

new or revised accounting pronouncements as of public company effective dates.

Additionally, we are in the process of evaluating the benefits of relying on the other reduced reporting requirements provided by the JOBS Act. Subject to certain conditions set forth in the JOBS Act, if, as an “emerging growth company”, we choose to rely on such exemptions we

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may not be required to, among other things, (i) provide an auditor’s attestation report on our system of internal controls over financial reporting pursuant to Section 404, (ii) provide all of the compensation disclosure that may be required of non-emerging growth public companies under the Dodd-Frank Wall Street Reform and Consumer Protection Act, (iii) comply with any requirement that may be adopted by the PCAOB regarding mandatory audit firm rotation or a supplement to the auditor’s report providing additional information about the audit and the financial statements (auditor discussion and analysis), and (iv) disclose certain executive compensation related items such as the correlation between executive compensation and performance and comparisons of the CEO’s compensation to median employee compensation. These exemptions will apply for a period of five years following the completion of our initial public offering or until we are no longer an “emerging growth company,” whichever is earlier.

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## PROPOSED BUSINESS

### General

We are a newly organized blank check company incorporated in May 2015 as a Delaware corporation and formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses, which we refer to throughout this prospectus as our initial business combination. We have not identified any business combination target and we have not, nor has anyone on our behalf, initiated any substantive discussions, directly or indirectly, with respect to identifying any business combination target.

We intend to focus our efforts on seeking and completing an initial business combination with a company that has an enterprise value of between \$300 million and \$1.5 billion, although a target entity with a smaller or larger enterprise value may be considered. While we may pursue an acquisition opportunity in any business industry or sector, we intend to capitalize on the ability of our combined team to identify, acquire and operate a business following the initial business combination. We believe that the characteristics and capabilities of our combined team will make us an attractive partner to potential target businesses, enhance our ability to complete a successful business combination and bring value to the business post-business combination. Not only does our combined team bring a combination of operating, investing, financial and transaction experience, but they have also worked together previously on multiple private equity investments, consulting assignments and boards of directors.

Our management team is led by William Kerr, our Chairman, Paul Zepf, our Chief Executive Officer and a director, and Andrew Cook, our Chief Financial Officer.

- **William Kerr, Chairman:** Mr. Kerr is a Partner of Eaglepoint Advisors (“Eaglepoint”), a consulting firm that works primarily with middle-market retail, consumer goods, media, technology and industrial companies and their constituencies. From 1991 until January 2010, Mr. Kerr played a key leadership role in Meredith Corporation (NYSE: MDP), a diversified media company, as both Executive Vice President and Chief Executive Officer and later as non-executive chairman. Under his leadership Meredith Corporation was transformed from a low growth/low margin business into a high performance organization that was noted for its integrated and digital marketing programs as well as its legacy offerings. Its acquisition of the Gruner & Jahr US properties made Meredith the preeminent player in the women’s service field. Under his leadership, Meredith shares rose from approximately \$4 per share to approximately \$50 per share by his retirement as Chief Executive Officer in June 2006. From January 2010 through January 2013, Mr. Kerr served as Chief Executive Officer of Arbitron, Inc., a leading media and marketing services firm. He assumed the Chief Executive Officer position from his role as an independent director when the company faced a managerial crisis. He led the sale of the company to Nielsen for \$48 per share, more than doubling its valuation under his leadership. Mr. Kerr currently serves on the boards of directors of The Interpublic Group and Penton Media. Earlier in his career, he was a consultant at McKinsey and a Vice President of The New York Times Company.
- **Paul Zepf, Chief Executive Officer and director:** From February 2014 to June 2015, Mr. Zepf was a Managing Director and Head of Strategic Initiatives at Golub Capital LLC (“Golub Capital”). Prior to joining Golub Capital, from March 2005 to February 2014, Mr. Zepf was a managing principal of Corporate Partners II Ltd, a Lazard-sponsored private equity fund formed to acquire significant stakes in public and private companies. The Corporate Partners funds focused on making privately negotiated minority stake and control investments in companies in need of capital for balance sheet repair, growth