

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **July 2, 2018 (June 28, 2018)**

**THUNDER BRIDGE ACQUISITION, LTD.**

(Exact name of registrant as specified in its charter)

**Cayman Islands**

(State or other jurisdiction  
of incorporation)

**001-38531**

(Commission  
File Number)

**N/A**

(IRS Employer  
Identification No.)

**9912 Georgetown Pike  
Suite D203**

**Great Falls, Virginia 22066**

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(202) 431-0507**

**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 of 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))

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.

As previously reported on a Current Report on Form 8-K of Thunder Bridge Acquisition, Ltd. (the “Company”), on June 21, 2018, the Company consummated its initial public offering (“IPO”) of 22,500,000 units (the “Units”). Each Unit consists of one Class A ordinary share of the Company, par value \$0.0001 per share (the “Class A Ordinary Shares”), and one warrant of the Company (“Warrant”), with each Warrant entitling the holder thereof to purchase one Class A Ordinary Share for \$11.50 per share, pursuant to the Company’s registration statements on Form S-1 (Nos. 333-224581 and 333-225711). The Units were sold at a price of \$10.00 per Unit, generating gross proceeds to the Company of \$225,000,000. The Company granted Cantor Fitzgerald & Co. (“Cantor”), the representative of the several underwriters in the IPO, a 45-day option to purchase up to 3,375,000 additional Units to cover over-allotments, if any (“Over-Allotment Units”). On June 28, 2018, the underwriters partially exercised the option and purchased 3,300,000 Units, generating gross proceeds of \$33,000,000.

As previously reported on a Current Report on Form 8-K of the Company, on June 21, 2018, simultaneously with the consummation of the IPO, the Company completed the private sale (the “Private Placement”) of an aggregate of 8,500,000 warrants (the “Private Placement Warrants”). 8,150,000 of the Private Placement Warrants were sold to Thunder Bridge Acquisition LLC (the “Sponsor”) and 350,000 Private Placement Warrants were sold to Cantor at a purchase price of \$1.00 per Private Placement Warrant, generating gross proceeds to the Company of \$8,500,000. On June 28, 2018, simultaneously with the sale of the Over-Allotment Units, the Company consummated a private sale of an additional 330,000 private placement warrants to the Sponsor, generating gross proceeds of \$330,000.

In addition, the 6,468,750 Class B ordinary shares of the Company (the “Founder Shares”) held by the Sponsor (prior to the exercise of the over-allotment) included an aggregate of up to 843,750 Founder Shares subject to forfeiture by the Sponsor to the extent that the underwriters’ over-allotment option was not exercised in full, so that the Sponsor would collectively own 20.0% of issued and outstanding shares of the Company. Since the underwriters exercised the over-allotment option in part and purchased 3,300,000 of the total possible, 3,375,000 Over-Allotment Units, the Sponsor forfeited 18,750 Founder Shares on June 28, 2018. The Founder Shares forfeited by the Sponsor were cancelled by the Company.

A total of \$260,580,000, comprised of \$218,750,000 of the proceeds from the IPO and the sale of the Over-Allotment Units (which amount includes \$9,690,000 of the underwriters’ deferred discount) and \$8,830,000 of the proceeds of the sale of the private placement warrants on June 28, 2018, was placed in a U.S.-based trust account at J.P. Morgan Chase Bank, N.A., maintained by Continental Stock Transfer & Trust Company, acting as trustee.

An audited balance sheet as of June 21, 2018 reflecting receipt of the proceeds upon consummation of the IPO and the Private Placement on June 21, 2018, but not the proceeds from the sale of the Over-Allotment Units nor the private placement on June 28, 2018, has been prepared by the Company and previously filed on a Current Report on Form 8-K on June 27, 2018. The Company’s unaudited pro forma balance sheet as of June 28, 2018, reflecting receipt of the proceeds from the sale of the Over-Allotment Units and the private placement on the same day is included as Exhibit 99.1 to this Current Report on Form 8-K.

A copy of the press release issued by the Company announcing the consummation of the sale of the Over-Allotment Units is included as Exhibit 99.2 to this Current Report on Form 8-K.

## Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Pro Forma Balance Sheet</a>
99.2	<a href="#">Press Release, dated June 28, 2018</a>

**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.

**THUNDER BRIDGE ACQUISITION, LTD.**

By: /s/ Gary A. Simanson  
Name: Gary A. Simanson  
Title: Chief Executive Officer

Dated: July 2, 2018

**THUNDER BRIDGE ACQUISITION, LTD.**  
**PRO FORMA BALANCE SHEET**

	<u>June 21, 2018</u>	<u>Pro Forma Adjustments (unaudited)</u>	<u>As Adjusted (unaudited)</u>
<b>ASSETS</b>			
Current assets			
Cash	\$ 1,171,169		\$ 1,171,169
Prepaid expenses	33,200		33,200
Total current assets	1,204,369		1,204,369
Cash held in Trust Account	227,250,000	330,000 (a)	
		33,000,000 (b)	260,580,000
Total assets	<u>\$ 228,454,369</u>	<u>\$ 33,330,000</u>	<u>\$ 261,784,369</u>
<b>LIABILITIES AND SHAREHOLDER'S EQUITY</b>			
Current Liabilities			
Accounts payable	\$ 30,217		\$ 30,217
Total current liabilities	30,217		30,217
Deferred underwriting fee payable	7,875,000	1,815,000 (c)	9,690,000
Total Liabilities	<u>7,905,217</u>	<u>1,815,000</u>	<u>9,720,217</u>
Ordinary shares subject to possible redemption, 21,341,500 and 24,461,797 at redemption value	215,549,150	31,515,000 (e)	247,064,150
Shareholder's Equity			
Preferred shares, \$0.0001 par value; 1,000,000 shares authorized; none outstanding	-		-
Class A ordinary shares, \$0.0001 par value; 200,000,000 shares authorized; 1,158,500 and 1,338,203 shares issued and outstanding (excluding 21,341,500 and 24,461,797 shares subject to possible redemption)	116	330 (b) (312) (e)	134
Class B ordinary shares, \$0.0001 par value; 20,000,000 shares authorized; 6,468,750 and 6,450,000 shares issued and outstanding	647	(2) (d)	645
Additional paid in capital	5,004,584	330,000 (a) 32,999,670 (b) (1,815,000) (c) 2 (d) (31,514,688) (e)	5,004,568
Accumulated deficit	(5,345)		(5,345)
Total Shareholder's Equity	<u>5,000,002</u>	<u>-</u>	<u>5,000,002</u>
	<u>\$ 228,454,369</u>	<u>\$ 33,330,000</u>	<u>\$ 261,784,369</u>

**THUNDER BRIDGE ACQUISITION, LTD.**  
**NOTE TO PRO FORMA BALANCE SHEET**  
**(Unaudited)**

**NOTE 1 - CLOSING OF PARTIAL EXERCISE OF OVERALLOTMENT OPTION, ADDITIONAL PRIVATE PLACEMENT AND FORFEITED SHARES**

The accompanying unaudited Pro Forma Balance Sheet presents the Balance Sheet of the Company as of June 21, 2018, adjusted for the closing of the underwriters' partial exercise of its overallocation option and related transactions which occurred on June 28, 2018 as described below.

On June 28, 2018, the Company consummated the closing of the sale of 3,300,000 additional Units upon receiving notice of the underwriter's election to partially exercise its overallocation option ("Overallocation Units"), generating an additional gross proceeds of \$33,000,000 and incurring additional offering costs of \$1,815,000 in underwriting fees which were deferred until the completion of the Company's initial business combination. Simultaneously with the exercise of the overallocation, the Company consummated the Private Placement of an additional 330,000 Private Placement Warrants to the Sponsor, generating gross proceeds of \$330,000. Pro forma adjustments to reflect the Private Placement and the exercise of the underwriters' overallocation option are as follows:

<b>Pro Forma Entries</b>	<b>Debit</b>	<b>Credit</b>
(a) Cash held in Trust Account Additional paid in capital <i>To record sale of 330,000 private placement warrants at \$1 per warrant</i>	\$ 330,000	\$ 330,000
(b) Cash held in Trust Account Class A ordinary shares Additional paid in capital <i>To record sale of 3.3 million overallocation Units @ \$10 per Unit</i>	\$ 33,000,000	\$ 330 \$ 32,999,670
(c) Additional paid in capital Deferred underwriting fee payable <i>To record liability for deferred underwriters fee at 5.5%</i>	\$ 1,815,000	\$ 1,815,000
(d) Class B ordinary shares Additional paid in capital <i>To record forfeiture of 18,750 Class B ordinary shares</i>	\$ 2	\$ 2
(e) Class A ordinary shares Additional paid in capital Ordinary shares subject to possible redemption <i>To reflect 3,120,297 Class A ordinary shares subject to redemption</i>	\$ 312 \$ 31,514,688	\$ 31,515,000

**Thunder Bridge Acquisition, Ltd. Announces Closing of Underwriters' Over-Allotment Option in Connection  
with its Initial Public Offering**

New York, NY – June 28, 2018 – Thunder Bridge Acquisition, Ltd. (NASDAQ: TBRGU) (the “Company”) announced today the closing of the issuance of an additional 3,300,000 units pursuant to the underwriters’ over-allotment option in connection with the Company’s initial public offering. The additional units were sold at the initial offering price of \$10.00 per unit, generating additional gross proceeds of \$33,000,000 and bringing the total gross proceeds of the initial public offering to \$258,000,000.

The Company’s units began trading on the Nasdaq Capital Market (“Nasdaq”) under the ticker symbol “TBRGU” on June 19, 2018. Each unit consists of one of the Company’s Class A ordinary shares and one warrant, each warrant enabling the holder thereof to purchase one Class A ordinary share at a price of \$11.50 per share. Once the securities comprising the units begin separate trading, the Class A ordinary shares and warrants are expected to be listed on Nasdaq under the symbols “TBRG” and “TBRGW,” respectively.

The Company is a blank check company formed for the purpose of effecting a merger, share exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses. While the Company may pursue an initial business combination target in any business or industry, it intends to focus its search on companies in the financial technology sector. The Company is led by Chief Executive Officer Gary A. Simanson with Pete Kight as Executive Chairman.

Cantor Fitzgerald & Co. acted as the sole book running manager for the offering. Chardan acted as lead manager. Ellenoff Grossman & Schole LLP acted as counsel to the Company and Graubard Miller LLP acted as counsel to the underwriters.

Of the proceeds received from the consummation of the initial public offering (as well as the exercise of the over-allotment option) and simultaneous private placements of warrants, \$260,580,000 (or \$10.10 per unit sold in the public offering) was placed in trust. An unaudited balance sheet of the Company as of June 28, 2018 reflecting receipt of the proceeds upon consummation of the initial public offering (as well as the exercise of the over-allotment option) and the private placements will be included as an exhibit to a Current Report on Form 8-K to be filed by the Company with the Securities and Exchange Commission (the “SEC”).

A registration statement relating to these securities has been filed with, and declared effective by, the Securities and Exchange Commission on June 18, 2018. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

#### **FORWARD-LOOKING STATEMENTS**

This press release contains statements that constitute “forward-looking statements,” including with respect to the initial public offering and the anticipated use of the net proceeds. No assurance can be given that the net proceeds of the offering will be used as indicated. 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 for the 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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