

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

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

TCW Special Purpose Acquisition Corp.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

6770
(Primary Standard Industrial
Classification Code Number)

85-4391738
(I.R.S. Employer
Identification Number)

865 S. Figueroa St., Suite 1800
Los Angeles, CA 90017
(213) 244-0000
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Joseph R. Shaposhnik
Chief Executive Officer
865 S. Figueroa St., Suite 1800
Los Angeles, CA 90017
(213) 244-0000
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Gregg Noel
Michael Mies
Skadden, Arps, Slate, Meagher & Flom LLP
525 University Avenue
Palo Alto, California 94301
Tel: (650) 470-4500

Paul Tropp
Michael Pilo
Ropes & Gray LLP
1211 Avenue of the Americas
New York, NY 10036
Tel: (212) 596-9000

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-252775

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Security Being Registered	Amount Being Registered ⁽²⁾	Proposed Maximum Offering Price per Security ⁽¹⁾	Proposed Maximum Aggregate Offering Price ⁽¹⁾	Amount of Registration Fee
Units, each consisting of one share of Class A common stock, \$0.0001 par value, and one-third of one redeemable warrant	5,750,000	\$ 10.00	\$ 57,500,000	\$ 6,273.25
Shares of Class A common stock included as part of the units ⁽²⁾	5,750,000	—	—	— ⁽⁴⁾

Redeemable warrants included as part of the units ⁽³⁾	1,916,667	—	—	— ⁽⁴⁾
Total			<u>\$ 57,500,000</u>	<u>\$ 6,273.25⁽⁵⁾</u>

- (1) Estimated solely for the purpose of calculating the registration fee.
- (2) Represents only the additional number of securities being registered. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-252775).
- (3) Pursuant to Rule 416, there are also being registered an indeterminate number of additional securities as may be issued to prevent dilution resulting from share splits, share dividends or similar transactions.
- (4) No fee pursuant to Rule 457(g).
- (5) The Registrant previously registered securities having a proposed maximum aggregate offering price of \$460,000,000 on its Registration Statement on Form S-1, as amended (File No. 333-252775), which was declared effective by the Securities and Exchange Commission on March 1, 2021. In accordance with Rule 462(b) under the Securities Act, an additional number of securities having a proposed maximum offering price of \$517,500,000 is hereby registered, which includes securities issuable upon the exercise of the underwriters' over-allotment option.

The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement on Form S-1 is being filed with respect to the registration of 5,750,000 additional units of TCW Special Purpose Acquisition Corp., a Delaware corporation (the "Registrant"), each consisting of one share of Class A common stock and one-third of one redeemable warrant, pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction V to Form S-1. Each whole warrant entitles the holder thereof to purchase one Class A common stock at a price of \$11.50 per share, subject to adjustment, and only whole warrants are exercisable. This Registration Statement relates to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-252775) (the "Prior Registration Statement"), initially filed by the Registrant on February 4, 2021 and declared effective by the Securities and Exchange Commission on March 1, 2021. The required opinions of counsel and related consents and independent registered public accounting firm's consent are attached hereto and filed herewith. Pursuant to Rule 462(b), the contents of the Prior Registration Statement, including the exhibits thereto, are incorporated by reference into this Registration Statement.

PART II INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

(a) *Exhibits.* All exhibits filed with or incorporated by reference in the Prior Registration Statement on Form S-1 (SEC File No. 333-252775) are incorporated by reference into, and shall be deemed a part of, this Registration Statement, and the following additional exhibits are filed herewith, as part of this Registration Statement:

Exhibit No.	Description
5.1	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP
23.1	Consent of Marcum LLP
23.2	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1)
24	Power of Attorney (included in signature page to the Registrant's Prior Registration Statement (File No. 333-252775) filed on February 4, 2021)

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, California, on the 1st day of March, 2021.

TCW SPECIAL PURPOSE ACQUISITION CORP.

BY: /s/ Joseph R. Shaposhnik
Name: Joseph R. Shaposhnik
Title: Chief Executive Officer and Chairman

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Name	Position	Date
<u>/s/ Joseph R. Shaposhnik</u> Joseph R. Shaposhnik	Chief Executive Officer and Chairman (Principal Accounting Officer)	March 1, 2021
<u>/s/ Richard Villa</u> Richard Villa	Chief Financial Officer (Principal Financial and Accounting Officer)	March 1, 2021
<u>/s/ Meredith Jackson</u> Meredith Jackson	Management Director	March 1, 2021

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
 ONE MANHATTAN WEST
 NEW YORK, NY 10001

TEL: (212) 735-3000
 FAX: (212) 735-2000
 www.skadden.com

March 1, 2021

TCW Special Purpose Acquisition Corp.
 865 S. Figueroa St., Suite 1800
 Los Angeles, CA 90017

RE: TCW Special Purpose Acquisition Corp.
Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as special United States counsel to TCW Special Purpose Acquisition Corp., a Delaware corporation (the "Company"), in connection with its filing with the Securities and Exchange Commission (the "Commission") of a registration statement on Form S-1 (the "462(b) Registration Statement") for the purpose of registering with the Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), the sale by the Company of (a) up to 5,750,000 units of the Company (the "Units"), each Unit consisting of one share of Class A common stock of the Company, par value \$0.0001 per share ("Class A Common Stock"), and one-third of one redeemable warrant of the Company (each whole warrant, a "Warrant"), each Warrant exercisable for the purchase of one share of Class A Common Stock, and (b) all shares of Class A Common Stock and all Warrants to be issued as part of the Units. The 462(b) Registration Statement relates to the Company's Registration Statement on Form S-1 (File No. 333-252775) (the "Registration Statement"), initially filed by the Company on February 4, 2021 and declared effective by the Commission on March 1, 2021. The Units, and the Class A Common Stock and Warrants, in each case, included as part of the Units, are collectively referred to herein as the "Securities."

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

TCW Special Purpose Acquisition Corp.
 March 1, 2021
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In rendering the opinions stated herein, we have examined and relied upon the following:

- (a) the Registration Statement;
- (b) the 462(b) Registration Statement;
- (c) an executed copy of a certificate of Richard Villa, Chief Financial Officer and Secretary of the Company, dated the date hereof (the "Secretary's Certificate");
- (d) a copy of the Company's Amended and Restated Certificate of Incorporation, as amended, certified by the Secretary of State of the State of Delaware as of January 5, 2021, and certified pursuant to the Secretary's Certificate;
- (e) the form of the Company's Second Amended and Restated Certificate of Incorporation, filed as Exhibit 3.4 to the Registration Statement (the "Amended and Restated Certificate of Incorporation");
- (f) a copy of the Company's Bylaws, as amended and in effect as of the date hereof and certified pursuant to the Secretary's Certificate;
- (g) a copy of certain resolutions of the Board of Directors of the Company adopted on December 22, 2020 and February 25, 2021, certified pursuant to the Secretary's Certificate;
- (h) the form of Underwriting Agreement (the "Underwriting Agreement") proposed to be entered into by and among the Company and Citigroup Global Markets Inc. and Barclays Capital Inc., as representatives of the several underwriters named therein (the "Underwriters"), relating to the sale by the Company to the Underwriters of the Units, filed as Exhibit 1.1 to the Registration Statement;
- (i) the form of Unit certificate to be used to evidence the Units, filed as Exhibit 4.1 to the Registration Statement (the "Unit Certificate");
- (j) the form of Class A common stock certificate, filed as Exhibit 4.2 to the Registration Statement;
- (k) the form of Warrant certificate (the "Warrant Certificate"), filed as Exhibit 4.3 to the Registration Statement;
- (l) the form of Warrant Agreement (the "Warrant Agreement") proposed to be entered into by and between the Company and Continental Stock Transfer & Trust Company, a New York corporation, as warrant agent (the "Warrant Agent"), filed as Exhibit 4.4 to the Registration Statement; and
- (l) a copy of a certificate, dated the date hereof, from the Secretary of State of the State of Delaware with respect to the Company's existence and good standing in the State of Delaware.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinions stated below.

In our examination, we have assumed the genuineness of all signatures, including electronic signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photocopied copies, and the authenticity of the originals of such copies. As to any facts relevant to the opinions stated herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials, including the facts and conclusions set forth in the Secretary's Certificate.

We do not express any opinion with respect to the laws of any jurisdiction other than (i) the laws of the State of New York and (ii) the General Corporation Law of the State of Delaware (all of the foregoing being referred to as "Opined-on Law").

As used herein, "Transaction Documents" means the Underwriting Agreement, the Unit Certificate, the Warrant Certificate and the Warrant Agreement.

Based upon the foregoing and subject to the qualifications and assumptions stated herein, we are of the opinion that:

1. When the Units are delivered by the Company in accordance with the Underwriting Agreement upon payment of the agreed upon consideration therefor, the Unit Certificate will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms under the laws of the State of New York.

2. When the Units are delivered by the Company in accordance with the Underwriting Agreement upon payment of the agreed upon consideration therefor, the shares of Class A Common Stock included in the Units will be validly issued, fully paid and nonassessable, provided that the consideration therefor is not less than \$0.0001 per share.

3. When the Units are delivered by the Company in accordance with the Underwriting Agreement upon payment of the agreed upon consideration therefor, the Warrants included in the Units will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms under the laws of the State of New York.

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March 1, 2021
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The opinions stated herein are subject to the following qualifications:

(a) we do not express any opinion with respect to the effect on the opinions stated herein of any bankruptcy, insolvency, reorganization, moratorium, fraudulent transfer, preference and other similar laws or governmental orders affecting creditors' rights generally, and the opinions stated herein are limited by such laws and by general principles of equity (regardless of whether enforcement is sought in equity or at law);

(b) we do not express any opinion with respect to any law, rule or regulation that is applicable to any party to any Transaction Document or the transactions contemplated thereby solely because such law, rule or regulation is part of a regulatory regime applicable to any such party or any of its affiliates as a result of the specific assets or business operations of such party or such affiliates;

(c) we do not express any opinion with respect to the enforceability of any provision contained in any Transaction Document relating to any indemnification, contribution, non-reliance, exculpation, release, limitation or exclusion of remedies, waiver or other provisions having similar effect that may be contrary to public policy or violative of federal or state securities laws, rules or regulations, or to the extent any such provision purports to, or has the effect of, waiving or altering any statute of limitations;

(d) we have assumed that the Warrant Agreement, when executed and delivered, will constitute the valid and binding obligation of the Warrant Agreement, enforceable against the Warrant Agent in accordance with its terms;

(e) we call to your attention that irrespective of the agreement of the parties to any Transaction Document, a court may decline to hear a case on grounds of forum non conveniens or other doctrine limiting the availability of such court as a forum for resolution of disputes; in addition, we call to your attention that we do not express any opinion with respect to the subject matter jurisdiction of the federal courts of the United States of America in any action arising out of or relating to any Transaction Document;

(f) except to the extent expressly stated in the opinions contained herein, we have assumed that each of the Transaction Documents constitutes the valid and binding obligation of each party to such Transaction Document, enforceable against such party in accordance with its terms; and

(g) to the extent that any opinion relates to the enforceability of the choice of New York law and choice of New York forum provisions contained in the Units or the Warrant Agreement, the opinions stated herein are subject to the qualification that such enforceability may be subject to, in each case, (i) the exceptions and limitations in New York General Obligations Law sections 5-1401 and 5-1402 and (ii) principles of comity and constitutionality.

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March 1, 2021
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In addition, in rendering the foregoing opinions we have assumed that:

(a) neither the execution and delivery by the Company of the Transaction Documents nor the performance by the Company of its obligations thereunder, including the issuance and sale of the Securities, (i) constitutes or will constitute a violation of, or a default under, any lease, indenture, instrument or other agreement to which the Company or its property is subject, (ii) contravenes or will contravene any order or decree of any governmental authority to which the Company or its property is subject, or (iii) violates or will violate any law, rule or regulation to which the Company or its property is subject (except that we do not make the assumption set forth in this clause (iii) with respect to

the Opined-on Law); and

(b) neither the execution and delivery by the Company of the Transaction Documents nor the performance by the Company of its obligations thereunder, including the issuance and sale of the Securities, requires or will require the consent, approval, licensing or authorization of, or any filing, recording or registration with, any governmental authority under any law, rule or regulation of any jurisdiction.

We hereby consent to the reference to our firm under the heading "Legal Matters" in the prospectus forming part of the Registration Statement. We also hereby consent to the filing of this opinion with the Commission as an exhibit to the 462(b) Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the General Rules and Regulations under the Securities Act.

Very truly yours,

/s/ Skadden, Arps, Slate, Meagher & Flom LLP

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of TCW Special Purpose Acquisition Corp. (the "Company") on Form S-1 pursuant to Rule 462(b) under the Securities Act of 1933, as amended, of our report dated February 4, 2021, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, with respect to our audit of the financial statements of TCW Special Purpose Acquisition Corp. as of December 31, 2020 and for the period from December 21, 2020 (inception) through December 31, 2020 appearing in the Registration Statement on Form S-1, as filed with the Securities and Exchange Commission on February 4, 2021 (File No. 333-252775), of TCW Special Purpose Acquisition Corp.

/s/ Marcum llp

Marcum llp
New York, NY
March 1, 2021