## UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

## **SCHEDULE 13G**

# UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No.)\*

# Tailwind Two Acquisition Corp.

(Name of Issuer)

Class A ordinary shares (Title of Class of Securities)

G86613109 (CUSIP Number)

**December 31, 2021** (Date of Event Which Requires Filing of this Statement)

Check the Appropriate Box to Designate the Rule Pursuant to Which this Schedule Is Filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

| 1. Names of Re   |  |              | ting Persons   |  |  |  |  |
|--|--|--------------|--|--|--|--|--|
|  | Tailwind Two Sponsor LLC                                     |              |  |  |  |  |  |
| 2.   | Check The  | Approp       | ropriate Box if a Member of a Group (See Instructions) |  |  |  |  |
| (a) 🗆  |  | (b)          | (b) 🗆  |  |  |  |  |
| 3.   | SEC Use O  | SEC Use Only |  |  |  |  |  |
| 4.   | Citizenship or Place of Organization                         |              |  |  |  |  |  |
|  | Delaware   | Delaware     |  |  |  |  |  |
| Number of Shares<br>Beneficially Owned<br>By Each Reporting<br>Person With |  | 5.           | Sole Voting Power                                      |  |  |  |  |
|  |  |              | 0  |  |  |  |  |
|  |  | 6.           | Shared Voting Power                                    |  |  |  |  |
|  |  |              | 16,272,000 <sup>(1)</sup>                              |  |  |  |  |
|  |  | 7.           | Sole Dispositive Power                                 |  |  |  |  |
|  |  |              | 0  |  |  |  |  |
|  |  | 8.           | Shared Dispositive Power                               |  |  |  |  |
|  |  |              | 16,272,000 <sup>(1)</sup>                              |  |  |  |  |
| 9.   | Aggregate Amount Beneficially Owned by Each Reporting Person |              |  |  |  |  |  |
|  | 16 272 000(1)  |              |  |  |  |  |  |

| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares □ |
|-----|--|
| 11. | Percent of Class Represented By Amount in Row (9)                      |
|     | 32.15% <sup>(2)</sup>  |
| 12. | Type of Reporting Person (See Instructions)                            |
|     | 00   |

(1) Represents (i) 8,550,000 Class B ordinary shares convertible into Class A ordinary shares on a one-for-one basis ("Class B ordinary shares") and (ii) 7,722,000 private placement warrants, each exercisable to purchase one Class A ordinary share at \$11.50 per share, which will become exercisable on the later of 30 days after the completion of the Issuer's initial business combination and twelve months from the close of the Issuer's initial public offering, consummated on March 9, 2021 ("Private Placement Warrants").

(2) Calculated based on (i) 34,500,000 Class A ordinary shares outstanding as of November 23, 2021, as reported on the Issuer's amended Quarterly Report on Form 10-Q/A filed November 24, 2021 and (ii) 16,272,000 Class A ordinary shares issuable in respect of Class B ordinary shares and Private Placement Warrants.

| 1. Names of F                          |                       | Rep          | orting Persons  |  |  |  |
|--|-----------------------|--------------|---|--|--|--|
|  | Philip Kri            | m            |   |  |  |  |
| 2. Check T                             |                       | e Ap         | e Appropriate Box if a Member of a Group (See Instructions) |  |  |  |
|  | (a) 🗆                 |              | (b) □   |  |  |  |
| 3.                                     | SEC Use               | SEC Use Only |   |  |  |  |
| 4. Citizenship or                      |                       |              | Place of Organization                                       |  |  |  |
|  | United St             | States       |   |  |  |  |
|  |                       | 5.           | Sole Voting Power   |  |  |  |
|  |                       |              | 0   |  |  |  |
|  |                       |              | Shared Voting Power   |  |  |  |
| Number of Shares<br>Beneficially Owned |                       |              | 16,272,000 <sup>(1)</sup>                                   |  |  |  |
| By Each Reporting Person With          |                       | 7.           | Sole Dispositive Power                                      |  |  |  |
|  |                       |              | 0   |  |  |  |
|  |                       | 8.           | Shared Dispositive Power                                    |  |  |  |
|  |                       |              | 16,272,000 <sup>(1)</sup>                                   |  |  |  |
| 9.                                     | Aggregate             | Am           | ount Beneficially Owned by Each Reporting Person            |  |  |  |
|  | 16,272,00             | 0(1)         |   |  |  |  |
| 10.                                    | Check Bo              | x if t       | he Aggregate Amount in Row (9) Excludes Certain Shares      |  |  |  |
| 11.                                    | Percent of            | Cla          | ss Represented By Amount in Row (9)                         |  |  |  |
|  | 32.15% <sup>(2)</sup> |              |   |  |  |  |
| 12.                                    | Type of R             | epor         | eporting Person (See Instructions)                          |  |  |  |
|  | IN                    |              |   |  |  |  |

(1) Represents (i) 8,550,000 Class A ordinary shares issuable in respect of Class B ordinary shares and (ii) 7,722,000 Class A ordinary shares issuable in respect of Private Placement Warrants.

(2) Calculated based on (i) 34,500,000 Class A ordinary shares outstanding as of November 23, 2021, as reported on the Issuer's amended Quarterly Report on Form10-Q/A filed November 24, 2021 and (ii) 16,272,000 Class A ordinary shares issuable in respect of Class B ordinary shares and Private Placement Warrants.

Tailwind Two Acquisition Corp.

#### Item 1(b). Address of the Issuer's Principal Executive Offices

150 Greenwich Street, 29th Floor New York, NY 10006

#### Item 2(a). Names of Persons Filing

This statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

- (i) Tailwind Two Sponsor LLC
- (ii) Philip Krim

## Item 2(b). Address of the Principal Business Office, or if none, Residence:

150 Greenwich Street, 29th Floor

New York, NY 10006

Item 2(c). Citizenship

See responses to Item 4 on each cover page.

Item 2(d). Title of Class of Securities

Class A ordinary shares

Item 2(e). CUSIP Number

G86613109

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a(n):

Not Applicable.

#### Item 4. Ownership

(a) Amount beneficially owned:

See responses to Item 9 on each cover page.

(b) Percent of Class:

(iii)

See responses to Item 11 on each cover page.

- (c) Number of shares as to which the Reporting Person has:
  - (i) Sole power to vote or to direct the vote: See responses to Item 5 on each cover page.
  - (ii) Shared power to vote or to direct the vote:
    - See responses to Item 6 on each cover page.
    - Sole power to dispose or to direct the disposition of: See responses to Item 7 on each cover page.
  - (iv) Shared power to dispose or to direct the disposition of:

See responses to Item 8 on each cover page.

Tailwind Two Sponsor LLC directly holds 8,550,000 Class B ordinary shares convertible to Class A ordinary shares and 7,722,000 Private Placement Warrants to purchase Class A ordinary shares, which will become exercisable on the later of 30 days after closing of the Issuer's initial business combination and twelve months from the close of the Issuer's initial public offering, consummated on March 9, 2021. Mr. Philip Krim controls Tailwind Two Sponsor LLC and, as such, shares voting and investment discretion with respect to the securities held by Tailwind Two Sponsor LLC and may be deemed to have beneficial ownership of such securities. This Statement shall not be construed as an admission that any Reporting Person is the beneficial owner of any securities covered by this Statement.

## Item 5. Ownership of Five Percent or Less of a Class

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

| After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.  Dated: February 8, 2022  Tailwind Two Sponsor LLC  By: /s/ Philip Krim Name: Philip Krim Title: Authorized Signatory  /s/ Philip Krim   |  |
|---|--|
| After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.  Dated: February 8, 2022  Tailwind Two Sponsor LLC  By: /s/ Philip Krim  Name: Philip Krim  Title: Authorized Signatory  /s/ Philip Krim |  |
| After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.  Dated: February 8, 2022  Tailwind Two Sponsor LLC  By: /s/ Philip Krim  Name: Philip Krim  Title: Authorized Signatory  /s/ Philip Krim |  |
| Dated: February 8, 2022  Tailwind Two Sponsor LLC  By: /s/ Philip Krim  Name: Philip Krim  Title: Authorized Signatory  /s/ Philip Krim   |  |
| By: /s/ Philip Krim Name: Philip Krim Title: Authorized Signatory   |  |
| By: /s/ Philip Krim Name: Philip Krim Title: Authorized Signatory /s/ Philip Krim   |  |
| Name: Philip Krim Title: Authorized Signatory  /s/ Philip Krim  |  |
| Title: Authorized Signatory /s/ Philip Krim   |  |
| /s/ Philip Krim<br>Philip Krim  |  |
| Philip Krim   |  |
|   |  |
|   |  |
|   |  |
|   |  |
| EXHIBIT INDEX   |  |
| Exhibit No. 99.1 Description  Joint Filing Agreement, dated as of February 8, 2022 by and among Tailwind Two Sponsor, LLC and Philip Krim   |  |
| 99.1 Joint Fining Agreement, dated as of Feotdary 6, 2022 by and among Tanwind Two Sponsor, LLC and Fining Krim   |  |
|   |  |
|   |  |

## JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the shares of Class A ordinary shares, \$0.0001 par value per share, of Tailwind Two Acquisition Corp., and further agree that this Joint Filing Agreement shall be included as an exhibit to such joint filings.

The undersigned further agree that each party hereto is responsible for the timely filing of such Statement on Schedule 13G and any amendments thereto, and for the accuracy and completeness of the information concerning such party contained therein; provided, however, that no party is responsible for the accuracy or completeness of the information concerning any other party, unless such party knows or has reason to believe that such information is inaccurate.

This Joint Filing Agreement may be signed in counterparts with the same effect as if the signature on each counterpart were upon the same instrument.

# Tailwind Two Sponsor LLC

Dated: February 8, 2022

By: /s/ Philip Krim
Name: Philip Krim

Title: Authorized Signatory

/s/ Philip Krim

Philip Krim