

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

**FORM 8-K**

**CURRENT REPORT**  
Pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): April 20, 2021

**Tailwind Two Acquisition Corp.**  
(Exact name of registrant as specified in its charter)

**Cayman Islands**  
(State or other jurisdiction of  
incorporation or organization)

**001-40170**  
(Commission File Number)

**98-1572314**  
(I.R.S. Employer  
Identification Number)

**150 Greenwich Street, 29th Floor**  
**New York, New York**  
(Address of principal executive offices)

**10006**  
(Zip Code)

**(212) 266-0085**  
Registrant's telephone number, including area code  
**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 to 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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Units, each consisting of one Class A Ordinary Share, \$0.0001 par value, and one-third of one redeemable warrant	TWNT.U	New York Stock Exchange
Class A Ordinary Shares included as part of the units Redeemable Warrants included as part of the units, each whole warrant exercisable for one Class A Ordinary Share at an exercise price of \$11.50	TWNT	New York Stock Exchange
	TWNT WS	New York Stock Exchange

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 April 20, 2021, Tailwind Two Acquisition Corp. (the "Company") announced that the holders of the Company's units (the "Units") may elect to separately trade the Class A ordinary shares, par value \$0.0001 per share (the "Class A ordinary shares"), and warrants included in the Units commencing on April 23, 2021. Each Unit consists of one Class A ordinary share and one-third of one warrant to purchase one Class A ordinary share. Any Units not separated will continue to trade on the New York Stock Exchange ("NYSE") under the symbol "TWNT.U". Any underlying Class A ordinary shares and warrants that are separated will trade on NYSE under the symbols "TWNT" and "TWNT WS," respectively. No fractional warrants will be issued upon separation of the Units and only whole warrants will trade. Holders of Units will need to have their brokers contact Continental Stock Transfer & Trust Company, the Company's transfer agent, in order to separate the holders' Units into Class A ordinary shares and warrants.

A copy of the press release issued by the Company announcing the separate trading of the securities underlying the Units is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d)

Exhibits.

[99.1](#)

[Press Release, dated April 20, 2021.](#)

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**SIGNATURE**

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.

Dated: April 20, 2021

**TAILWIND TWO ACQUISITION CORP.**

By: /s/ Matthew Eby

Name: Matthew Eby

Title: Co-Chief Executive Officer and Chief Financial Officer

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## Tailwind Two Acquisition Corp. Announces the Separate Trading of its Class A Ordinary Shares and Warrants Commencing April 23, 2021



NEW YORK, April 20, 2021 (GLOBE NEWSWIRE) -- Tailwind Two Acquisition Corp. (NYSE: TWNT.U) (the "Company") today announced that, commencing April 23, 2021, holders of the units sold in the Company's initial public offering of units, completed on March 9, 2021, may elect to separately trade the Class A ordinary shares and warrants included in the units. Those units not separated will continue to trade on the New York Stock Exchange ("NYSE") under the symbol "TWNT.U," and the Class A ordinary shares and warrants that are separated will trade on NYSE under the symbols "TWNT" and "TWNT WS," respectively. No fractional warrants will be issued upon separation of the units and only whole warrants will trade. Holders of units will need to have their brokers contact Continental Stock Transfer & Trust Company, the Company's transfer agent, in order to separate the units into Class A ordinary shares and warrants.

The units were initially offered by the Company in an underwritten offering. Jefferies LLC acted as sole book-running manager for the offering. A registration statement relating to the units and the underlying securities was declared effective by the Securities and Exchange Commission (the "SEC") on March 4, 2021.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy the securities of the Company, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. The offering was made only by means of a prospectus, copies of which may be obtained from: Jefferies

LLC, Attn: Equity Syndicate Prospectus Department, 520 Madison Avenue, 2nd Floor, New York, NY 10002, by telephone: 877-821-7388 or by email: [Prospectus\\_Department@Jefferies.com](mailto:Prospectus_Department@Jefferies.com).

**About Tailwind Two Acquisition Corp.**

The Company is a blank check company formed for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses in the high-growth technology and direct-to-consumer sectors.

**Cautionary Note Concerning Forward-Looking Statements**

This press release may include "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact included in this press release are forward-looking statements. When used in this press release, words such as "anticipate," "believe," "estimate," "expect," "intend" and similar expressions, as they relate to us or our management team, identify forward-looking statements. Such forward-looking statements are based on the beliefs of management, as well as assumptions made by, and information currently available to, the Company's management. Actual results could differ materially from those contemplated by the forward-looking statements as a result of certain factors detailed in the Company's filings with the SEC. All subsequent written or oral forward-looking statements attributable to us or persons acting on our behalf are qualified in their entirety by this paragraph. Forward-looking statements are subject to numerous conditions, many of which are beyond the control of the Company, including those set forth in the Risk Factors section of the Company's registration statement and prospectus relating to the Company's initial public offering filed with the SEC. Copies are available on the SEC's website, [www.sec.gov](http://www.sec.gov). The Company undertakes no obligation to update these statements for revisions or changes after the date of this release, except as required by law.

**Contact:**

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