

- the ability of our officers, directors and director nominees to generate a number of potential investment opportunities;
- our public securities' potential liquidity and trading;
- the lack of a market for our securities;
- the use of proceeds not held in the trust account or available to us from interest income on the trust account balance; or
- our financial performance following this offering.

The forward-looking statements contained in this prospectus are based on our current expectations and beliefs concerning future developments and their potential effects on us. There can be no assurance that future developments affecting us will be those that we have anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond our control) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include, but are not limited to, those factors described under the heading "Risk Factors" beginning on page 28. Should one or more of these risks or uncertainties materialize, or should any of our assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

### USE OF PROCEEDS

We are offering 13,500,000 units at an offering price of \$10.00 per unit. We estimate that the net proceeds of this offering together with the funds we will receive from the sale of the private placement warrants will be used as set forth in the following table.

	Without Over-Allotment Option	Over-Allotment Option Exercised
<i>Gross proceeds</i>		
Gross proceeds from units offered to public (1)	\$ 135,000,000	\$ 155,250,000
Gross proceeds from private placement warrants offered in the private placement	5,800,000	6,407,500
Total gross proceeds	\$ 140,800,000	\$ 161,657,500
<i>Offering expenses (2)</i>		
Underwriting commissions (3.0% of gross proceeds from units offered to public, excluding deferred portion) (3)	\$ 4,050,000	\$ 4,657,500
Legal fees and expenses	\$ 225,000	\$ 225,000
Accounting fees and expenses	37,500	37,500
Printing Fees and Expenses	40,000	40,000
SEC Filing Fee	18,041	18,041
FINRA Filing Fee	23,788	23,788
Travel and road show	20,000	20,000
Directors and officers insurance	100,000	100,000
NASDAQ listing and filing fees	75,000	75,000
Miscellaneous expenses	210,671	210,671
Total offering expenses (other than underwriting commissions)	\$ 750,000	\$ 750,000
Proceeds after offering expenses	\$ 136,000,000	\$ 156,250,000
Held in trust account (3)	\$ 135,000,000	\$ 155,250,000
% of public offering size	100%	100%
Not held in trust account	\$ 1,000,000	\$ 1,000,000

The following table shows the use of the approximately \$1,000,000 of net proceeds not held in the trust account (4).

	Amount	% of Total
Legal, accounting, due diligence, travel, and other expenses in connection		