

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **October 29, 2020**

NETFIN ACQUISITION CORP.

(Exact name of registrant as specified in its charter)

Cayman Islands

(State or other jurisdiction
of incorporation)

001-39008

(Commission
File Number)

N/A

(IRS Employer
Identification No.)

**445 Park Avenue, 9th Floor
New York, NY 10022**

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(972) 979-5995**

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Units, each consisting of one Class A ordinary share, par value \$0.0001, and one redeemable warrant	NFINU	The Nasdaq Stock Market LLC
Class A ordinary shares, par value \$0.0001 per share	NFIN	The Nasdaq Stock Market LLC
Redeemable warrants, each warrant exercisable for one Class A ordinary share at an exercise price of \$11.50 per share	NFINW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

On October 29, 2020, Netfin Acquisition Corp. (“Netfin” or the “Company”) issued a press release announcing that it has called an extraordinary general meeting of its shareholders (the “Extraordinary General Meeting”) for November 10, 2020 at 9:00 a.m. Eastern Time to approve the previously announced business combination (the “business combination”) with Triterras Fintech Pte. Ltd. (“Triterras Fintech”). The Company also announced that it expects the registration statement on Form F-4 relating to the business combination to be declared effective today at 4 p.m.

Notice of the Extraordinary General Meeting, together with the definitive proxy statement relating to the Extraordinary General Meeting, is expected to be mailed on or about October 30, 2020 to shareholders of record as of the close of business on October 12, 2020 (the “Record Date”). In light of ongoing developments related to coronavirus (COVID-19), the Company has determined that the meeting will be a hybrid virtual meeting conducted via live webcast in order to facilitate shareholder attendance and participation while safeguarding the health and safety of the Company’s shareholders, directors and management team. Shareholders or their proxyholder will be able to attend and vote at the meeting online by visiting <https://www.cstproxy.com/netfinspac/sm2020> and using a control number assigned by Continental Stock Transfer & Trust Company. To register and receive access to the hybrid virtual meeting, registered shareholders and beneficial shareholders (those holding shares through a stock brokerage account or by a bank or other holder of record) will need to follow the instructions applicable to them provided in the proxy statement/prospectus. In connection with the Extraordinary General Meeting, the Company’s shareholders that wish to exercise their redemption rights must do so no later than 5:00 p.m. Eastern Time on November 6, 2020 by following the procedures specified in the definitive proxy statement/prospectus for the Extraordinary General Meeting, when available.

A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Forward Looking Statements

This Current Report on Form 8-K includes “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. Netfin’s and Triterras Fintech’s actual results may differ from their expectations, estimates and projections and consequently, you should not rely on these forward-looking statements as predictions of future events. Words such as “expect,” “estimate,” “project,” “budget,” “forecast,” “anticipate,” “intend,” “plan,” “may,” “will,” “could,” “should,” “believes,” “predicts,” “potential,” “continue,” and similar expressions are intended to identify such forward-looking statements. These forward-looking statements include, without limitation, Netfin’s and Triterras Fintech’s expectations with respect to future performance and anticipated financial impacts of the business combination, the satisfaction of the closing conditions to the business combination and the timing of the completion of the business combination. These forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from the expected results. Most of these factors are outside Netfin’s control and are difficult to predict. Factors that may cause such differences include, but are not limited to: (1) the outcome of any legal proceedings that may be instituted against Netfin or Triterras Fintech following the announcement of the business combination; (2) the inability to complete the business combination, including due to failure to obtain approval of Netfin’s shareholders or other conditions to closing in the definitive agreement relating to the business combination (the “Business Combination Agreement”); (3) the occurrence of any event, change or other circumstance that could give rise to the termination of the Business Combination Agreement or could otherwise cause the transactions contemplated therein to fail to close; (4) the inability to meet Nasdaq’s listing requirements following the business combination; (5) the impact of COVID-19 on Netfin or Triterras Fintech; (6) the risk that the business combination disrupts current plans and operations as a result of the announcement and consummation of the business combination; (7) the ability to recognize the anticipated benefits of the business combination, which may be affected by, among other things, competition and the ability of the combined company to grow and manage growth profitably and retain its key employees; (8) costs related to the business combination; (9) changes in applicable laws or regulations; (10) the possibility that Netfin, Triterras Fintech or the combined company may be adversely affected by other economic, business, and/or competitive factors; and (11) other risks and uncertainties indicated from time to time in the proxy statement/prospectus relating to the business combination, including those under “Risk Factors” in the Registration Statement (as defined below), and in Netfin’s other filings with the SEC. Netfin cautions that the foregoing list of factors is not exclusive. Netfin cautions readers not to place undue reliance upon any forward-looking statements, which speak only as of the date made. Netfin does not undertake or accept any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements to reflect any change in its expectations or any change in events, conditions or circumstances on which any such statement is based.

Important Information about the Business Combination and Where to Find It

In connection with the proposed business combination, Netfin Holdco, a Cayman Islands exempted company, has filed with the SEC a registration statement on Form F-4 (the "Registration Statement") which includes a proxy statement/prospectus and certain other related documents, which will be both the proxy statement to be distributed to Netfin's shareholders in connection with Netfin's solicitation of proxies for the vote by Netfin's shareholders with respect to the business combination and other matters as may be described in the Registration Statement, as well as the prospectus relating to the offer and sale of the securities of Triterras to be issued in the business combination. Netfin's shareholders and other interested persons are advised to read the preliminary proxy statement/prospectus included in the Registration Statement and the amendments thereto and the definitive proxy statement/prospectus, as these materials contain important information about the parties to the Business Combination Agreement, Netfin and the business combination. After the Registration Statement is declared effective, the definitive proxy statement/prospectus will be mailed to Netfin's shareholders as of the Record Date. Shareholders will also be able to obtain copies of the proxy statement/prospectus and other documents filed with the SEC that will be incorporated by reference in the proxy statement/prospectus, without charge, once available, at the SEC's web site at www.sec.gov, or by directing a request to: Netfin Acquisition Corp., 445 Park Avenue, 9th Floor, New York, NY 10022, Attention: Gerry Pascale, Chief Financial Officer, (972) 979-5995.

No Offer or Solicitation

This Current Report on Form 8-K shall not constitute a solicitation of a proxy, consent or authorization with respect to any securities or in respect of the business combination. This Current Report on Form 8-K shall also not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any states or jurisdictions in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of section 10 of the Securities Act.

Participants in the Solicitation

Netfin and its directors and executive officers may be deemed participants in the solicitation of proxies from Netfin's shareholders with respect to the business combination. A list of the names of those directors and executive officers and a description of their interests in Netfin is contained in Netfin's Registration Statement on Form S-1, which was filed with the SEC on July 19, 2019, and is available free of charge at the SEC's web site at www.sec.gov, or by directing a request to Netfin Acquisition Corp., 445 Park Avenue, 9th Floor, New York, NY 10022, Attention: Gerry Pascale, Chief Financial Officer, (972) 979-5995. Additional information regarding the interests of such participants will be contained in the Registration Statement when available.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NETFIN ACQUISITION CORP.

By: /s/ Richard Maurer

Name: Richard Maurer

Title: Chief Executive Officer

Date: October 29, 2020



NETFIN ANNOUNCES EXTRAORDINARY GENERAL MEETING DATE TO APPROVE PROPOSED BUSINESS COMBINATION WITH TRITERRAS FINTECH

Extraordinary General Meeting Scheduled for November 10, 2020

NEW YORK, NY, October 29, 2020 – Netfin Acquisition Corp. (“Netfin” or the “Company”) is announcing that it has called an extraordinary general meeting of its shareholders (the “Extraordinary General Meeting”) for November 10, 2020 to approve the previously announced business combination (the “business combination”) with Triterras Fintech Pte. Ltd. (“Triterras Fintech”). The Company also announced that it expects the registration statement on Form F-4 relating to the business combination to be declared effective today at 4 p.m. ET.

Notice of the Extraordinary General Meeting, together with the definitive proxy statement relating to the Extraordinary General Meeting, is expected to be mailed on or about October 30, 2020 to shareholders of record as of the close of business on October 12, 2020 (the “Record Date”). In light of ongoing developments related to coronavirus (COVID-19), the Company has determined that the meeting will be a hybrid virtual meeting conducted via live webcast in order to facilitate shareholder attendance and participation while safeguarding the health and safety of the Company’s shareholders, directors and management team. Shareholders or their proxyholder will be able to attend and vote at the meeting online by visiting <https://www.cstproxy.com/netfinspac/sm2020> and using a control number assigned by Continental Stock Transfer & Trust Company. To register and receive access to the hybrid virtual meeting, registered shareholders and beneficial shareholders (those holding shares through a stock brokerage account or by a bank or other holder of record) will need to follow the instructions applicable to them provided in the proxy statement/prospectus.

In connection with the Extraordinary General Meeting, the Company’s shareholders that wish to exercise their redemption rights must do so no later than 5:00 p.m. Eastern Time on November 6, 2020 by following the procedures specified in the definitive proxy statement/prospectus for the Extraordinary General Meeting, when available.

The closing of the business combination is subject to approval by Netfin’s shareholders and the satisfaction of other customary closing conditions and is expected to close as soon as practicable following the Extraordinary General Meeting.

About Triterras Fintech

Triterras Fintech is a leading fintech company focused on trade and trade finance. It launched and operates Kratos™—one of the world’s largest commodity trading and trade finance platforms that connects and enables commodity traders to trade and source capital from lenders directly online. For more information, please visit triterras.com or email us at contact@triterras.com.

About Netfin Acquisition Corp.

Netfin Acquisition Corp. is a blank check company incorporated for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses, focused on the financial technology, technology and financial services industries, including businesses engaged in commercial, online and mobile banking and payments, trade finance and telecommunications, that offer a differentiated technology platform and product suite for interfacing with the financial services sector. For more information, visit www.netfinspac.com.



Forward Looking Statements

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Triterras Fintech Contact:

Jim Groh
(678) 237-7101

Netfin Investor Relations Contact:

Gateway Investor Relations
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Netfin Company Contact:

Marat Rosenberg, Founder & President
(972) 757-5998
