SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
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X	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
X	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	ddress of Reporting	Person*		er Name and Ticke neart Acquisi			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Barran Tre	evor			<u></u>	<u></u>		X	Director	10% 0	Owner	
(Last) 4218 2ND A	(First) VENUE	(Middle)	3. Date 07/04/	of Earliest Transac 2021	ction (Month/D	ay/Year)	X	Officer (give title below) CHIEF OPERA	below	,	
(Street)				endment, Date of	Original Filed ((Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
MIAMI	FL	33137					X	Form filed by One	e Reporting Pers	on	
(City)	(State)	(Zip)						Form filed by Mo Person	re than One Rep	orting	
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1. Title of Security (Instr. 3) Date				2A. Deemed Execution Date,	3. Transaction	4. Securities Acquired (A Disposed Of (D) (Instr. 3,		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	

(wonth/bay		(Month/Day/Year) (Month/Day/Year) 8)		insu.				Owned Following Reported	(I) (Instr. 4)	Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(
Class A Common Stock	07/04/2021		S		5,000 ⁽¹⁾	D	\$10	0	D		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

			(0.9.,	paro,	ound	,	arrance	s, options,	convorta		111100)				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of Deri Sec Acq (A) o Disp of (I	umber ivative urities uired or cosed D) (Instr. and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(2)	07/04/2021		s			15,000	(2)	(2)	Class A Common Stock	15,000	(2)	0	D	
Warrants to purchase Class A Common Stock	\$11.5	07/04/2021		S			2,500	(3)	(4)	Class A Common Stock	2,500	(1)	0	D	

Explanation of Responses:

1. In connection with Mr. Trevor Barran's resignation as a director and chief operating officer of the issuer, Mr. Barran disposed of all of the issuer's private placement units and Class B Common Stock held by Mr. Barran. Each private placement unit consists of one share of Class A Common Stock and one-half of one warrant, with each whole warrant entitling the holder thereof to purchase one Class A Common Stock at a price of \$11.50 per share, subject to certain adjustments.

2. As described in the issuer's registration statement on Form S-1 (File No. 333-240130) (the "Registration Statement"), the shares of Class B Common Stock will automatically convert into shares of Class A Common Stock at the time of the issuer's initial business combination on a one-for-one basis, subject to certain adjustments described therein and have no expiration date.

3. The warrants become exercisable on the later of (i) 30 days after the completion of the issuer's initial business combination and (ii) August 18, 2021.

4. The warrants expire five years after the completion of the issuer's initial business combination or earlier upon redemption or liquidation, as described in the Registration Statement.

<u>/s/ Trevor Barran</u>	07/07/2021

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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