

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): April 21, 2021

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

Delaware  
(State or other jurisdiction  
of incorporation)

001-40107  
(Commission  
File Number)

85-4391738  
(I.R.S. Employer  
Identification No.)

865 S. Figueroa St., Suite 1800  
Los Angeles, CA  
(Address of principal executive offices)

90017  
(Zip Code)

(213) 244-0000  
(Registrant's telephone number, including area code)

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))

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Units, each consisting of one share of Class A common stock and one-third of one redeemable warrant	TSPQ.U	The New York Stock Exchange
Class A common stock, par value \$0.0001 per share	TSPQ	The New York Stock Exchange
Redeemable warrants, each whole warrant exercisable for one share of Class A common stock at an exercise price of \$11.50	TSPQ WS	The New York Stock Exchange

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.**

On April 21, 2021, TCW Special Purpose Acquisition Corp. (the "Company") announced that the holders of the Company's units sold in the Company's initial public offering (the "Units") may elect to separately trade the shares of Class A common stock, par value \$0.0001 per share ("Class A Common Stock"), and redeemable warrants included in the Units commencing on April 22, 2021. Each Unit consists of one share of Class A Common Stock and one-third of one redeemable warrant to purchase one share of Class A Common Stock. Any Units not separated will continue to trade on the New York Stock Exchange ("NYSE") under the symbol "TSPQ.U." Any underlying shares of Class A Common Stock and redeemable warrants that are separated will trade on NYSE under the symbols "TSPQ" and "TSPQ WS," respectively. No fractional warrants will be issued upon separation of the Units and only whole warrants will trade. Holders of Units will need to have their brokers contact Continental Stock Transfer & Trust Company, the Company's transfer agent, in order to separate such holders' Units into shares of Class A Common Stock and redeemable warrants.

A copy of the press release issued by the Company announcing the separate trading of the securities underlying the Units is attached hereto as Exhibit 99.1.

This report includes certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including the trading on NYSE of the shares and warrants underlying the units. These forward-looking statements involve many risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements, including, without limitation, general market conditions. These forward-looking statements speak only as of the date of this report, and the Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein to reflect any change in the expectations of the Company with regard thereto or any change in events, conditions or circumstances on which any such statement is based. 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 prospectus related to the Company's initial public offering.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following exhibits are filed with this Form 8-K:

**Exhibit No. Description of Exhibits**

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99.1 [Press Release, dated April 21, 2021.](#)

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**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.

TCW Special Purpose Acquisition Corp.

Date: April 22, 2021

By: /s/ Joseph R. Shaposhnik  
Name: Joseph R. Shaposhnik  
Title: Chief Executive Officer

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FOR IMMEDIATE RELEASE

**TCW Special Purpose Acquisition Corp. Announces the Separate Trading  
of its Class A Common Stock and Redeemable Warrants Commencing April 22, 2021**

LOS ANGELES, CA, April 21, 2021 — TCW Special Purpose Acquisition Corp. (NYSE: TSPQ.U) (the “Company”) today announced that, commencing April 22, 2021, holders of the units sold in the Company’s initial public offering of 46,393,299 units (including 1,393,299 units sold in connection with the partial exercise of the underwriters’ over-allotment option) completed on March 5, 2021, may elect to separately trade the shares of Class A common stock and redeemable warrants included in the units. Those units not separated will continue to trade on the New York Stock Exchange (“NYSE”) under the symbol “TSPQ.U,” and the shares of Class A common stock and redeemable warrants that are separated will trade on NYSE under the symbols “TSPQ” and “TSPQ WS,” respectively. No fractional warrants will be issued upon separation of the units and only whole warrants will trade. Holders of units will need to have their brokers contact Continental Stock Transfer & Trust Company, the Company’s transfer agent, in order to separate the units into shares of Class A common stock and redeemable warrants.

TCW Special Purpose Acquisition Corp. is sponsored by The TCW Group, Inc., a leading global investment management firm headquartered in Los Angeles, California. The Company is a newly organized blank check company formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with a private company. The Company intends to identify, merge with and take public a durable and predictable business well positioned to deliver superior revenue growth.

The units were initially offered by the Company in an underwritten offering. Citigroup Global Markets Inc. and Barclays Capital Inc. acted as joint book-running managers in the offering.

The offering was made only by means of a prospectus, copies of which may be obtained for free from the U.S. Securities and Exchange Commission (the “SEC”) website at [www.sec.gov](http://www.sec.gov) or by contacting Citigroup Global Markets Inc., Attn: Prospectus Department, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, by telephone at (800) 831-9146; and Barclays Capital Inc., c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, telephone: (888) 603-5847 or email: [barclaysprospectus@broadridge.com](mailto:barclaysprospectus@broadridge.com).

A registration statement relating to the securities was declared effective by the SEC on March 1, 2021. 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 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 may include “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including with respect to the anticipated separate trading of the Company’s Class A common stock and redeemable warrants and the pursuit of an initial business combination. All statements other than statements of historical fact included in this press release are forward-looking statements. When used in this press release, words such as “anticipate,” “believe,” “estimate,” “expect,” “intend” and similar expressions, as they relate to us or our management team, identify forward-looking statements. Such forward-looking statements are based on the beliefs of management, as well as assumptions made by, and information currently available to, the Company’s management. Actual results could differ materially from those contemplated by the forward-looking statements as a result of certain factors detailed in the Company’s filings with the SEC. All subsequent written or oral forward-looking statements attributable to us or persons acting on our behalf are qualified in their entirety by this paragraph. 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 relating to the Company’s initial public offering filed with the SEC. The Company undertakes no obligation to update these statements for revisions or changes after the date of this release, except as required by law.

#### **Investor Contact:**

Richard Villa  
Chief Financial Officer, TCW Group and TCW Special Purpose Acquisition Corp.  
Tel: +1-213-244-0099  
Email: [Richard.Villa@tcw.com](mailto:Richard.Villa@tcw.com)

#### **Media Contact:**

Doug Morris  
Head of Communications, TCW Group  
Tel: +1-213-244-0509  
Email: [Doug.Morris@tcw.com](mailto:Doug.Morris@tcw.com)