

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 2
TO
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Pathfinder Acquisition Corporation

(Exact name of registrant as specified in its charter)

Cayman Islands

(State or other jurisdiction of
incorporation or organization)

6770

(Primary Standard Industrial
Classification Code Number)

98-1575384

(I.R.S. Employer
Identification No.)

**1950 University Avenue
Suite 350
Palo Alto, CA 94303
(650) 321-4910**

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

**David Chung
1950 University Avenue
Suite 350
Palo Alto, CA 94303
(650) 321-4910**

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

Copies:

**Matthew R. Pacey
Kirkland & Ellis LLP
609 Main Street
Houston, Texas 77002
(713) 836-3600**

**Christian O. Nagler
Kirkland & Ellis LLP
601 Lexington Avenue
New York, New York 10022
(212) 446-4800**

**Paul D. Tropp
Christopher J. Capuzzi
Ropes & Gray LLP
1211 Avenue of the Americas,
New York, New York 10036
(212) 596-9000**

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

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

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

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

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

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

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☒

Smaller reporting company ☒

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

CALCULATION OF REGISTRATION FEE

Title of Each Class of Security Being Registered	Amount Being Registered	Proposed Maximum Offering Price per Security ⁽¹⁾	Proposed Maximum Aggregate Offering Price ⁽¹⁾	Amount of Registration Fee
Units, each consisting of one Class A ordinary share, \$0.0001 par value, and one-fifth of one redeemable warrant ⁽²⁾	31,625,000 units	\$ 10.00	\$ 316,250,000	\$ 34,503
Class A ordinary shares included as part of the units ⁽³⁾	31,625,000 shares	—	—	— ⁽⁴⁾
Redeemable warrants included as part of the units ⁽³⁾	6,325,000 warrants	—	—	— ⁽⁴⁾
Total			<u>\$ 316,250,000</u>	<u>\$ 34,503⁽⁵⁾</u>

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

(2) Includes 4,125,000 units, consisting of 4,125,000 Class A ordinary shares and 825,000 redeemable warrants, which may be issued upon exercise of a 45-day option granted to the underwriters to cover over-allotments, if any.

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

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

(5) Previously paid.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

Pathfinder Acquisition Corporation is filing this Amendment No. 2 to its registration statement on Form S-1 (File No. 333-252498) as an exhibits-only filing. Accordingly, this amendment consists only of the facing page, this explanatory note, Item 16(a) of Part II of the Registration Statement, the signature page to the Registration Statement and the filed exhibits. The remainder of the Registration Statement is unchanged and has therefore been omitted.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibit and Financial Statement Schedules.

- (a) The exhibit index is incorporated herein by reference.

EXHIBIT INDEX

Exhibit No.	Description
1.1	<u>Form of Underwriting Agreement.*</u>
3.1	<u>Memorandum and Articles of Association.*</u>
3.2	<u>Amended and Restated Memorandum and Articles of Association.*</u>
3.3	<u>Form of Second Amended and Restated Memorandum and Articles of Association.*</u>
4.1	<u>Specimen Unit Certificate.*</u>
4.2	<u>Specimen Class A Ordinary Share Certificate.*</u>
4.3	<u>Specimen Warrant Certificate.*</u>
4.4	<u>Form of Warrant Agreement between Continental Stock Transfer & Trust Company and the Registrant.*</u>
5.1	<u>Opinion of Kirkland & Ellis LLP.*</u>
5.2	<u>Opinion of Walkers, Cayman Islands Counsel to the Registrant.**</u>
10.1	<u>Form of Investment Management Trust Agreement between Continental Stock Transfer & Trust Company and the Registrant.*</u>
10.2	<u>Form of Registration and Shareholder Rights Agreement among the Registrant, the Sponsor and the Holders signatory thereto.*</u>
10.3	<u>Form of Private Placement Warrants Purchase Agreement between the Registrant and the Sponsor.*</u>
10.4	<u>Form of Indemnity Agreement.*</u>
10.5	<u>Form of Administrative Services Agreement between the Registrant and the Sponsor.*</u>
10.6	<u>Promissory Note, dated as of December 23, 2020 between the Registrant and the Sponsor.*</u>
10.7	<u>Securities Subscription Agreement, dated December 23, 2020 between the Registrant and the Sponsor.*</u>
10.8	<u>Form of Letter Agreement between the Registrant, the Sponsor and each director and executive officer of the Registrant.*</u>
23.1	<u>Consent of WithumSmith+Brown, PC.*</u>
23.2	<u>Consent of Kirkland & Ellis LLP (included on Exhibit 5.1).*</u>
23.3	<u>Consent of Walkers (included on Exhibit 5.2).**</u>
24	<u>Power of Attorney (included on signature page to the initial filing of this Registration Statement).*</u>
99.1	<u>Consent of David Chung.*</u>
99.2	<u>Consent of Lindsay Sharma.*</u>
99.3	<u>Consent of Hans Swildens.*</u>
99.4	<u>Consent of J. Steven Young.*</u>
99.5	<u>Consent of Steve Walske.*</u>
99.6	<u>Consent of Paul Weiskopf.*</u>
99.7	<u>Consent of Omar Johnson.*</u>

* Previously filed.

** Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Palo Alto, California, on the 11th day of February 2021.

PATHFINDER ACQUISITION CORPORATION

By: /s/ David Chung

Name: David Chung

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities indicated below on February 11, 2021.

Name

*

Richard Lawson

/s/ David Chung

David Chung

*

Lance Taylor

*By: /s/ David Chung

David Chung

Attorney-in-Fact

Position

Chairman

Chief Executive Officer

(Principal Executive Officer)

Chief Financial Officer

(Principal Financial and Accounting Officer)



11 February 2021

Pathfinder Acquisition Corporation

c/o Intertrust Corporate Services (Cayman) Limited,
190 Elgin Avenue, George Town, Grand Cayman
KY1-9005, Cayman Islands.

Dear Sir or Madam,

PATHFINDER ACQUISITION CORPORATION

We have been asked to provide this legal opinion to you with regard to the laws of the Cayman Islands in connection with the registration of an initial public offering by Pathfinder Acquisition Corporation (the “**Company**”), of:

- (i) up to 27,500,000 units (the “**Units**”), each Unit consisting of one Class A ordinary share of the Company, par value US\$0.0001 (each an “**Ordinary Share**” and together, the “**Ordinary Shares**”), and one-fourth of one redeemable warrant to purchase one Ordinary Share (the “**Warrants**”);
- (ii) up to 4,125,000 units (the “**Over-Allotment Units**”), which may be issued upon exercise of an option granted to the underwriters to cover over-allotments, if any;
- (iii) all Ordinary Shares, and all Warrants issued as part of the Units and the Over-Allotment Units; and
- (iv) all Ordinary Shares that may be issued upon exercise of the Warrants included in the Units and the Over-Allotment Units;

in each case under the United States Securities Act of 1933, as amended (the “**Securities Act**”) and pursuant to the terms of the Registration Statement (as defined in Schedule 1).

For the purposes of giving this opinion, we have examined and relied upon the originals or copies of the documents listed in Schedule 1.

We are Cayman Islands Attorneys at Law and express no opinion as to any laws other than the laws of the Cayman Islands in force and as interpreted at the date of this opinion.

Based upon the foregoing examinations and the assumptions and qualifications set out below and having regard to legal considerations which we consider relevant, and under the laws of the Cayman Islands, as at the date hereof, we give the following opinions in relation to the matters set out below.

Walkers

90 Elgin Avenue, George Town

Grand Cayman KY1-9001, Cayman Islands

T +1 345 949 0100 F +1 345 949 7886 www.walkersglobal.com

1. The Company is an exempted company duly incorporated with limited liability, validly existing under the laws of the Cayman Islands and in good standing with the Registrar of Companies in the Cayman Islands (the “**Registrar**”).
2. The Ordinary Shares, as contemplated by the Registration Statement, will have been duly authorised by all necessary corporate action of the Company, and upon the issue of the Ordinary Shares (by the entry of the name of the registered owner thereof in the Register of Members of the Company confirming that such Ordinary Shares have been issued credited as fully paid), delivery and payment therefore by the purchaser in accordance with the Memorandum and Articles of Association (as defined in Schedule 1) and in the manner contemplated by the Registration Statement and the Underwriting Agreement (as defined in Schedule 1), the Ordinary Shares will be validly issued, fully paid and non-assessable (meaning that no additional sums may be levied on the holder thereof by the Company).
3. The Ordinary Shares, to be issued upon redemption of the Warrants as contemplated by the Warrant Documents (as defined in Schedule 1), will have been duly authorised by all necessary corporate action of the Company and upon the issue of such Ordinary Shares (by the entry of the name of the registered owner thereof in the Register of Members of the Company confirming that such Ordinary Shares have been issued credited as fully paid), delivery and redemption of the Warrants in accordance with the Memorandum and Articles of Association and in the manner contemplated by the Registration Statement and the Warrant Documents (as defined in Schedule 1), such Ordinary Shares will be validly issued, fully paid and non-assessable (meaning that no additional sums may be levied on the holder thereof by the Company).
4. The execution, delivery and performance of the Unit Certificate and the Warrant Documents will have been authorised by and on behalf of the Company and, once the Unit Certificate and the Warrant Documents have been executed and unconditionally delivered by the Company, such documents, will be duly executed and delivered on behalf of the Company and will constitute the legal, valid and binding obligations of the Company enforceable in accordance with their terms.

The foregoing opinions are given based on the following assumptions.

1. The originals of all documents examined in connection with this opinion are authentic. The signatures, initials and seals on the Documents are or will be genuine and are or will be those of a person or persons given power to execute the Documents under the Resolutions (as defined in Schedule 1). All documents purporting to be sealed have been or will be so sealed. All copies are complete and conform to their originals. The Documents when executed will conform in every material respect to the latest drafts of the same produced to us prior to the date hereof and, where provided in successive drafts, have been marked up to indicate all changes to such Documents.
 2. The Resolutions have been duly executed (and where by a corporate entity such execution has been duly authorised if so required) by or on behalf of each Director and the signatures and initials thereon are those of a person or persons in whose name the Resolutions have been expressed to be signed.
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3. The Memorandum and Articles of Association will be the Memorandum and Articles of Association in effect on the issue of the Ordinary Shares.
4. We have relied upon the statements and representations of directors, officers and other representatives of the Company as to factual matters.
5. The Company will receive consideration in money or money's worth for each Ordinary Share offered by the Company when issued at the agreed issue price as per the terms of the Registration Statement, such price in any event not being less than the stated par or nominal value of each Ordinary Share.
6. The preparation and filing of the Registration Statement has been duly authorised by or on behalf of the Company prior to the issue and sale of the Ordinary Shares.
7. Each of the Documents will be duly authorised, executed and delivered by or on behalf of all relevant parties prior to the issue and sale of the Ordinary Shares and will be legal, valid, binding and enforceable against all relevant parties in accordance with their terms under the laws of the State of New York and all other relevant laws (other than the laws of the Cayman Islands).
8. The choice of New York law as the governing law of the Documents has been made in good faith and would be regarded as a valid and binding selection which will be upheld by the courts of the State of New York as a matter of New York law and all other relevant laws (other than the laws of the Cayman Islands).
9. The power, authority and legal right of all parties under all relevant laws and regulations (other than the Company under the laws of the Cayman Islands) to enter into, execute and perform their respective obligations under the Documents.
10. All preconditions to the obligations of the parties to the Underwriting Agreement, the Unit Certificate and Warrant Documents will be satisfied or duly waived prior to the issue and sale of the Ordinary Shares and there will be no breach of the terms of the Underwriting Agreement, the Unit Certificate and Warrant Documents.

The opinions expressed above are subject to the following qualifications:

1. The term “**enforceable**” and its cognates as used in this opinion means that the obligations assumed by any party under the Documents are of a type which the courts of the Cayman Islands (the “**Courts**” and each a “**Court**”) enforce. This does not mean that those obligations will necessarily be enforced in all circumstances in accordance with their terms. In particular:
 - (a) enforcement of obligations and the priority of obligations may be limited by bankruptcy, insolvency, liquidation, reorganisation, readjustment of debts or moratorium and other laws of general application relating to or affecting the rights of creditors or by prescription or lapse of time;
 - (b) enforcement may be limited by general principles of equity and, in particular, the availability of certain equitable remedies such as injunction or specific performance of an obligation may be limited where a Court considers damages to be an adequate remedy;
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- (c) claims may become barred under statutes of limitation or may be or become subject to defences of set-off, counterclaim, estoppel and similar defences;
 - (d) where obligations are to be performed in a jurisdiction outside the Cayman Islands, they may not be enforceable in the Cayman Islands to the extent that performance would be illegal under the laws of, or contrary to the public policy of, that jurisdiction;
 - (e) a judgment of a Court may be required to be made in Cayman Islands dollars;
 - (f) to the extent that any provision of the Documents is adjudicated to be penal in nature, it will not be enforceable in the Courts; in particular, the enforceability of any provision of the Documents that is adjudicated to constitute a secondary obligation which imposes a detriment on the contract-breaker out of all proportion to any legitimate interest of the innocent party in the enforcement of the primary obligation may be limited;
 - (g) to the extent that the performance of any obligation arising under the Documents would be fraudulent or contrary to public policy, it will not be enforceable in the Courts;
 - (h) in the case of an insolvent liquidation of the Company, its liabilities are required to be translated into the functional currency of the Company (being the currency of the primary economic environment in which it operated as at the commencement of the liquidation) at the exchange rates prevailing on the date of commencement of the voluntary liquidation or the day on which the winding up order is made (as the case may be);
 - (i) a Court will not necessarily award costs in litigation in accordance with contractual provisions in this regard;
 - (j) the effectiveness of terms in the Documents excusing any party from a liability or duty otherwise owed or indemnifying that party from the consequences of incurring such liability or breaching such duty shall be construed in accordance with, and shall be limited by, applicable law, including generally applicable rules and principles of common law and equity.
2. Our opinion as to good standing is based solely upon receipt of the Certificate of Good Standing issued by the Registrar. The Company shall be deemed to be in good standing under section 200A of the Companies Act (as amended) of the Cayman Islands (the “**Companies Law**”) on the date of issue of the certificate if all fees and penalties under the Companies Law have been paid and the Registrar has no knowledge that the Company is in default under the Companies Law.

This opinion is limited to the matters referred to herein and shall not be construed as extending to any other matter or document not referred to herein. This opinion is given solely for your benefit and the benefit of your legal advisers acting in that capacity in relation to this transaction and may not be relied upon by any other person, other than persons entitled to rely upon it pursuant to the provisions of the Securities Act, without our prior written consent.

This opinion shall be construed in accordance with the laws of the Cayman Islands.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. We also consent to the reference to our firm in the Registration Statement.

Yours faithfully

WALKERS

SCHEDULE 1

LIST OF DOCUMENTS EXAMINED

1. The Certificate of Incorporation dated 18 December 2020 and a draft of the Second Amended and Restated Memorandum and Articles of Association of the Company to be in effect upon the consummation of the sale of the Ordinary Shares (the “**Memorandum and Articles of Association**”).
 2. The Cayman Online Registry Information System (CORIS), the Cayman Islands’ General Registry’s online database, searched on 11 February 2021.
 3. The Register of Writs and other Originating Process of the Grand Court kept at the Clerk of Court’s Office, George Town, Grand Cayman (the “**Court Register**”), examined at 9.00am on 11 February 2021 (the “**Search Time**”).
 4. A copy of a Certificate of Good Standing dated 11 February 2021 in respect of the Company issued by the Registrar (the “**Certificate of Good Standing**”).
 5. A copy of executed written resolutions of the Directors of the Company dated 11 February 2021 approving the offering for sale of the Ordinary Shares (collectively, the “**Resolutions**”).
 6. Copies of the following documents (the “**Documents**”):
 - (a) the Registration Statement on Form S-1, as amended, (Registration No. 333- 252498) initially filed on January 28, 2021 by the Company with the United States Securities and Exchange Commission registering the Units, Unit Shares and Warrants under the Securities Act (as filed, the “**Registration Statement**”);
 - (b) a draft of the form of the warrant agreement and the warrant certificate constituting the Warrants (the “**Warrant Documents**”);
 - (c) a draft of the form of the unit certificate constituting the Units (the “**Unit Certificate**”); and
 - (d) a draft of the form of Underwriting Agreement (the “**Underwriting Agreement**”) to be entered into between the Company and Deutsche Bank Securities Inc., RBC Capital Markets, LLC, Stifel, Nicolaus & Company, Incorporated and the several underwriters that may be listed on Schedule I thereto (the “**Underwriters**”).
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