	11.6	13%	7.8	9%	3.9	5%																	
(-) Pf Cash (\$M)	(\$134.2)	Sponsor Shares	6.2	7%	6.2	7%	6.2	7%																	
Pf Enterprise Value (\$M)	\$838																								

Source: Intro-act, SZZL/ Critical Metals Investor Presentation

Q&A of the Month: Elizabeth Ng – CEO of Ocean Biomedical (NASDAQ:OCEA)

Elizabeth Ng, CEO of Ocean Biomedical (NASDAQ:OCEA), talks about her background, OCEA's SPAC deal, its differentiators and future outlook, and the need for more women in science, medicine, and leadership positions.

Question: Tell us about your background?

Answer: My undergraduate degree is from Massachusetts Institute of Technology and I also earned an MBA from Stanford University. Since my MBA days, I have led the identification and evaluation of promising research assets/programs and portfolios, helped to launch multiple drugs, and developed a broad and varied knowledge base in pharmaceutical and biotech company operations. I also have significant experience on the value-creation side across the life sciences industry in strategy/portfolio management leadership roles for companies like Gilead, Merck, and most recently BioMarin.

Question: How did you come to be CEO of Ocean Biomedical?

Answer: Like many people, I was faced with a situation where a loved one was diagnosed, and eventually succumbed to cancer. In my case, my mom had developed non-small cell lung cancer, and I left my position at BioMarin to spend time with her before she passed.

Afterwards, I went to my reunion at Stanford University and met up with our now-Chairman Chirinjeev Kathuria, MD, who was a classmate of mine. We talked and I told him where I was in terms of my life and career, and he talked to me about this vision he had of pulling together a set of promising research programs/assets from Brown University (where he had been an undergrad and a medical student) and forming a startup. Chirinjeev also discussed the general need to advance innovations from research universities to the point where they could enter clinical trials and start their journey to become therapeutics to address unmet medical needs. As he started to tell me about the three programs from Brown (in oncology, fibrosis, and infectious diseases), Chirinjeev mentioned that in oncology he was looking at initially addressing lung cancer and glioblastoma, but that it would be possible to extend it to other solid tumors, and I essentially stopped him and said, "Look, you had me at lung cancer, because if it's a company that could move more therapeutics into the market for lung cancer, I was on board." For me, it's a very personal mission to develop more effective therapies for lung cancer, and to ensure that others facing these difficult diseases have options for treatment that come from some of the best and brightest institutions. And there and then I agreed to become the CEO of Ocean Biomedical.

Question: Why a SPAC as opposed to an IPO?

Answer: Well, a SPAC allows fundraising with a little bit more certainty in terms of the amount of capital that we could get access to. In addition, we felt it was the right time for a SPAC given market conditions. We ended up reaching an agreement with a SPAC which brought expertise in terms of fundraising and with aligned interests and passion for the health ecosystem. They instantly appreciated our business model and understood the importance of translating research programs into clinical candidates that could ultimately become approved therapeutics. It was the perfect match from both sides.

Question: Why is Ocean Biomedical different from other businesses?

Answer: We have a very innovative business model with a portfolio research and development approach. So, rather than focus on one asset, or one or two assets, our approach is to move interesting and effective, scientifically valid research programs out of the university and into the clinical setting. Our overall focus is moving promising research from the research stage into the clinical stage, after which we can continue to develop them further, move these promising assets into partnerships or even spin them out.

We are starting with three sets of assets in our portfolio, but moving forward, we're hoping to bring in additional ones. Our business model provides a better risk profile because we're not just focused on one or two assets. We have multiple

assets that we're looking at, and we can quickly identify, move those assets forward and then optimize the value for each of the assets.

We are structured as a parent corporation, Ocean Biomedical. Underneath, we have subsidiary corporations for each of the assets/programs that we bring in, and we offer the researcher and their institutions a compelling 10% equity each in the subsidiary that they become a part of. It is a much better economic model for the researchers and their institutions, and it allows us to access the best innovations in research and in academia. We provide funding to get their research into clinical Phase One studies and then we share in the upside potential after we get clinical data. Options at that point include spinning-off the subsidiary, potential partnerships with big pharma, or taking the program all the way through clinical development and to market on our own.

Our current diversified pipeline addresses high-value and high-impact indications, and because of our access to new programs from existing and new relationships with top universities and medical centers, we'll continue to grow.

Question: What will the future look like for Ocean Biomedical?

Answer: The future for Ocean Biomedical is a continuous stream of innovations coming in from the best academic institutions. We will work with research institutions that will feed new programs into our pipeline, and we'll accelerate them into the clinic, then either spinning them out, partnering them or continuing to develop them. We are excited in the near term about moving our current core candidates into IND studies, but we will always be looking for new discoveries to bring in. The future for us looks like a pipeline that is always full of interesting new assets as well as partnerships or IPOs of the assets/programs that we have in our pipeline. At its core, we are going to move forward with our mission - getting safe, effective medicines to the doctors and patients who need them most, all around the world.

Question: Do we need more women in Science and Medicine?

Answer: Yes, we definitely do, because women bring a very different perspective, a fresh perspective which incorporates their experiences and their viewpoints that really helps to nurture innovation and helps to drive the field forward.

There is an adage that I am reminded of that says, "A mind is a terrible thing to waste." I think of all the women I know that have gone through academic institutions, and the fact that in some cases they need more encouragement or more nurturing to pursue a science and medicine career. And I think that's vitally important, because you're losing half your talent if you don't access the women in our population.

Question: Do we need more women leading publicly traded and private companies?

Answer: As I said, women offer fresh perspectives, and having more diversity in terms of female leadership not only helps with increasing the innovation in the company, but it helps also to bring in more women/diversity at all different levels.

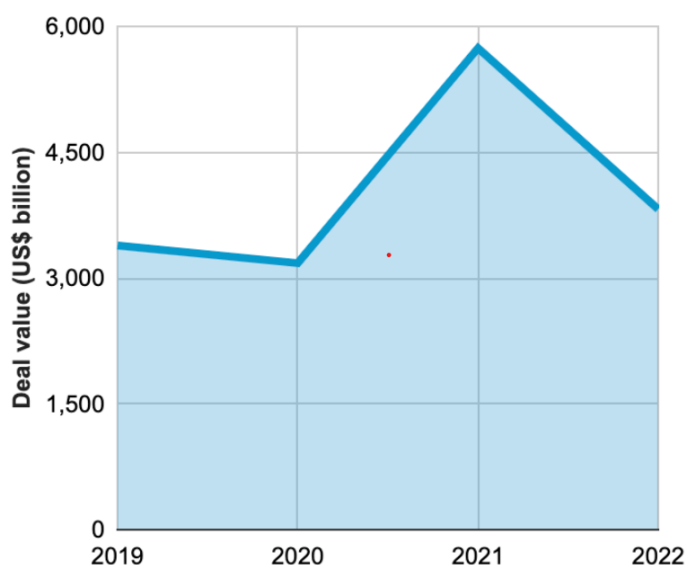
Recently I read an article from Forbes that shows that companies with more women in their upper levels, and on their boards in particular, outperform and are more profitable than those that don't have female leadership at the Board level and in other senior leadership positions.

A diverse workforce can be much more innovative, beneficial to the work culture, and more valuable overall from multiple angles. I also think that women represent a significant economic force, and can provide valuable, key insights into all industries, including healthcare and life sciences.

INDUSTRY NEWS AND TRENDS

Global M&A slumps amid macro-economic tumult. After reaching unprecedented highs in 2021, global M&A markets had a bumpy ride in 2022 as dealmakers grappled with inflation, rising interest rates and fallout from the conflict in Ukraine. Deal value for 2022 came in at \$3.8 trillion, 34% down on the \$5.7 trillion recorded in 2021, while deal volumes also dropped 5% year-on-year. Despite these declines, deal value and volume did beat 2020 benchmarks, driven by a cluster of megadeals that landed in the first six months of 2022 – seven of the 10 largest deals for the year were announced before the end of June. Deal activity through the second half of the year, however, started to decline. [Read More](#) (JD Supra)

Chart 9: M&A activity by value 2019 – 2022



Source: Intro-act, JD Supra

SPAC party broken up as new ventures slow to a trickle. The blank-check frenzy that raised more than \$245 billion over a two-year stretch has dried up, with just a handful of sponsors pooling investor money in 2023. “The SPAC party is over,” says Greg Martin, co-founder of Rainmaker Securities, which facilitates secondary transactions for private companies. He has a point. Just seven special-purpose acquisition companies have debuted or filed for an initial public offering to start the year. That compares with more than 50 over the same stretch last year and roughly 337 in 2021, when SPAC mania was at its peak. It’s a sharp fall from grace for blank checks, which saw a record 142 sponsors call it quits and close up shop last year, while 57 had deals collapse as markets spiraled, according to data from SPAC Research. So far this year, just five SPACs have raised \$436 million, compared with \$27 billion at this point in 2021, while two have filed plans to raise as much as \$230 million combined. [Read More](#) (Bloomberg)

Not all SPACs are born equal: A review of the developing landscape. One of the main factors that have contributed to the struggles of some SPACs is the use of overstated revenue projections and valuations. This has caused a lack of trust in the SPAC market, as investors have become cautious about investing in companies that may not accurately represent their financial prospects. Another challenge faced by some SPACs is a lack of transparency. However, it is important to note that not all SPACs have these issues. Some SPACs have been transparent about their plans and have provided reasonable revenue projections and valuations. Virgin Galactic, a space tourism company that went public through a merger with a SPAC in October 2019, is one such example. The company has seen robust gains since going public and has garnered significant interest from investors due to its unique business model and strong growth prospects. [Read More](#) (FX Empire)

What SPAC sponsors can learn from college football. What sports fans see on the field is just a tiny fraction of the effort behind the scenes of college football. Coaching, institutional knowledge, team building, game plays, health, fitness and all the rest. It's not too much of a stretch to say 90% of the value of a football team is invisible to the untrained eye. SPAC sponsors also do a lot of work behind the scenes, trying to frame the intangible assets of a target company in a clear and positive way to keep investors on board. The moment of sale (game day) is just the tip of the iceberg in the SPAC sponsor's role. If eliminating redemptions entirely may not be possible, keeping them to an absolute minimum is the next-best goal. SPAC sponsors have their own "transfer portal" for capital. Like the best college football players, investors may already be on board with the deal, but as a deadline looms, they sometimes get cold feet. Sponsors are therefore constantly re-selling the investors on the benefits of a deal rather than focusing on more important things. It can be a frustrating dynamic. [Read More](#) (EverEdge)

IPOs and SPACs: Recent developments. Recent research shows that, for investors in the shares of the merged company, the post-merger returns tend to be very negative. Although post-merger returns have been low, SPAC sponsors are often criticized for receiving very lucrative returns. Investors who buy the SPAC units at the offer price and sell at the time of the merger or liquidation also earn high returns. From a private operating company's point of view, on average it is more expensive to merge with a SPAC than to go public via a traditional bookbuilt IPO. We discuss the criticisms that have been leveled at SPACs, and also discuss how some of the features of SPACs are designed to deal with agency problems that would otherwise be more severe. [Read More](#) (Harvard Law School Forum on Corporate Governance)

SPACs shift to more obscure exchanges to keep deal dreams going. Struggling SPACs that are facing a broad investor desertion are moving their listings to smaller exchanges in an attempt to keep alive their hopes for eventually cutting a deal. At least seven SPACs have downshifted to stock exchanges with more lax requirements this year after the vast majority of investors pulled out their money. That means blank-check firms with less than a minimum number of publicly held shares or a smaller investor base can survive. The shift delays the possibility that SPAC sponsors will lose millions if they are forced to throw in the towel, while leaving in place the potential for big profits if a deal can be arranged in the future. High redemption rates and a choppy macroeconomic environment have forced 146 SPACs to liquidate in the past five months alone. [Read More](#) (Bloomberg)

The SPAC fad is ending in a pile of bankruptcies and fire sales. It took only 10 months for Quanergy Systems Inc., a maker of high-tech sensors and software, to go from its stock market debut to filing for bankruptcy. Fast Radius Inc., a 3D-printing company, made it nine months. Online retail startup Enjoy Technology Inc. lasted eight-and-a-half months before it filed. What these companies all have in common is the way they made it onto the market. Instead of selling shares in a conventional initial public offering, each of them merged with a special purpose acquisition company. A SPAC is a publicly traded corporate shell with no business other than to seek out a merger with another company, which then inherits the shell's listing. Such deals were a pandemic-era Wall Street fad – but now a growing number of ventures that went public in this way have gone bankrupt, highlighting how speculative the SPAC game could be. [Read More](#) (Bloomberg)

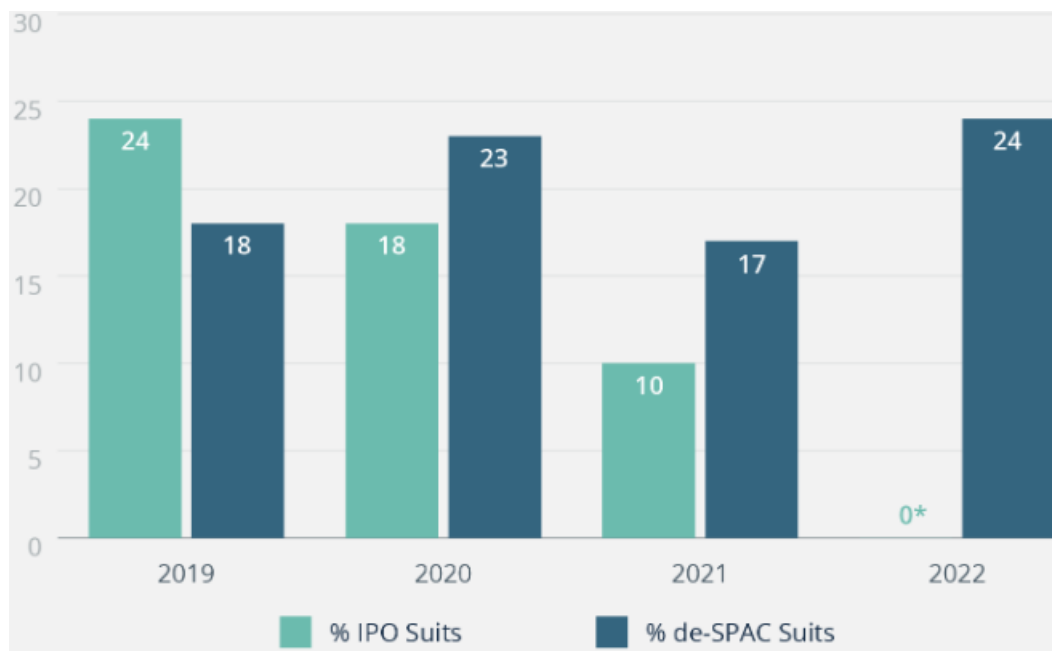
Crypto class lawsuits doubled; SPAC suits declined in 2022. Investors filed 23 new proposed class actions over cryptocurrency that weren't related to mergers and acquisitions in 2022, more than twice the number filed in 2021, while fewer investors sued over SPACs than the year before. Overall, proposed securities class actions, including those related to M&As, declined from 218 to 208, the report says. But excluding the M&A suits – focusing on what Cornerstone calls the "core filings" – would-be class actions increased in 2022, it says. Among "core" federal filings, one-third concerned SPACs, cryptocurrency, and Covid. Suits related to initial public offerings were up because of a surge in IPOs the previous year and subsequent stock market losses. M&A class actions focused on merger-related proxy statements "decreased by 61% to equal the lowest level since tracking began in 2009." [Read More](#) (Bloomberg Law)

Delaware court ruling regarding stockholder class vote creates new obstacle for former SPACs. In a case filed simply to determine whether a plaintiff was entitled to attorneys' fees and expenses for conferring a benefit on a corporation, the Delaware Court of Chancery held that the planned stockholder vote by the corporation would have been insufficient under Delaware law to authorize amendments to the corporation's certificate of incorporation in connection with a de-SPAC merger transaction. *Garfield v. Boxed, Inc.*, No. 2022-0132-MTZ, 2022 WL 17959766 (Del. Ch. Dec. 27, 2022). Since many SPACs with dual-class common stock utilized the same or a similar certificate of incorporation as the one at issue in *Boxed, Inc.*, this ruling has thrown into question the validity of publicly traded shares of such companies, Market Screener reports. These companies are now rushing to the Delaware Court of Chancery with petitions for relief to avoid having their shares be deemed invalidly issued. [Read More](#) (MarketScreener)

Judge's opinion on de-SPAC stock structures expected soon. A number of companies that went public by merging with SPACs had hearings at the Delaware Chancery Court on February 20 regarding a snafu in dual-class stock structures. More than 20 companies seek retroactive validation for common stock issued as part of a SPAC merger. Most of the companies say they may have issued millions of shares without stockholder authorization – in some cases hundreds of millions—after misreading, or getting bad legal advice about, an obscure statutory provision. Now they face uncertainty about their capital structure, with potentially chaotic consequences for the status of their stock and shareholders. So far, it seems that the court has granted the request to have their structures essentially blessed. However, the judge's opinions, which are expected today, will shed more light on the specifics of the cases and legal reasoning. [Read More](#) (DealFlow's SPAC News)

Is Delaware now toxic for SPACs? Cayman has been in the mix for SPACs for a long time. It's obviously a favorable jurisdiction, but the bottom line with Delaware is you know what you're going to get. There is some benefit to that because part of what I do with clients is help them understand the analytical framework that would be applied to a transaction. There might be a bit of a shift to Cayman or other jurisdictions, but I do think that Delaware is doing what Delaware's always done. And that is being very clear, being very upfront, and setting a very clear path for corporate directors who are involved in any type of transaction. [Read More](#) (JD Supra)

Chart 10: Likelihood of getting sued: IPO vs. de-SPAC



Source: *Intro-act*, JD Supra

SoftBank Vision Fund's mixed SPAC bag. SoftBank's Vision Fund jumped into the special purpose acquisition company boom during the pandemic, but it's had mixed success with the investment vehicle. SoftBank liquidated its first (and thus, oldest) SPAC after failing to merge with a target before its January 12 deadline. Yes, but, the Japanese investment giant has been able to merge one of its three SPACs – SVF Investment Corp. 3. Between the lines, beyond its three SPAC vehicles, a number of SoftBank Vision Fund portfolio companies have gone public via this route, and some have been marred with problems. [Read More](#) (Axios)

Billionaire Bill Foley accused of pushing 'Horrorific' SPAC deal. Billionaire businessman Bill Foley – a prolific dealmaker who owns two professional sports teams – is facing investor litigation over claims he made a killing steering a shell company into a “horrorific” blank-check merger with Paysafe Ltd. An investor sued Foley and other architects of the transaction Thursday, claiming they were motivated to engineer the catastrophic deal by the capital structure of Foley Trasimene Acquisition II, which stood to give them a huge windfall from any merger, even a bad one. London-based online payments company Paysafe began trading on the NYSE after merging with Foley's SPAC nearly two years ago. The transaction valued the payments platform at around \$9 billion, including debt. [Read More](#) (Bloomberg Law)

Bill Ackman: I may pull Pershing from FTSE. The billionaire American investor Bill Ackman sat down for breakfast in London's plush Berkeley Hotel just after sending a tweet – one not aimed at his 600,000 Twitter followers but directly at the owner of the site, Elon Musk. Ackman wanted Musk to restore access to his satellite business Starlink in Ukraine, which has used the network for the drones it is deploying to defend itself against Russia. The founder of hedge fund Pershing Square — which invests in companies such as Universal Music and the hotel chain Hilton— is not just any Twitter user: his charitable foundation put \$10 million into Musk's bid to buy the social media firm last year. [Read More](#) (The Times)

Howard Marks loads up on SPACs in 4th quarter. Howard Marks is a billionaire investor and the founder of Oaktree Capital Management, an investment firm that recorded over \$8.4 billion in U.S.-listed common stocks in its 13F filing for the fourth quarter of 2022. Marks loaded up on 11 SPACs, many of which were newly formed in 2022. Oaktree Capital purchased 400,000 shares of Hainan Manaslu Acquisition Corp, which traded at an average price of \$10.07 per share during the quarter, which is close to the starting floor price of the SPAC model (which is \$10 per share). Another SPAC Oaktree purchased was TenX Keane Acquisition. This SPAC went public in October 2022 and raised \$66 million. This SPAC aims to focus on target businesses in Asia but excluding mainland China. Oaktree also bought shares of Mobiv Acquisition Corp. (MOBVU). This SPAC was formed in 2022 and aims to target businesses in the electric vehicle (EV) sector, as well as those in smart mobility. [Read More](#) (GuruFocus)

EV SPAC Canoo agrees to sell \$52 million in stock to stay alive. Canoo has agreed to sell 50 million shares at a steeply discounted price as the cash-strapped EV company seeks the money it needs to keep its operations running. Canoo said it would sell 50 million new shares to unnamed investors for \$1.05 per share, a 16% discount from its closing price Friday. The shares will be sold together with warrants that give the investors an option to buy up to 50 million more. Each share comes with one warrant that can be exercised at \$1.30 per share. The gross proceeds from the offering are expected to be about \$52.5 million, the company said. Canoo has repeatedly warned that it's low on cash and will likely need to issue more shares to raise capital. Still, the move was snubbed by investors who reacted to the discounted price and that their current holdings would be diluted. [Read More](#) (TechCrunch)

A crack in the SPAC? Hub Security's SPAC merger in danger of falling through. The Israeli cybersecurity company Hub Security is dreaming of completing a huge IPO in the U.S., but in the meantime its coffers are emptying and the difficulties ahead of its merger with a SPAC company are piling up. These include the exit of one of the investors, the difficulty of diversifying the investor profile and changes at the top of the company. Will the merger be completed and the company, which has already announced that it will be delisted from trading on the Tel Aviv Stock Exchange, begin trading on Nasdaq? Hub Security was supposed to complete the merger at a value of \$1.28 billion at the beginning of this month. It is currently traded on the Tel Aviv Stock Exchange with a market cap of approximately NIS 670 million (\$196 million). [Read More](#) (CTech)

ATI Physical Therapy shareholders sue SPAC that took company public. Shareholders of a physical therapy firm sued the board of a SPAC that brought the company public, alleging investors were misled over a merger that benefited the insiders' own financial interests. Fortress Value Acquisition II, a special purpose acquisition company, changed its name to ATI Physical Therapy after its merger with outpatient physical therapy provider company Wilco Holdco in June 2021. The stockholder class action complaint was filed by shareholder Wendell Robinson in the Delaware Chancery court. [Read More](#) (Bloomberg Law)

Insurers win partial victory in SPAC D&O case involving Clover Health. A Delaware Court has issued a partial victory to insurers in one of the first directors and officers liability insurance coverage cases related to special purpose acquisition companies to reach a ruling. Social Capital Hedosophia Holdings III was a publicly traded SPAC that merged with privately held Clover Health Investments Co. in January 2021, according to the Feb. 6 ruling by the Delaware Superior Court in Wilmington in Clover Health Investments Corp. et al. v. Berkley Insurance Co. et. al. Before the merger, Social Capital purchased D&O coverage from Somp Holdings Inc. unit Endurance Risk Solutions Assurance Co., Lloyd's underwriters and Fairfax Financial Holdings Ltd. unit Hudson Insurance Co., with Somp unit Endurance issuing the primary tail policy. The tail policies went into run-off with the merger, but an endorsement adjusted the policy period to end on Jan. 7, 2017. [Read More](#) (Business Insurance Holdings)

A-Rod's SPAC is latest to be hit by wave of investors bailing. A blank-check company led by former New York Yankee Alex Rodriguez became the latest firm to be rocked by investors opting to swap their stock for cash as the industry fizzles. Slam Corp., the special-purpose acquisition company formed between Rodriguez's investment firm A-Rod Corp. and hedge fund Antara Capital LP, said roughly 61% of its 57.5 million shares were redeemed when investors approved a deadline extension for the SPAC to hunt for a deal. [Read More](#) (Bloomberg Law)

Ex-SPAC Starry Group goes bankrupt less than a year after merger. Starry Group Holdings, an internet provider, filed for Chapter 11 bankruptcy in Delaware less than a year after going public via merger with a blank-check company. The Boston-based firm, which operates in major cities like Los Angeles and New York, listed assets and liabilities of as much as \$500 million each in its bankruptcy petition. The Chapter 11 filing allows the company to keep operating while it seeks approval of a restructuring plan. The company went public in March 2022 by merging with FirstMark Horizon Acquisition and raising \$150 million on the deal. [Read More](#) (Bloomberg Law)

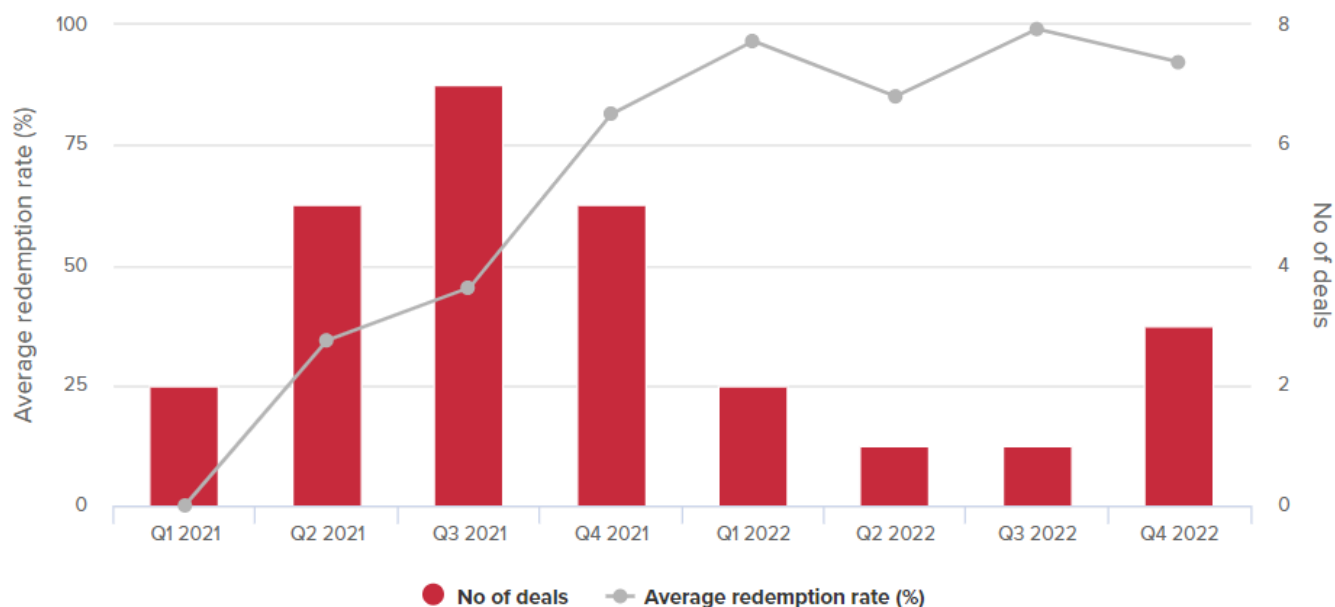
Crypto company Circle focuses on growth after canceled SPAC merger. Circle Internet Financial Ltd. wants to increase its workforce by as much as 25% this year, finance chief Jeremy Fox-Geen said, as the cryptocurrency operator pushes ahead with expansion despite its recently canceled deal to go public and industrywide layoffs. The Boston-based company, which operates the USD Coin stablecoin, or USDC, had about 900 employees at the end of last year and in 2023 it expects an increase of 15% to 25%, or an additional 135 to 225 workers, he said. That's a lower growth rate than it had in 2022, when head count roughly doubled from 2021. Circle is still hiring even as many crypto companies are laying off staff and some have filed for bankruptcy following the run on the stablecoin TerraUSD last spring. [Read More](#) (The Wall Street Journal)

SPACs slump by deals, dollars in 2022, mixed scenarios in Pittsburgh. Deal and dollar volume slacked for SPACs nationwide last year and is expected to drop more in 2023. Initial public offerings by SPACs dropped from 610 at \$160.75 billion raised in 2021 to 86 in 2022 at \$13.42 billion, according to newly released S&P Global Market Intelligence data and analytics. The fall coincided with intensified scrutiny by regulators and the surge in interest rates. Pittsburgh, however, saw activity in the life sciences and energy arenas. Two local biotech firms, Coeptis Therapeutics and Carmell Therapeutics went public last year after each was bought by a SPAC. And in December Carnegie-based Rice Acquisition Corp. II, the special acquisition corporation formed by members of the Rice family, announced that it was buying NET Power LLC, based in Durham, North Carolina, a \$1.4 billion transaction expected to close in the second quarter. [Read More](#) (The Business Journals)

Healthcare merger and acquisition trends and outlook for 2023. Investments in the healthcare sector can be popular options for investors looking to build a diverse portfolio. This holds water as healthcare goods and services are always in demand. The trick is knowing which healthcare investments may provide the greatest returns. For example, the increased use of private equity funds in healthcare mergers and acquisitions (M&A) could make this an investment opportunity worth exploring. Due to mixed signals through 2022, investors are struggling to predict future outcomes for the healthcare M&A sector. On the one hand, the industry saw a significant drop in M&A deals in 2022, as the number of these dropped from an average of 600 per quarter in 2021 to just 400 per quarter in 2022. On the other hand, several major, multibillion-dollar M&A deals took place in 2022. Additionally, global issues, such as the ongoing labor shortage, supply chain disruptions, geopolitical turmoil, and fluctuating inflation concerns, may spur an increase in the number of healthcare industry M&A transactions. [Read More](#) (Forbes)

The slow death of the MedTech SPAC deal. Two years ago, private device makers' ardour for going public via a merger with a special purpose acquisition company was at fever pitch. As market sentiment sank into despondency over the course of last year, enthusiasm slackened and MedTech SPAC deals slowed from a flood to a trickle. The performance of the 26 MedTechs that went public via SPAC deals over the last two years has been woeful. Only one has seen its enterprise value exceed the figure promised when the SPAC merger was announced, and four now trade at a negative enterprise value, indicating that these groups are trading below cash. Device makers started stepping away from SPAC deals in the final quarter of 2021, but signs were already mounting that some investors were getting cold feet. A big signal here is redemption rates. Investors in a pre-merger SPAC can redeem their shares, essentially asking for their money back, if they do not like the look of the proposed merger. [Read More](#) (Evaluate)

Chart 11: MedTech SPAC Deals – Quarterly Redemption Rates



Source: Intro-act, Evaluate

EV makers eye SPAC Stock Fixes in Delaware hearing. Marathon hearings begin Monday in a Delaware court where more than 20 companies seek retroactive validation for common stock issued as part of a SPAC merger. Most of the companies say they may have issued millions of shares without stockholder authorization – in some cases hundreds of millions – after misreading, or getting bad legal advice about, an obscure statutory provision. Now they face uncertainty about their capital structure, with potentially chaotic consequences for the status of their stock and shareholders. [Read More](#) (Bloomberg Law)

Space-Exploration Co.'s 330% jump shines in sea of De-SPAC pain. It's been a brutal start to the year for companies bold enough to go public through SPAC mergers, but in that sea of red, a space-exploration company stands out as a raging success. Intuitive Machines, which debuted earlier this week, has soared 330% to \$44.77 after more than tripling on Thursday, triggering at least seven halts. The Houston-based company, with the ticker LUNR, is the top performing de-SPAC to start trading this year. The company merged with Inflection Point Acquisition. As announced in September, the deal carried a pro forma implied enterprise value of approximately \$815 million, representing a 2.8x EV/projected 2023 revenue multiple. Intuitive Machines was expected to have a pro forma equity value of more than \$1 billion if the deal is approved – although that assumed there were no redemptions by Inflection Point stockholders. [Read More](#) (Bloomberg)

UK EV charging start-up raises new funds after SPAC collapse. EO Charging, a British electric vehicle charging company that works with companies such as Amazon, has agreed funding from investors including from the Middle East at a lower valuation than targeted under a failed SPAC listing in New York. EO was last year forced to walk away from a proposed \$675mn deal to combine with First Reserve Sustainable Growth, a New York-listed special purpose acquisition company, after the market for SPAC-backed flotations collapsed. However, valuations for such tech-focused, fast-growth companies since last summer have dropped, given the wider slump in the fundraising market. [Read More](#) (Financial Times)

Hong Kong regulatory considerations for Fund Managers involved in SPAC transactions. Many Hong Kong-based private equity fund managers have participated as sponsors in SPAC deals in the U.S. In January 2022, with the adoption by the Hong Kong Stock Exchange of the new Chapter 18B of the Listing Rules, the Hong Kong securities market is now open to SPACs, Davis Polk reports. Among other things, the rules require that at least one of the SPAC promoters holding no less than 10% of promoter shares must be a corporation, or controlled by a corporation, with a Type 6 (advising on corporate finance) or Type 9 (asset management) license granted by the Securities and Futures Commission (the SFC). As such, fund managers with Type 9 SFC licenses play a prominent role in this new regime. [Read More](#) (Davis Polk)

IBC CLOSURES

AERWINS Technologies Inc. (AWIN) and PONO Capital Corp. complete business combination. AERWINS Technologies Inc., the developer and manufacturer of air mobility platform, C.O.S.M.O.S. (Centralized Operating System for Managing Open Sky), and the XTURISMO Limited Edition Hoverbike, has closed on the business combination with Pono Capital Corp., a special purpose acquisition company, pursuant to the closing of the merger agreement between the parties. The company closed the merger agreement with Pono Capital, Pono Merger Sub, Inc., a wholly owned subsidiary of Pono Capital, and AERWINS, Inc., a Japanese company previously named AERWINS Technologies, Inc. At the closing of the merger, Pono Merger Sub, Inc. merged with and into AERWINS, Inc., with AERWINS, Inc. surviving and continuing as a wholly owned subsidiary of the company, previously named Pono Capital Corp. and now named AERWINS Technologies Inc. The company expects that its common stock and public warrants started on the Nasdaq Global Market under the ticker symbols “AWIN” and “AWINW,” respectively, on or about February 6, 2023. The merger was approved by the company’s shareholders on January 27, 2023. [Read More](#) (GlobeNewswire)

LanzaTech (LNZA) and AMCI Acquisition Corp. II complete business combination. LanzaTech Global, Inc., formerly known as AMCI Acquisition Corp. II, completed its business combination between AMCI and LanzaTech NZ, Inc., an innovative carbon capture and transformation company that converts waste carbon into materials such as sustainable fuels, fabrics, packaging and other products that people use in their daily lives. LanzaTech is the first CCT company to become public in the U.S. In connection with the closing of the business combination, AMCI has been renamed LanzaTech Global, Inc. and on February 10, 2023, its common stock started trading on the Nasdaq under the ticker symbol LNZA and its public warrants started on Nasdaq under the ticker symbol LNZA.W. [Read More](#) (Business Wire)

Alliance Entertainment (ADRA) and Adara Acquisition Corp. complete business combination. Alliance Entertainment Holding Corporation, a distributor and wholesaler of the world’s largest in stock selection of music, movies, video games, electronics, arcades, and collectibles, and Adara Acquisition Corp., a special purpose acquisition corporation, have completed the previously announced business combination which was approved at an Extraordinary General Meeting of Adara’s shareholders on January 18, 2023. Beginning on February 13, 2023, Alliance Entertainment’s shares and warrants quoted on the OTC under the ticker symbols “ADRA” and “ADRA WS”, respectively. This transaction values Alliance Entertainment at approximately \$480 million. As a public company, Alliance expects to be able to make further investment in growth including automating facilities, upgrading proprietary software that positions Alliance Entertainment to increase market share. [Read More](#) (BusinessWire)

Movella Holdings Inc. (MVLA) and Pathfinder Acquisition Corp. complete business combination. Movella Holdings Inc, a global leader in the digitization of movement, completed its business combination with Pathfinder Acquisition Corp. (Nasdaq: PFDR), a special purpose acquisition company. The business combination was approved by the respective Boards of Directors and shareholders of Pathfinder and Movella Inc. The combined company will operate as “Movella Holdings Inc.”, and its common stock and warrants started trading on the Nasdaq Stock Market under the ticker symbol “MVLA” and “MVLAW”, respectively, on February 13, 2023. The business combination valued Movella at a pro forma enterprise value of \$504 million. Existing shareholders of Movella, including Kleiner Perkins, GIC and Columbia Threadneedle, rolled 100 percent of their ownership into the combined company. [Read More](#) (GlobeNewswire)

Intuitive Machines, LLC (LUNR) and Inflection Point Acquisition Corp. complete business combination. Intuitive Machines, LLC, a leading space exploration, infrastructure, and services company, completed its business combination with Inflection Point Acquisition Corp., a special purpose acquisition company traded on Nasdaq. Inflection Point’s shareholders approved the business combination at an extraordinary general meeting held on February 8, 2023. In connection with the closing of the business combination, Inflection Point has been renamed Intuitive Machines, Inc. Commencing at the open of trading on February 14, 2023, Intuitive Machines’ common stock and warrants started trading on Nasdaq under the ticker symbols “LUNR” and “LUNRW,” respectively. [Read More](#) (Business Wire)

Southland Holdings, LLC (SLND) and Legato Merger Corp. II complete business combination. Southland Holdings, LLC and Legato Merger Corp. II have completed their business combination. The post-merger company will operate as Southland Holdings, Inc. and is expected to change its trading symbols from LGTO and LGTOW to SLND and SLNDW. Southland will continue to provide world class construction services under the leadership of its current management. Southland is a leading provider of specialized infrastructure construction services across North America including bridges, tunneling, transportation and facilities, marine, steel structures, water and wastewater treatment, and water pipeline end markets. With roots dating back to 1900, Southland and its subsidiaries form one of the largest infrastructure construction companies in North America, with experience throughout the world. Southland is headquartered in Grapevine, Texas. [Read More](#) (Globe Newswire)

Ocean Biomedical, Inc. (OCEA) and Aesther Healthcare Acquisition Corp. complete business combination. Ocean Biomedical, a next-generation biopharma company, completed its business combination with Aesther Healthcare Acquisition Corp., a publicly traded special purpose acquisition company. Ocean Biomedical, Inc., the resulting combined company, started trading on the Nasdaq Capital Market under the symbol "OCEA" on February 15, 2023. The business combination was approved by Aesther's shareholders on February 3, 2023. The arrangement provides Ocean Biomedical access to capital that will enable the company to propel its diversified pipeline to commercial success. The company's common stock and warrants are listed on Nasdaq under the symbols "OCEA" and "OCEAW," respectively. [Read More](#) (Globe Newswire)

Verde Clean Fuels, Inc. (VGAS) and CENAQ Energy Corp. complete business combination. Verde Clean Fuels, Inc., a company focused on becoming leading supplier of gasoline and other fuels derived from renewable feedstocks or natural gas, completed its business combination between CENAQ Energy Corp. (NASDAQ: CENQ) and Bluescape Clean Fuels Intermediate Holdings, LLC. Shares of Class A common stock of Verde started trading on the NASDAQ Capital Markets starting on February 16, 2023, under the symbol "VGAS" along with the public warrants under the symbol "VGASW." Verde developed and owned a proprietary syngas-to-gasoline ("STG+®") technology which is designed to produce renewable gasoline utilizing waste feedstocks that are otherwise landfilled. Renewable gasoline can result in more than a 60% reduction in carbon intensity versus traditional hydrocarbon-based gasoline based on GREET-style Carbon Intensity analysis. [Read More](#) (Business Wire)

ETAO International Group (ETAO) and Mountain Crest Acquisition Corp. III complete business combination. Mountain Crest Acquisition Corp. III a publicly traded special purpose acquisition corporation or SPAC, completed its business combination with ETAO International Group, a digital healthcare group providing high quality medical care using biomedical and AI technologies to patients in China. The securities of ETAO International Co., Ltd., the parent holding company of the resulting combined company, started trading its shares on Nasdaq under the ticker symbol "ETAO" on February 21, 2023. The shareholders of Mountain Crest Acquisition Corp. III approved the transaction at a special meeting held on February 7, 2023, and the transaction was also approved by EIG's stockholders. EIG's management team, led by Founder and Chief Executive Officer, Wilson Liu, will lead the combined company, along with Chief Financial Officer, David Muson. [Read More](#) (Globe Newswire)

Hammerhead Resources (HHR) and Decarbonization Plus Acquisition Corporation IV complete business combination. Hammerhead Resources Inc., a Canadian oil and gas producer, completed its business combination with Decarbonization Plus Acquisition Corporation IV. The combined company is named Hammerhead Energy Inc. Hammerhead filed a final non-offering prospectus with the Alberta Securities Commission on February 24, 2023 to become a reporting issuer under the Securities Act (Alberta) and its Class A common shares and warrants started trading on the NASDAQ under the ticker symbols "HHR" and "HHRW," respectively, and on the TSX under the ticker symbols "HHR" and "HHR.WT," respectively, on or about February 27, 2023. Hammerhead has an extensive undeveloped inventory of over 1,500 gross well locations targeting the Upper and Lower Montney within its core development areas of Gold Creek, South Karr, and North Karr. [Read More](#) (PR Newswire)

Lavoro Limited (LVRO) and TPB Acquisition Corporation I complete business combination. Lavoro Limited, the largest agricultural inputs retailer in Brazil, and TPB Acquisition Corporation I (Nasdaq: TPBA, TPBAW, TPBAU), a special purpose acquisition company sponsored by The Production Board (TPB), completed business combination. The Business Combination was approved at an extraordinary meeting of TPBA shareholders on February 22, 2023, and closed on February 28, 2023. The ordinary shares and warrants of the combined company, Lavoro Limited, started trading on the Nasdaq Stock Market under the ticker symbols “LVRO” and “LVROW”, respectively, on March 1, 2023. The Company offers farmers a comprehensive portfolio of agriculture input products including seed, fertilizer, crop protection, emerging biologics and other specialty products. [Read More](#) (Business Wire)

HUB Cyber Security Ltd. (HUBC) and Mount Rainier Acquisition Corp. complete business combination. HUB Cyber Security Ltd., a developer of Confidential Computing cybersecurity solutions and services and Mount Rainier Acquisition Corp., completed their business combination and started trading on the Nasdaq Stock Market. The combined company will operate as Hub Cyber Security Ltd., and the combined company’s ordinary shares and two series of warrants have been approved for trading on Nasdaq under the ticker symbols “HUBC,” “HUBCW, and “HUBCZ” respectively. To celebrate the completion of the business combination, HUB’s leadership will be at the Nasdaq MarketSite to ring the opening bell on March 1, 2023. [Read More](#) (Globe Newswire)

MERGER TERMINATIONS

Viveon Health Acquisition Corp. announces termination of merger agreement with Suneva Medical, Inc. Viveon Health Acquisition Corp., a special purpose acquisition company, has unilaterally terminated its previously announced agreement and plan of merger with Suneva Medical, Inc. As a result, Viveon will seek an alternative business combination. Viveon Health intends to pursue prospective targets that have their primary operations located in North America in the healthcare industry. [Read More](#) (Globe Newswire)

Sparks and 10X Capital Venture III call off deal. 10X Capital Venture Acquisition III and Sparks Energy have terminated their proposed merger, according to an 8-K. The \$475 million deal was announced less than two months ago, although the transaction evidently went south quickly. 10X III filed suit against Sparks last month after the target claimed the merger agreement was not valid and binding. Both sides have reached a settlement in the matter and have agreed to walk away with Sparks paying a settlement, although the amount Sparks would pay is not cited in the regulatory filing. 10X III said it intends to complete an alternative business combination and following shareholder approval now has until Oct. 24 to do so. The SPAC raised \$261 million in a January 2021 IPO. [Read More](#) (SEC)

Forest Road Acquisition Corp. II and HyperloopTT announce termination of merger agreement. Hyperloop Transportation Technologies, a leading transportation and technology licensing company focused on realizing the hyperloop, and Forest Road Acquisition Corp. II, a publicly traded special purpose acquisition company, have mutually agreed to terminate their previously announced business combination agreement. Considering the significant time to close the business combination, coupled with prevailing market conditions, both parties decided that terminating the agreement is in the best interest of their respective shareholders and employees. Hyperloop Transportation Technologies is an innovative transportation and technology company focused on realizing the hyperloop, a system that moves people and goods safely, efficiently, and sustainably by bringing airplane speeds to the ground. [Read More](#) (Business Wire)

OceanTech Acquisitions I Corp. announces termination of merger agreement with Majic Wheels Corp. OceanTech Acquisitions I Corp., a special purpose acquisition company, announced that its previously announced agreement and plan of merger with Majic Wheels Corp. has been terminated by mutual agreement of all relevant parties. As a result, OceanTech will seek an alternative business combination. OceanTech Acquisitions I Corp. 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. OceanTech is sponsored by OceanTech Acquisitions I Sponsors LLC, an affiliate of investor and entrepreneur Joseph Adir. [Read More](#) (Business Wire)

Good Works II Acquisition terminates \$675 million Direct Biologics deal. Good Works II Acquisition in an 8-K said it has called off the proposed business combination with Direct Biologics that was announced in October. The decision was mutual, according to the filing. While the SPAC did not elaborate, the termination agreement contains standard boilerplate for mutual releases and covenants not to file suit. At the deal announcement there was a minimum cash condition of \$75 million to close the deal. Direct Biologics was also conducting a private placement of up to \$100 million. The combination had an enterprise value of \$675 million. [Read More](#) (SEC)

RUMOURED NEWS

Chinese autonomous yacht ride rental company said to mull \$1 billion SPAC deal. Zero Degree New Energy Technology (Guangdong) Co., Ltd., an autonomous yacht manufacturer and ride operator, is mulling going public through a merger with a SPAC. The company intends to be listed on Nasdaq around the first quarter of 2024 at the earliest, with an estimated valuation of \$1 billion. Founded in 2021 and headquartered in Guangdong-Hong Kong-Macao Greater Bay Area, Zero Degree specializes in research and development of alternative energy yachts and boats for municipal parks and tourist destinations. [Read More](#) (India Shorts)

Peter Thiel-backed SPAC weighs merger with HK Fintech Hyphen. Bridgetown Holdings, the SPAC backed by billionaires Peter Thiel and Richard Li, is considering a merger with financial technology firm Hyphen Group. A transaction could value the combined company at several hundred million dollars. Li is already among the Hong Kong-based Hyphen's investors. A deal could include a PIPE, anchored by institutional investors. A deal could include a PIPE, anchored by institutional investors. [Read More](#) (Bloomberg)

Prison phone firm ViaPath discusses merging with Tristar SPAC. ViaPath Technologies, which provides telecommunications and other services to the incarcerated population across the U.S., is in talks to go public through a merger with Tristar Acquisition I. A transaction could value the company at more than \$1.5 billion. Tristar raised \$200 million in an October 2021 IPO with a focus on telecom companies. [Read More](#) (Bloomberg)

SPAC EVENTS CALENDAR

Chart 12: SPAC Events – March 2023 (1/2)

S. No	Event Name	Date	Time
1	NSTC Deadline extension vote	3/1/2023	12PM EST
2	NSTD Deadline extension vote	3/1/2023	12:30PM EST
3	OXUS Deadline extension vote	3/2/2023	8:30AM EST
4	DTOC Deadline extension vote	3/2/2023	1PM EST
5	ACAH Deadline extension vote	3/2/2023	3PM EST
6	AGAC Deadline extension vote	3/2/2023	4PM EST
7	DHCA Deadline extension vote	3/3/2023	9AM EST
8	FZT Deadline extension vote	3/3/2023	9AM EST
9	ARCK Early Liquidation Vote	3/3/2023	10AM EST
10	FRXB Deadline extension vote	3/3/2023	10AM EST
11	TRCA Deadline extension vote	3/6/2023	9AM EST
12	GEEX Deadline extension vote	3/6/2023	9AM EST
13	INAQ Deadline extension vote	3/6/2023	10AM EST
14	GLLI Deadline extension vote	3/6/2023	10AM EST
15	SPKB Deadline extension vote	3/6/2023	12PM EST
16	ATAQ Deadline extension vote	3/6/2023	4PM EST
17	MBAC Deadline extension vote	3/7/2023	9AM EST
18	FMIV Deadline extension vote	3/7/2023	10:30AM EST
19	VAQC Deadline extension vote	3/8/2023	10AM EST
20	KINZ & CXApp Merger Vote	3/8/2023	12PM EST
21	PIAI Deadline extension vote	3/8/2023	12PM EST
22	LBBB Deadline extension vote	3/9/2023	10AM EST
23	LCAA Deadline extension vote	3/10/2023	10AM EST
24	NVAC Deadline extension vote	3/10/2023	11AM EST
25	BRKH Deadline extension vote	3/10/2023	11:30AM EST
26	GXII & NioCorp Merger Vote	3/10/2023	12PM EST
27	SCAQ Deadline extension vote	3/10/2023	12PM EST
28	IGTA Deadline extension vote	3/12/2023	9PM EST
29	BACA Automatic Unit Split	3/13/2023	
30	ROSS Deadline extension vote	3/13/2023	9AM EST
31	SMIH & YS Biopharma (YishengBio) Merger Vote	3/14/2023	9AM EST
32	CFFE Deadline extension vote	3/14/2023	10AM EST
33	CCV Deadline extension vote	3/14/2023	10AM EST

Source: Intro-act, SPAC Track, Boardroom Alpha

Chart 12: SPAC Events – March 2023 (2/2)

S. No	Event Name	Date	Time
34	IVCB Deadline extension vote	3/14/2023	10AM EST
35	GAMC Deadline extension vote	3/15/2023	11AM EST
36	PLMI Deadline extension vote	3/15/2023	11AM EST
37	TRON Deadline extension vote	3/15/2023	1PM EST
38	TETC Deadline extension vote	3/16/2023	10AM EST
39	NRAC Name Change vote	3/16/2023	10:30AM EST
40	REVE & Two Bit Circus International Merger Vote	3/16/2023	12PM EST
41	BYTS Deadline extension vote	3/16/2023	1PM EST
42	JATT & Zura Bio Merger Vote	3/16/2023	2PM EST
43	INKA & Near Merger Vote	3/20/2023	10AM EST
44	GXII Deadline extension vote	3/20/2023	10:30AM EST
45	JMAC & Apollomics Merger Vote	3/20/2023	11AM EST
46	DSAQ Deadline extension vote	3/22/2023	11AM EST

Source: Intro-act, SPAC Track, Boardroom Alpha

SPAC PIPELINE DASHBOARD

Chart 13: SPAC Activity by Month

ACTIVITY	Feb-23		
	Total Volume (#)	Total Trust Value (\$ mn)	Average Trust Value (\$ mn)
S-1s Filed	5	\$ 460	\$ 92
IPOs Priced	5	\$ 433	\$ 87
IBCs Announced	17	\$ 3,554	\$ 209
IBCs Closed	12	\$ 2,311	\$ 193
Liquidated	17	\$ 4,746	\$ 279

Source: Intro-act, Boardroom Alpha

Chart 14: Current Status of the SPAC Universe

	CURRENT STATUS AS OF 2/28/23		
	Total Volume (#)	Total Trust Value (\$ mn)	Average Trust Value (\$ mn)
S-1 Filed	104	\$ 15,835	\$ 152
Searching	326	\$ 81,065	\$ 249
IBCs Announced	153	\$ 29,562	\$ 193
Liquidated (2021+2022+2023)	182	\$ 60,764	\$ 334

Source: Intro-act, Boardroom Alpha

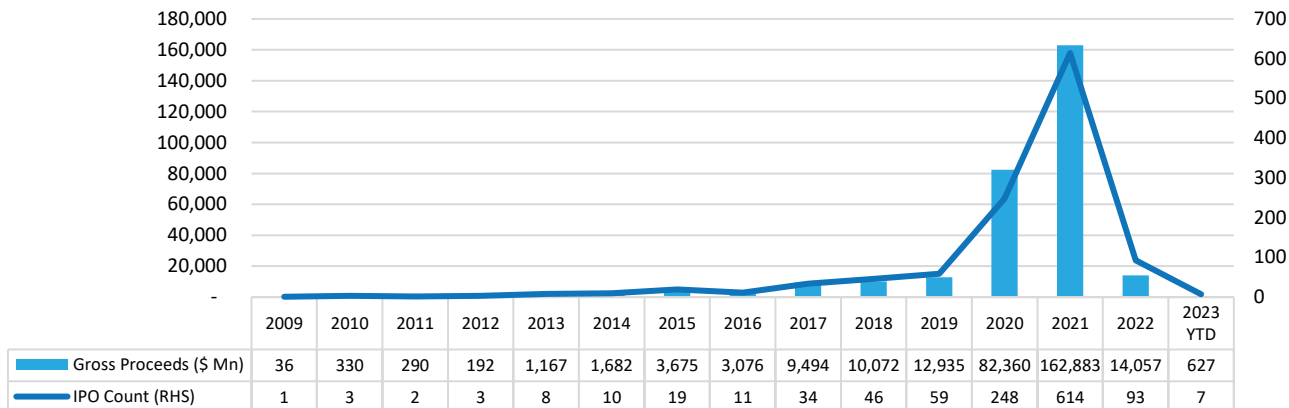
Chart 15: Current Status of SPAC Universe by Trust Size

	S-1 Filed	Searching	LOI	Definitive Agreement	Total
<\$100 mn	36	29	0	25	90
\$100 mn - \$250 mn	47	163	0	85	295
\$250 mn - \$500 mn	19	115	0	40	174
\$500 mn - \$750 mn	2	15	0	1	18
\$750 mn - \$1 bn	0	2	0	1	3
>\$1 bn	0	2	0	1	3
Total	104	326	0	153	583

Source: Intro-act, Boardroom Alpha

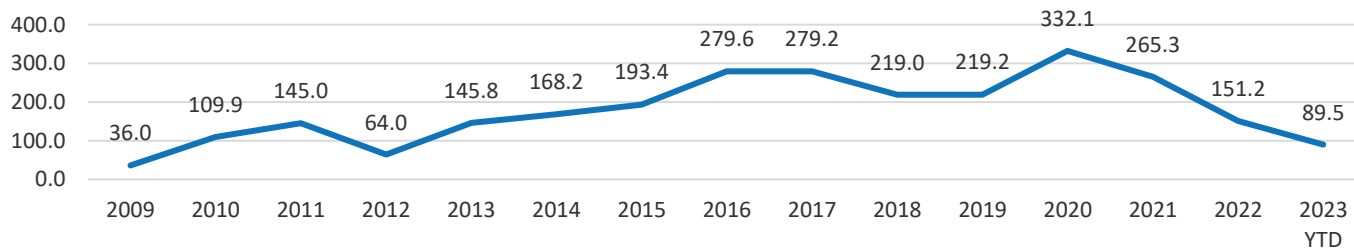
SPAC TRANSACTION TRENDS

Chart 16: SPAC Transactions by Year



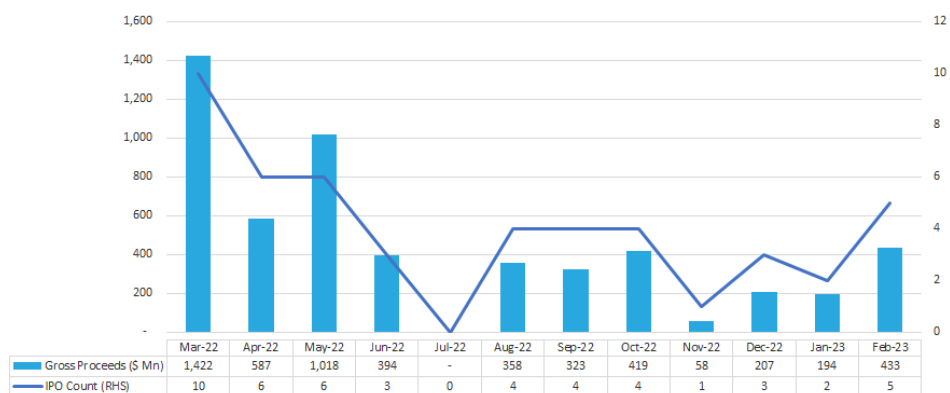
Source: Intro-act, Boardroom Alpha

Chart 17: Average SPAC IPO Size (\$ Mn)



Source: Intro-act, Boardroom Alpha

Chart 18: SPAC Transactions by Month (LTM)



Source: Intro-act, Boardroom Alpha

SPAC DURATION AND SECTOR ANALYSIS

Chart 19: Time to Liquidation – By Volume

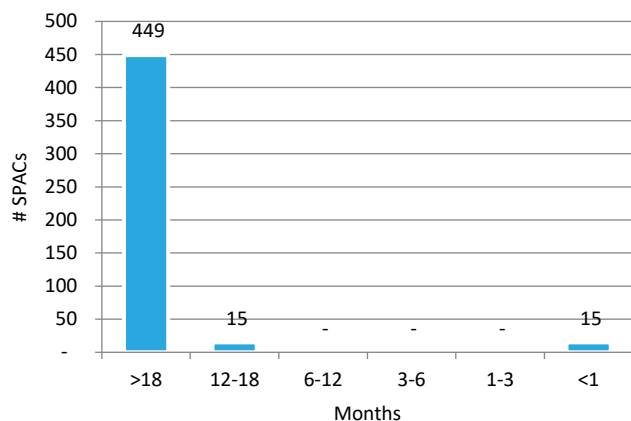
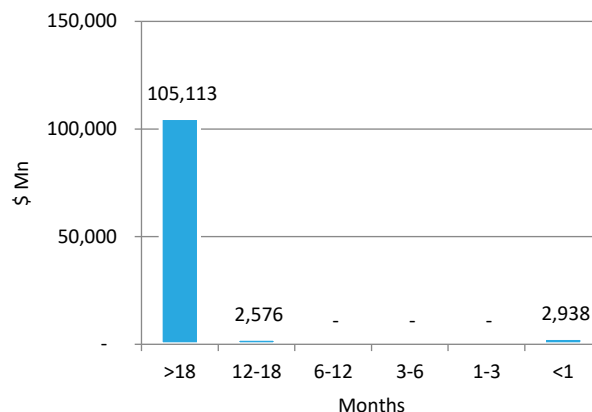


Chart 20: Time to Liquidation – By Trust Value



Source: Intro-act, Boardroom Alpha

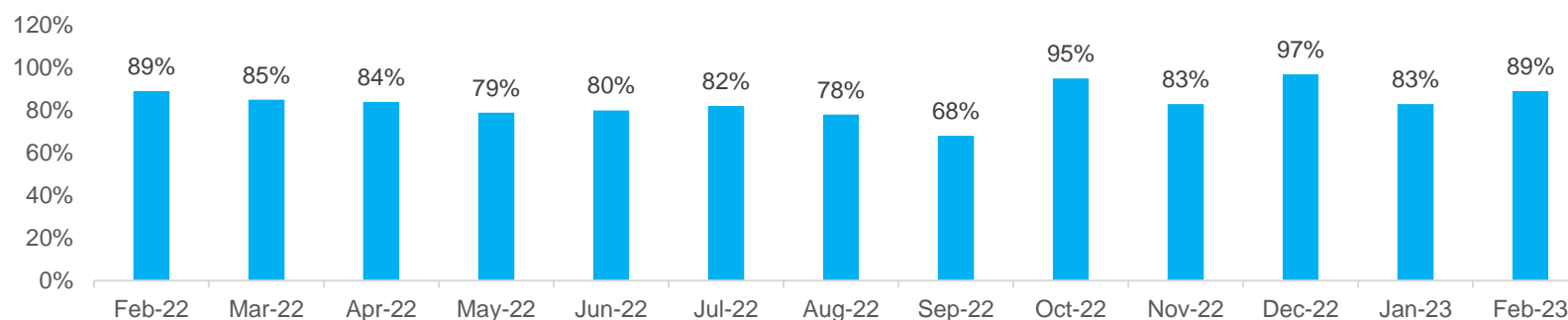
Chart 21: Active SPACs By Sector (As of Month Ending February 2023)

	Total Volume (#)	Total Trust Value (\$ mn)	Average Trust Value (\$ mn)
Communications	35	\$ 8,662	\$ 247
Consumer Discretionary	65	\$ 14,596	\$ 225
Consumer Staples	16	\$ 2,564	\$ 160
Energy	43	\$ 9,798	\$ 228
Financials	70	\$ 14,649	\$ 209
Healthcare	70	\$ 12,846	\$ 184
Industrials	45	\$ 10,697	\$ 238
Materials	10	\$ 2,558	\$ 256
REIT	14	\$ 3,151	\$ 225
Technology	99	\$ 20,465	\$ 207
Utilities	7	\$ 1,712	\$ 245
Diversified	109	\$ 24,764	\$ 227
Total	583	\$ 126,462	\$ 217

Source: Intro-act, Boardroom Alpha

SPAC REDEMPTIONS

Chart 22: Average Redemption Rate by Month



Source: Intro-act, Boardroom Alpha

Chart 23: SPAC Redemption Detail – February 2023

Redemption (%)	De-SPAC Date	Company	Company Ticker	SPAC	SPAC Ticker	Sponsor	Return Since De-SPAC (%)	Return Since IPO (%)	Avg. Price Pre-Vote
83	2/1/2023	Nuburu Inc	BURU	Tailwind Acquisition Corp	TWND	Tailwind	-49.2	-50	\$9.98
71	2/13/2023	Alliance Entertainment	ADRA	Adara Acquisition Corp	ADRA	Thomas Finke	-	-	\$10.16
92	2/13/2023	Movella Holdings Inc	MVLA	Pathfinder Acquisition Corp.	PFDR	HGGC and Industry Ventures	-60.5	-75.5	\$10.10
99	2/14/2023	Intuitive Machines Inc	LUNR	Inflection Point Acquisition Corp.	IPAX	Kingstown Capital Management	62.3	62.8	\$9.92
83	2/15/2023	Ocean Biomedical Inc	AEHA	Aesther Healthcare Acquisition Corp.	AEHA	Aesther Healthcare	7.3	-35.3	\$10.47
89	2/15/2023	Southland Holdings Inc	SLND	Legato Merger Corp.II	LGTO	Eric S Rosenfeld	-9.6	-19.2	\$10.28
99	2/21/2023	ETAO International Group	ETAO	Mountain Crest Acquisition Corp III	MCAE	Mountain Crest	-42.2	-77.4	\$10.14
99	2/28/2023	Lavoro	TPBA	TPB Acquisition Corp	TPBA	The Production Board	0	7.5	\$10.06

Source: Intro-act, Boardroom Alpha

SPAC MONTHLY ACTIVITY BY SECTOR

Chart 24: Monthly SPAC Activity – February 2023

	S-1s Filed		IPOs Priced		IBCs Announced		IBCs Closed		Liquidated		SEARCHING	
	\$ Mn	#	\$ Mn	#	\$ Mn	#	\$ Mn	#	\$ Mn	#	\$ Mn	#
Communications	\$0	0	\$0	0	\$173	1	\$115	1	\$0	0	\$5,834	18
Consumer Discretionary	\$0	0	\$0	0	\$259	2	\$0	0	\$703	3	\$9,514	37
Consumer Staples	\$0	0	\$0	0	\$288	2	\$180	1	\$0	0	\$1,497	7
Energy	\$80	1	\$0	0	\$607	3	\$316	1	\$0	0	\$4,437	18
Financials	\$0	0	\$0	0	\$200	1	\$173	1	\$595	2	\$8,285	36
Healthcare	\$50	1	\$69	1	\$1,147	4	\$159	2	\$703	4	\$6,264	33
Industrials	\$0	0	\$0	0	\$450	2	\$721	3	\$621	2	\$6,737	24
Materials	\$0	0	\$0	0	\$0	0	\$150	1	\$630	2	\$1,727	6
REIT	\$80	1	\$0	0	\$0	0	\$0	0	\$0	0	\$1,208	5
Technology	\$0	0	\$184	2	\$432	2	\$498	2	\$690	2	\$13,670	59
Utilities	\$0	0	\$0	0	\$0	0	\$0	0	\$0	0	\$1,004	4
Diversified	\$250	2	\$180	2	\$0	0	\$0	0	\$805	2	\$20,890	79

Source: Intro-act, Boardroom Alpha. Searching figures (\$Mn and Count) are as of month end.

SPAC IBCs ANNOUNCED

Chart 25: SPAC IBC Announcements by Target Sector – February 2023 (1/2)

SPAC Name	SPAC Ticker	Target Company	Target Sector	Target Description	EV (mn)	Expected Closing	Links
Colombier Acquisition Corp.	CLBR	PublicSq.	Communications	Nation's largest values-aligned marketplace	\$ 258	3Q23	PR Deck
Oxbridge Acquisition Corp.	OXAC	Jet Token Inc.	Consumer Discretionary	A private aviation booking and membership platform	\$ 45	2Q23	PR
Relativity Acquisition Corp.	RACY	SVES	Consumer Discretionary	A leading wholesale distributor of discount and off-price fashion	\$ 707	3Q23	PR
Oxus Acquisition Corp.	OXUS	Borealis Foods Inc.	Consumer Staples	An innovative food technology company	\$ 150	3Q23	PR
Integrated Wellness Acquisition Corp.	WEL	Refreshing USA	Consumer Staples	A fast-growing automated refreshments company	\$ 197	1H23	PR
Nabors Energy Transition Corp.	NETC	Vast Solar Pty Ltd.	Energy	A renewable energy company specializing in concentrated solar power (CSP) energy systems	\$ 500	2Q23/3Q23	PR Deck
Nubia Brand International Corp.	NUBI	Honeycomb Battery Co.	Energy	USA-based advanced battery technology company	\$ 700	2Q23	PR
ROC Energy Acquisition Corp.	ROC	Drilling Tools International	Energy	A leading oilfield services company that rents downhole drilling tools	\$ 319	2Q23	PR Deck
Vahanna Tech Edge Acquisition I Corp.	VHNA	Roadzen, Inc.	Financials	A global insurance technology company	\$ 965	2Q23	PR
ASPAC I Acquisition Corp.	ASCA	NewGen Group	Healthcare	A full-service fertility services provider in Asia	\$ 50	3Q23	PR
Compute Health Acquisition Corp.	CPUH	Allurion Technologies, Inc.	Healthcare	A weight loss platform	\$ 500.00	1H23	PR Deck

Source: Intro-act, Boardroom Alpha

Chart 25: SPAC IBC Announcements by Target Sector – February 2023 (2/2)

SPAC Name	SPAC Ticker	Target Company	Target Sector	Target Description	EV (mn)	Expected Closing	Links
Financial Strategies Acquisition Corp.	FXCO	Austin Biosciences	Healthcare	Pharmaceutical company improving the potency and safety of existing FDA approved pharmaceutical products	\$ 166	2Q23	PR
Pono Capital Two, Inc.	PTWO	SBC Medical Group	Healthcare	Sought to provide the best “medical care” for customers’ problems, mainly in the field of cosmetic medicine	\$ 1,200	4Q23	PR
Cascadia Acquisition Corp.	CCAI	RealWear, Inc.	Industrials	A leading industrial wearable technology solution company	\$ 376	2H23	PR Deck
Marblegate Acquisition Corp.	GATE	DePalma Companies	Industrials	Holders of New York City, Philadelphia and Chicago taxi medallion assets	\$ 750	1H23	PR
Aurora Technology Acquisition Corp.	ATAK	DIH Holding US, Inc.	Technology	A leading global robotics and virtual reality (“VR”) technology provider	\$ 322	3Q23	PR
Mercato Partners Acquisition Corp	MPRA	Nuvini	Technology	Private serial software business acquirer in Latin America	\$ 312	3Q23	PR

Source: Intro-act, Boardroom Alpha

SPAC ETF – SPCX

The SPAC and New Issue ETF (SPCX). SPCX gives investors exposure to a broad portfolio of SPACs with the familiar attributes of an exchange traded fund’s diversity, tax efficiency and liquidity. SPCX is the first actively managed SPAC ETF. Why active? As the SPAC market is rapidly evolving, we believe that the portfolio management approach should equally reflect the dynamic nature of this burgeoning capital-raising alternative. This is no place for a rigid rules-based index strategy.

Chart 26: SPCX Summary Data

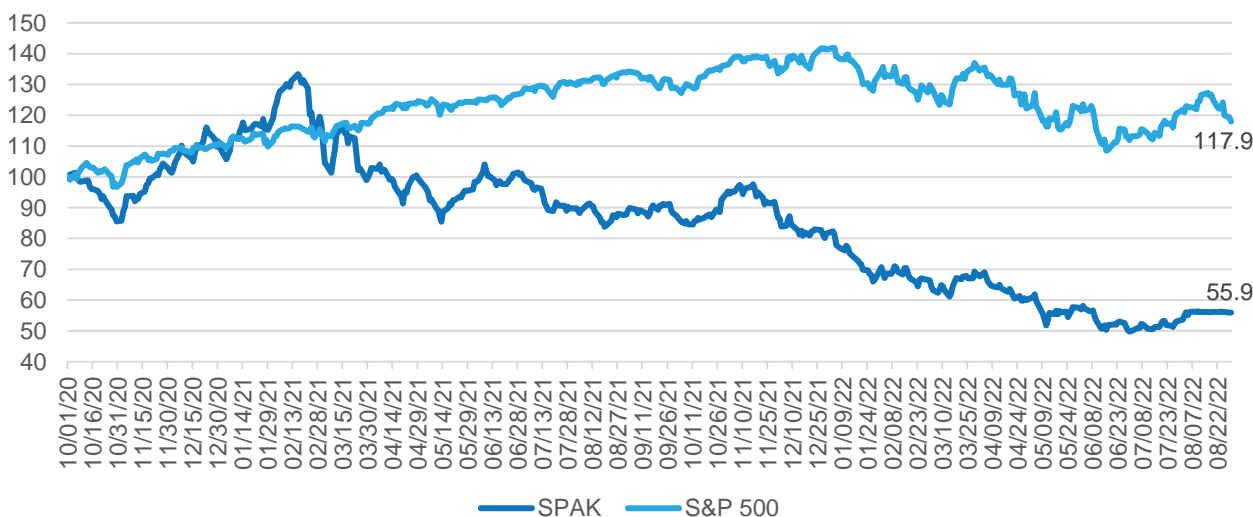
SPCX	
Issuer	AXS Investments
Brand	AXS
Inception Date	12/16/2020
Legal Structure	Open-Ended Fund
Expense Ratio	0.95%
AUM	\$20.66 mn
Average Daily Volume	\$402.37 k
Average Spread	0.38%
Number of Holdings	70
Closing Price (2/28/23)	\$24.20
1 Month NAV Change	1.85%

Chart 27: SPCX Top 10 Holdings

Holding	Weight
U.S. Dollar	14.63%
TortoiseEcofin Acquisition Corp. III Class A	4.06%
Fast Acquisition Corp. II Class A	4.05%
Dragoneer Growth Opportunities Corp. III Class A	4.00%
Acropolis Infrastructure Acquisition Corp. Class A	3.87%
TPG Pace Beneficial II Corp. Class A	3.85%
Thunder Bridge Capital Partners IV, Inc. Class A	3.28%
Twelve Seas Investment Co. II Class A	3.03%
Newbury Street Acquisition Corp.	2.88%
Coliseum Acquisition Corp. Class A	2.79%
Total Top 10 Weighting	46.44%

Source: Intro-act, ETF.com. Data as of 2/28/23.

Chart 28: SPCX Performance



Source: Intro-act, Yahoo! Finance. Data as of 2/28/23.

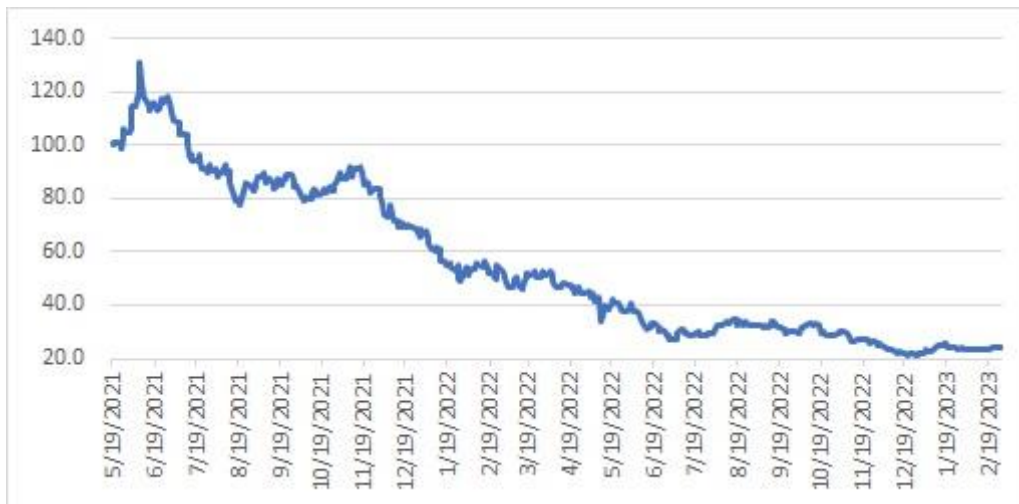
SPAC AND DE-SPAC INDICES

Chart 29: Relative-SPAC Index vs Russell 3000



Source: Intro-act, FactSet

Chart 30: Relative-IBC Index vs Russell 3000



Source: Intro-act, FactSet

Chart 31: Gainers and Losers in the Broader SPAC Universe (% Change)

Tickers	Last	1Mo % Chg	% Chg YTD	Tickers	Last	1Mo % Chg	% Chg YTD
HPX	17.57	76.1%	78.0%	LION	9.41	-7.4%	-8.2%
GGAA	12.02	15.5%	16.0%	KINZ	9.48	-6.9%	-5.9%
REVE	12.05	14.6%	15.7%	DWAC	14.47	-5.5%	-3.5%
EBAC	10.89	7.3%	7.8%	PRBM	10.07	-3.4%	-1.0%
DISA	10.65	4.9%	5.7%	MSSA	10.43	-2.6%	2.5%
GAQ	10.60	3.8%	4.7%	OHAA	10.16	-2.4%	1.4%
LGST	10.70	3.6%	3.6%	MEAC	10.11	-1.9%	1.7%
CCAI	10.45	3.6%	4.0%	BCSA	10.28	-1.8%	0.0%
DHAC	11.13	3.5%	4.3%	CPTK	9.98	-1.8%	-1.3%
GPAC	10.57	3.2%	4.5%	PICC	9.81	-1.7%	-3.1%
EDTX	10.79	2.5%	5.8%	PRSR	9.99	-1.6%	0.4%
CLAY	10.62	2.2%	4.0%	SLAC	10.01	-1.6%	-0.2%
ADER	10.37	2.0%	2.3%	ASCA	10.36	-1.5%	1.5%
SPKB	10.36	1.9%	2.7%	APN	10.27	-1.4%	0.1%
BITE	10.32	1.9%	2.5%	FRXB	9.97	-1.3%	-0.6%
AMAO	10.29	1.8%	2.8%	UPTD	10.54	-1.2%	2.4%
ENCP	10.65	1.7%	3.2%	MBAC	10.01	-1.2%	-0.1%
GATE	10.21	1.7%	2.4%	LCAA	10.22	-1.2%	1.2%
TETE	10.60	1.6%	3.0%	VHAQ	10.75	-1.1%	0.9%
LHC	10.42	1.6%	3.3%	JWSM	10.03	-1.1%	-0.7%
DMAQ	10.43	1.5%	-1.8%	IRAA	10.10	-1.0%	-0.2%
RENE	10.51	1.5%	2.5%	RCLF	10.05	-1.0%	-0.5%
INKA	10.44	1.4%	2.0%	OSI	9.93	-0.7%	-0.6%
ATMV	10.30	1.4%		CPUH	10.24	-0.7%	1.4%
GLST	10.30	1.4%	1.7%	ANZU	10.02	-0.6%	0.0%
SVII	10.36	1.4%	2.3%	EVOJ	10.02	-0.6%	-6.6%
GENQ	10.54	1.3%	3.3%	TWNI	10.10	-0.5%	0.1%
ARYD	10.29	1.3%	1.8%	TBCP	9.96	-0.5%	2.2%
EVGR	10.45	1.3%	1.6%	SGII	10.22	-0.5%	0.3%
LOCC	10.13	1.3%	1.8%	IQMD	10.29	-0.4%	0.0%
IVCA	10.54	1.3%	1.8%	VAQC	10.13	-0.4%	0.3%
MCAA	10.64	1.2%	2.5%	BREZ	10.54	-0.4%	1.1%
PPHP	10.65	1.2%	2.7%	DUNE	9.92	-0.4%	3.9%
RAM	10.54	1.2%	2.5%	WAVS	10.26	-0.3%	-11.2%
FLME	10.26	1.2%	2.1%	HZON	10.11	-0.3%	2.2%
BWAQ	10.40	1.2%	2.0%	MLAC	10.48	-0.2%	2.5%
FEXD	10.46	1.2%	2.0%	CCV	10.03	-0.2%	0.9%
FMIV	10.22	1.1%	1.9%	ARBG	10.05	-0.2%	2.0%
CLOE	11.13	1.1%	2.6%	FSRX	10.08	-0.2%	0.3%
ACAX	10.26	1.1%	2.2%	CVII	10.05	-0.1%	0.8%
APXI	10.47	1.1%	2.1%	AXAC	10.36	-0.1%	0.6%
SLAM	10.26	1.1%	1.5%	ACAH	10.08	-0.1%	0.7%
CSLM	10.33	1.1%	1.7%	NSTB	9.98	-0.1%	-0.4%
GLLI	10.36	1.1%	1.6%	EUCR	10.09	-0.1%	1.0%
SKGR	10.38	1.1%	1.9%	NHIC	10.17	-0.1%	2.2%
EVE	10.43	1.1%	1.3%	QFTA	10.16	-0.1%	1.1%
HHGC	10.45	1.1%	2.7%	ACAQ	10.59	-0.1%	-0.3%
NETC	10.45	1.1%	1.8%	AQU	10.16	0.0%	-3.5%
TRAQ	10.45	1.1%	1.4%	EAC	10.19	0.0%	1.0%
FRLA	10.53	1.1%	1.9%	ALOR	10.33	0.0%	0.6%

Source: Intro-act, FactSet

SPAC IPO PRICINGS

Chart 32: SPAC IPO Pricings by Sector – February 2023

Name	Ticker	Amount	Price (With Warrant)	Warrant Ratio	ROI	Sponsor Capital	Sponsor Capital/Trust Size	Liquidation Date	Target Sector	Links
Bellevue Life Sciences Acquisition Corp.	BLAC	\$69 mn	\$10.19	1	1.90%	\$3.9 mn	5.69%	5/10/24	Healthcare	SEC Filing
Pono Capital Three, Inc	PTHR	\$115 mn	\$10.2	1	2.00%	\$6.4 mn	5.54%	8/9/24	Technology	SEC Filing
Distoken Acquisition Corp.	DIST	\$69 mn	\$10.23	1	2.30%	\$2.5 mn	3.66%	8/15/24	Technology	SEC Filing
SilverBox Corp III	SBXC	\$120 mn	\$10.16	1/3	1.60%	\$5.7 mn	4.77%	11/27/24	Diversified	SEC Filing
Mars Acquisition Corp.	MARX	\$60 mn	\$10.21	1	1.20%	\$4.2 mn	6.99%	8/13/24	Diversified	SEC Filing

Source: Intro-act, Boardroom Alpha

SPAC S-1 FILINGS

Chart 33: SPAC S-1 Filings by Sector – February 2023

Name	Ticker	Amount	Target Sector	Target Size Range	Links
CO2 Energy Transition Corp.		\$80 mn	Energy	\$150 million to 250 million	SEC Filing
Oak Woods Acquisition Corp	OAKUO	\$50 mn	Healthcare	\$200 million to \$800 million	SEC Filing
99 Acquisition Group Inc.	NNAG	\$80 mn	REIT	\$80 million to \$160 million	SEC Filing
SilverBox Corp III	SBXC	\$120 mn	Diversified	More than \$720 million	SEC Filing
Keen Vision Acquisition Corp.		\$130 mn	Diversified	Less than \$1 billion	SEC Filing

Source: Intro-act, Boardroom Alpha

SPAC LEAGUE TABLES

Chart 34: SPAC Institutional Owners League (Current)

Rank	Institution Name	Invested in SPACs (\$)	Q/Q Change (\$)	# SPAC Positions	% of Instit Ownership
1	Saba Capital Management LP	6,158,140,416	(70,173,669)	536	4.5%
2	Marshall Wace LLP	5,444,189,935	373,896,357	523	3.9%
3	Millennium Management LLC	5,277,771,131	887,133,112	593	3.8%
4	Glazer Capital LLC	4,202,950,308	92,037,848	447	3.0%
5	Aristeia Capital LLC	3,855,799,113	(427,679,097)	355	2.8%
6	Sculptor Capital LP	3,493,359,693	2,195,587,210	403	2.5%
7	Magnetar Financial LLC	3,486,870,334	34,203,438	503	2.5%
8	Polar Asset Management Partners	3,370,504,394	(279,591,554)	467	2.4%
9	Periscope Capital, Inc.	3,254,738,611	(790,520,641)	531	2.4%
10	D. E. Shaw & Co. LP	3,166,072,929	(116,222,156)	532	2.3%
11	Radcliffe Capital Management LP	2,671,482,212	243,218,449	536	1.9%
12	Highbridge Capital Management	2,529,295,121	(192,161,847)	253	1.8%
13	Fir Tree Capital Management LP	2,300,863,512	(99,362,369)	389	1.7%
14	Hudson Bay Capital Mgt LP	2,275,399,542	31,422,930	454	1.6%
15	HSBC Global Asset Mgt (UK) Ltd.	2,261,680,327	(254,794,285)	247	1.6%
16	Citadel Advisors LLC	2,212,032,054	(105,115,174)	243	1.6%
17	Weiss Asset Management LP	2,051,388,846	(197,024,761)	365	1.5%
18	Adage Capital Management LP	2,006,209,614	169,446,456	139	1.5%
19	AQR Arbitrage LLC	1,955,275,086	(328,262,938)	515	1.4%
20	UBS O'Connor LLC	1,944,249,190	(102,124,918)	435	1.4%
21	Taconic Capital Advisors LP	1,862,835,069	(159,609,730)	316	1.3%
22	Shaolin Capital Management LLC	1,845,916,318	530,987,060	343	1.3%
23	Koch Industries, Inc. (Inv Mgt)	1,693,018,787	(282,670,934)	380	1.2%
24	Nomura Securities (Pvt Banking)	1,690,242,286	502,826,865	288	1.2%
25	First Trust Capital Management LP	1,447,132,197	18,633,417	405	1.0%
	Others	65,697,169,403	67,263,538,682		47.6%
	TOTAL	138,154,586,428	8,937,617,751		100%

Source: Intro-act, 13F Filings

Chart 35: DE-SPAC Institutional Owners League (Current)

Rank	Institution Name	Invested in DE-SPAC IPOs (\$)	Q/Q Change (\$)	# DE-SPAC Positions	% of Instit Ownership
1	The Vanguard Group, Inc.	6,525,950,331	819,654,949	186	10.5%
2	BlackRock Fund Advisors	4,085,271,109	356,511,567	192	6.6%
3	SSgA Funds Management, Inc.	1763939036	145,779,188	200	2.8%
4	Fidelity Mgt & Research Co. LLC	1,337,333,009	(139,865,069)	150	2.2%
5	Geode Capital Management LLC	1,325,000,328	104,966,951	209	2.1%
6	Baillie Gifford & Co.	846,284,700	171,114,284	9	1.4%
7	Goldman Sachs & Co. (Pvt Bnking)	806,461,513	44,448,337	148	1.3%
8	Morgan Stanley Inv Mgt, Inc.	798,695,913	292,655,409	153	1.3%
9	Atairos Management LP	782,614,707	110,935,612	2	1.3%
10	ARK Investment Management LLC	705,736,102	269,503,584	18	1.1%
11	Koch Industries, Inc. (Inv Mgt)	698,316,529	42,332,683	20	1.1%
12	Canada Pension Plan Inv Board	675,288,435	89,134,760	12	1.1%
13	Viking Global Investors LP	601,851,087	178,259,358	3	1.0%
14	Northern Trust Inv, Inc.(Inv Mgt)	598464755	56,204,123	184	1.0%
15	Sylebra Capital Ltd.	584,849,157	37,487,693	5	0.9%
16	Capital Research (World Investors)	563,018,176	(82,770,577)	5	0.9%
17	T. Rowe Price Inv Mgt, Inc.	548,879,165	548,879,165	6	0.9%
18	Temasek Holdings (Inv Mgt)	548,614,127	38,395,401	9	0.9%
19	Invesco Capital Management LLC	525,191,003	48,095,355	151	0.8%
20	Capital Research (Global Investors)	506,970,994	(23,550,242)	5	0.8%
21	Charles Schwab Inv Mgt, Inc.	478,375,537	74,460,112	160	0.8%
22	Iconiq Capital LLC	461,500,000	(40,000,000)	1	0.7%
23	Security Benefit Life Insurance Co.	452,716,840	63,849,758	3	0.7%
24	State Farm Inv Management Corp.	449,500,000	(125,000,000)	1	0.7%
25	Millennium Management LLC	442,849,350	135,651,993	152	0.7%
	Others	34,862,342,290	1,045,728,452		56.3%
	TOTAL	61,976,014,193	4,262,862,846		100%

Source: Intro-act, 13F Filings

Chart 36: SPAC Underwriter League (YTD As of February 2023 End)

Rank	Underwriter	Bookrunner Volume (\$ Mn)	Bookrunner Count	Volume Sold (\$ Mn)	Deal Count	% Share
1	EF Hutton	172.5	2	54.2	2	26%
2	BTIG	143.8	1	75.0	1	22%
3	Credit Suisse	138.0	1	120.0	1	21%
4	Maxim	69.0	1	60.0	1	10%
5	Chardan	69.0	1	59.5	1	10%
6	I-Bankers Securities	69.0	1	48.0	1	10%
7	B. Riley FBR	0.0	0	96.2	2	0%
8	EXOS Securities	0.0	0	25.0	1	0%
9	JonesTrading	0.0	0	25.0	1	0%
10	IB Capital	0.0	0	12.0	1	0%
11	Westpark Securities	0.0	0	0.1	1	0%
12	Joseph Gunnar	0.0	0	0.1	1	0%
Total		661.3	7.0	575.1	14.0	100%

Source: Intro-act, SPAC Research. Note: Credit for Bookrunner Volume (\$ Mn) is based on the total amount of the offering sold, including over-allotment. Full credit is awarded to the sole book-runner or split equally among joint book-runners.

Chart 37: Top De-SPAC Advisors (YTD As of February 2023 End)

Rank	Advisor	Advisor Credit (\$ Mn)	Total Deal Volume (\$ Mn)	Deal Count	% Share
1	Revere Securities	2,500.0	2,500.0	1	19.3%
2	Barclays	1,027.9	3,127.0	3	7.9%
3	Stifel Nicolaus	915.7	1,729.0	2	7.1%
4	Cantor Fitzgerald	777.1	1,984.0	2	6.0%
5	Oppenheimer	755.2	1,716.0	2	5.8%
6	A-Labs	640.5	1,281.0	1	4.9%
7	Goldman Sachs	578.0	1,734.0	1	4.5%
8	Evercore	578.0	1,734.0	1	4.5%
9	Canaccord Genuity	406.7	1,220.0	1	3.1%
10	Alliance Global Partners	320.2	1,281.0	1	2.5%
11	BofA Securities	288.3	1,387.0	2	2.2%
12	National Bank Financial	288.2	1,153.0	1	2.2%
13	Peters	288.2	1,153.0	1	2.2%
14	ATB Financial	288.2	1,153.0	1	2.2%
15	CIBC Capital Markets	288.2	1,153.0	1	2.2%
16	Imperial Capital	280.0	280.0	1	2.2%
17	Piper Sandler	277.0	1,342.0	2	2.1%
18	JP Morgan	271.7	815.0	1	2.1%
19	Raymond James	233.8	1,169.0	1	1.8%
20	Spencer House Partners	233.8	1,169.0	1	1.8%
21	Thompson Davis	207.3	829.0	1	1.6%
22	Winstead	207.3	829.0	1	1.6%
23	Graubard Miller	207.3	829.0	1	1.6%
24	D.A. Davidson	207.3	829.0	1	1.6%
25	Tigress Financial Partners	175.0	350.0	1	1.4%
26	Loop Capital Markets	175.0	350.0	1	1.4%
27	Cohen & Company Capital Markets	137.4	274.9	1	1.1%
28	EF Hutton	137.4	274.9	1	1.1%
29	Kempen	54.5	218.0	1	0.4%
30	Credit Suisse	54.5	218.0	1	0.4%
31	Chardan	43.3	173.0	1	0.3%
32	Jefferies	43.3	173.0	1	0.3%
33	SVB Securities	27.3	218.0	1	0.2%
34	Arctica Finance	27.3	218.0	1	0.2%
Total		12,940.9	34,863.8	41	100.0%

Source: Intro-act, SPAC Research. Note: Advisor credit is shared equally among all advisors on a given deal, as a proportion of the enterprise value of the target company acquired by the SPAC. Firms with multiple advisory roles receive credit for each role.

Chart 38: SPAC Legal League (YTD As of February 2023 End)

Rank	Counsel	Volume (\$ Mn)	Deal Count (Issuer Counsel)	Deal Count (UW Counsel)	Deal Count (Total)	% Share
1	Kirkland & Ellis	327.8	0	3	3	24.8%
2	Proskauer Rose	143.8	1	0	1	10.9%
3	Paul Hastings	138.0	1	0	1	10.4%
4	Shearman & Sterling	138.0	0	1	1	10.4%
5	Nelson Mullins Riley & Scarborough	115.0	1	0	1	8.7%
6	Harter Secrest & Emery	69.0	0	1	1	5.2%
7	VLC Law	69.0	1	0	1	5.2%
8	Ellenoff Grossman & Schole	69.0	1	0	1	5.2%
9	Graubard Miller	69.0	0	1	1	5.2%
10	K&L Gates	69.0	1	0	1	5.2%
11	Sichenzia Ross	57.5	0	1	1	4.4%
12	Pryor Cashman	57.5	1	0	1	4.4%
	Total	1,322.6	7	7	14	100.0%

Source: Intro-act, SPAC Research. Note: Credit for Volume (\$ Mn) is awarded to both Issuer and Underwriter Counsel.

Chart 39: SPAC Auditor League (YTD As of February 2023 End)

Rank	Auditor	Volume (\$ Mn)	Deal Count	Average Size (\$ Mn)	% Share
1	Marcum	184.0	2	92.0	27.8%
2	BDO USA	143.8	1	143.8	21.7%
3	Grant Thornton	138.0	1	138.0	20.9%
4	WithumSmith+Brown	69.0	1	69.0	10.4%
5	Freed Maxick	69.0	1	69.0	10.4%
6	MaloneBailey	57.5	1	57.5	8.7%
	Total	661.3	7	569.3	100.0%

Source: Intro-act, SPAC Research

Chart 40: ICR – The Leading SPAC Communications and Capital Markets Advisor

113 Transactions / \$267 Billion in Transaction Value Since 2021

WESTROCK COFFEE \$1.1 billion	Endurance \$632 million	AMCI \$1.8 billion	Provident \$1.0 billion	DP CM \$1.3 billion	CHW Acquisition Corp. \$348 million	OTR Acquisition \$151 million	VIVEON \$511 million	ARCLIGHT \$1.8 billion	BOA \$942 million	BROADSCALE \$816 million	BRIGHT LIGHTS \$1.0 billion	CROWN PROPTech \$808 million	Vivaco, DC&I Acquisition \$817 million	SUNBELT CAPITAL ACQUISITION CORP. \$1.2 billion
SILVERBOX CAPITAL \$1.7 billion	RUBICON \$1.7 billion	Class House VIII, Inc. \$1.6 billion	INFINITE WORLD \$554 million	SVF Investment Corp. II \$4.7 billion	biote \$667 million	Grove \$1.5 billion	alpha \$2.3 billion	SEMANTIX \$693 million	ASTREA ACQUISITION CORP. \$567 million	FT \$1.4 billion	Spartan Acquisition Corp. III \$2.7 billion	MONROE CAPITAL \$775 million	DRAGONTEER \$5.3 billion	VELOCITY \$839 million
rezolve \$1.9 billion	36 CAPITAL \$2.6 billion	OKADA \$2.6 billion	Poema Global Holdings \$2.3 billion	EJF \$8.5 billion	ENERGY VAULT \$1.1 billion	Aspiration \$1.9 billion	Silver Crest \$1.8 billion	THAYER VENTURES \$1.1 billion	Northern Genesis Acq II \$4.5 billion	DD3 \$353 million	DCRC+ \$1.2 billion	SEVEN-OAKS \$640 million	Kensington Capital Acq II \$1.5 billion	VICTORY PARK CAPITAL \$3.6 billion
kin. \$1.0 billion	CAPSTAR \$1.0 billion	PATH FINDER \$1.4 billion	IVANHOE CAPITAL \$2.6 billion	CBRE Assistive \$1.6 billion	MSP \$32.6 billion	HelioGen \$2.0 billion	planet. \$2.3 billion	Better \$6.7 billion	BENSON HILL \$1.4 billion	SuperGroup \$4.6 billion	SHAPE \$410 million	HORIZON \$2.1 billion	ROMAN \$1.2 billion	D8 \$1.1 billion
GigCapital \$1.6 billion	Alkuri Global Acq \$3.6 billion	LOCUST WALK \$419 million	PIONEER \$1.6 billion	DCRN+ \$1.4 billion	DP CM \$1.2 billion	SCVX \$1.1 billion	SWITCHBACK II \$2.3 billion	IONQ \$2.0 billion	NEWHOLD \$1.7 billion	New Beginnings Acq Corp. \$822 million	VISTAS MEDIA \$220 million	Decarbonization Plus Acq Corp. \$2.1 billion	MISIGHT \$1.6 billion	aONE \$2.1 billion
Mudrick Capital Acq Corp II \$1.3 billion	Union Acq Corp II \$1.1 billion	AJAXI \$7.0 billion	Spring Valley Acquisition Corp. \$1.2 billion	Limited Malacca Straits Acq \$600 million	FinTech Acquisition Corp V \$10.4 billion	LGL Systems Acq Corp. \$1.2 billion	IronNet \$1.6 billion	Holley \$1.4 billion	Owllet \$3.9 billion	sharecare \$2.9 billion	ARCHER \$3.8 billion	WVE \$690 million	Raytheon \$3.3 billion	RFI \$3.1 billion
ReNew \$8.0 billion	Reinvent Technology Partners \$6.6 billion	ATI \$2.5 billion	NextGen \$2.0 billion	Northern Star Invest Corp II \$4.7 billion	OSPREY TECHNOLOGY \$1.5 billion	ARTIUS \$1.8 billion	Li-Cycle \$1.7 billion	LATCH \$1.6 billion	EVgo \$2.6 billion	Climate Change Crisis Real Impact I Acq. \$840 million	CRESCENT \$1.4 billion	talkspace \$3.4 billion	ACEV \$2.1 billion	

Source: Intro-act, ICR. Announced SPAC transactions since 2021, All Announcements not shown. Data as of April 2022.

IMPORTANT DISCLOSURES

Analyst Certification

I, Peter Wright, certify that the views expressed in the research report accurately reflect my personal views about the subject securities or issues. I also do not receive direct or indirect compensation based on my recommendations or views.

Intro-act, Inc. (Intro-act) issued this report and may seek fees for the assistance with investor targeting, access, and further investor preparation services. Intro-act, Inc. will not seek remuneration for any investment banking service or investment advice.

Accuracy of content: All information used in the publication of this report has been compiled from publicly available sources who are believed to be reliable. However, the issuer and related parties, as well as Intro-act, do not guarantee the accuracy or completeness of this report, and have not sought for this information to be independently verified. Opinions contained in this report represent those of the Intro-act analysts at the time of publication. Forward-looking information or statements in this report contain information that is based on assumptions, forecasts of future results, and estimates of amounts not yet determinable, and therefore involve known and unknown risks, uncertainties, and other factors that may cause the actual results, performance, or achievements of their subject matter to be materially different from current expectations.

Exclusion of Liability: To the fullest extent allowed by law, Intro-act, Inc. shall not be liable for any direct, indirect, or consequential losses, loss of profits, damages, or costs or expenses incurred or suffered by you arising out or in connection with the access to, use of, or reliance on any information contained in this note.

No personalized advice: The information that we provide should not be construed in any manner whatsoever as personalized advice. Also, the information provided by us should not be construed by any subscriber or prospective subscriber as Intro-act's solicitation to affect, or attempt to affect, any transaction in a security. The securities described in the report may not be eligible for sale in all jurisdictions or to certain categories of investors.

Investment in securities mentioned: Intro-act has a restrictive policy relating to personal dealing and conflicts of interest. Intro-act, Inc. does not conduct any investment business and, accordingly, does not itself hold any positions in the securities mentioned in this report. However, the respective directors, officers, employees, and contractors of Intro-act may have a position in any or related securities mentioned in this report, subject to Intro-act's policies on personal dealing and conflicts of interest.

Copyright: Copyright 2023 Intro-act, Inc. (Intro-act).

Intro-act is not registered as an investment adviser with the Securities and Exchange Commission. Intro-act relies upon the "publishers' exclusion" from the definition of investment adviser under Section 202(a) (11) of the Investment Advisers Act of 1940 and corresponding state securities laws. This report is a bona fide publication of general and regular circulation offering impersonal investment-related advice, not tailored to a specific investment portfolio or the needs of current and/or prospective subscribers. As such, Intro-act does not offer or provide personal advice, and the research provided is for informational purposes only. No mention of a particular security in this report constitutes a recommendation to buy, sell, or hold that or any security, or that any particular security, portfolio of securities, transaction, or investment strategy is suitable for any specific person.