

# FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* Tailwind Two Sponsor LLC		2. Issuer Name and Ticker or Trading Symbol Tailwind Two Acquisition Corp. [TWNT]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) C/O TAILWIND TWO ACQUISITION CORP., 150 GREENWICH STREET, 29TH FLOOR		3. Date of Earliest Transaction (Month/Day/Year) 03/25/2022			
(Street) NEW YORK, NY 10006		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/25/2022		C		8,550,000	A	(1) (2)	8,550,000	D	
Common Stock	03/25/2022		D		525,000	D	(1) (3)	8,025,000	D (4)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Class B ordinary shares	(1)	03/25/2022		C		8,550,000		(1)(2)	(1)(2)	Class A ordinary shares	(1)	8,550,000	D	
Warrants	\$ 11.5	03/25/2022		A		7,722,000		(5)	(5)	Class A ordinary shares	\$ 1.5	7,722,000	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tailwind Two Sponsor LLC C/O TAILWIND TWO ACQUISITION CORP. 150 GREENWICH STREET, 29TH FLOOR NEW YORK, NY 10006		X		
Krim Philip C/O TAILWIND TWO ACQUISITION CORP. 150 GREENWICH STREET, 29TH FLOOR NEW YORK, NY 10006		X		

## Signatures

Tailwind Two Sponsor LLC, by Philip Krim, Authorized Signatory 03/29/2022		03/29/2021
**Signature of Reporting Person		Date
/s/ Philip Krim		03/29/2021
**Signature of Reporting Person		Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

As described in the issuer's registration statement on Form S-1 (File No. 333-253224) under the heading "Description of Securities-Founder Shares", the Class B ordinary shares, par value \$0.0001 per

(1) share, will automatically convert into Class A ordinary shares, par value \$0.0001 per share, of the issuer at the time of the issuer's initial business combination, or earlier at the option of the holder, on a one-for-one basis, subject to adjustment for share splits, share capitalizations, reorganizations, recapitalizations and the like, and certain anti-dilution rights and have no expiration date.

(2) In connection with the closing of the issuer's initial business combination on March 25, 2022 (the "Transaction"), the reported securities were converted on a one for one basis into Common Stock.

(3) The reported securities were forfeited for no consideration in connection with the closing of the Transaction.

Tailwind Two Sponsor LLC directly holds 8,025,000 shares of Common Stock. 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, provided that Mr. Philip Krim disclaims beneficial ownership of such

(4) securities except to the extent of his pecuniary interest therein. The inclusion of the reported securities in this statement shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.

(5) Warrants to acquire Common Stock on a one for one basis, that are exercisable thirty (30) days after the completion of an initial business combination, which occurred on March 25, 2022.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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