

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13D

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities

Filing Date: **2021-10-22**  
SEC Accession No. [0001193125-21-305551](#)

([HTML Version](#) on [secdatabase.com](#))

### SUBJECT COMPANY

#### **Appgate, Inc.**

CIK: **1353538** | IRS No.: **203547231** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC 13D** | Act: **34** | File No.: **005-83049** | Film No.: **211341415**  
SIC: **7372** Prepackaged software

Mailing Address  
2333 PONCE DE LEON  
BLVD., SUITE 900  
CORAL GABLES FL 33134

Business Address  
2333 PONCE DE LEON  
BLVD., SUITE 900  
CORAL GABLES FL 33134  
866-524-4782

### FILED BY

#### **BC Partners Holdings Ltd**

CIK: **1709681** | IRS No.: **000000000** | State of Incorporation: **Y7** | Fiscal Year End: **1231**  
Type: **SC 13D**

Mailing Address  
C/O CIE MANAGEMENT II  
LTD HERITAGE HALL  
LE MARCHANT STREET  
ST. PETER PORT Y7  
X0GY14HY

Business Address  
C/O CIE MANAGEMENT II  
LTD HERITAGE HALL  
LE MARCHANT STREET  
ST. PETER PORT Y7  
X0GY14HY  
44 1481 750304

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

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**SCHEDULE 13D**

Under the Securities Exchange Act of 1934  
(Amendment No.    )\*

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**Appgate, Inc.**  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

653243204  
(CUSIP Number)

Jeremy Dale  
c/o Appgate, Inc.  
2333 Ponce De Leon Blvd, Ste 900  
Coral Gables, FL 33134  
866-524-4782

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

October 12, 2021  
(Date of Event Which Requires Filing of This Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box.

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**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1	Names of Reporting Persons SIS Holdings LP	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or Place of Organization Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power 0
	8	Shared Voting Power 117,149,920
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 117,149,920
11	Aggregate Amount Beneficially Owned by Each Reporting Person 117,149,920	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 88.9%	
14	Type of Reporting Person PN	

1	Names of Reporting Persons SIS Holdings GP LLC	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or Place of Organization Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power 0
	8	Shared Voting Power 117,149,920
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 117,149,920
11	Aggregate Amount Beneficially Owned by Each Reporting Person 117,149,920	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 88.9%	
14	Type of Reporting Person OO (Limited Liability Company)	

1	Names of Reporting Persons BCEC - SIS Holdings L.P.	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or Place of Organization Guernsey	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power 0
	8	Shared Voting Power 117,149,920
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 117,149,920
11	Aggregate Amount Beneficially Owned by Each Reporting Person 117,149,920	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 88.9%	
14	Type of Reporting Person PN	

1	Names of Reporting Persons BCEC Management X Limited	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or Place of Organization Guernsey	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power 0
	8	Shared Voting Power 117,149,920
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 117,149,920
11	Aggregate Amount Beneficially Owned by Each Reporting Person 117,149,920	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 88.9%	
14	Type of Reporting Person CO	

1	Names of Reporting Persons CIE Management IX Limited	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or Place of Organization Guernsey	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power 0
	8	Shared Voting Power 117,149,920
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 117,149,920
11	Aggregate Amount Beneficially Owned by Each Reporting Person 117,149,920	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 88.9%	
14	Type of Reporting Person CO	

1	Names of Reporting Persons BC Partners Group Holdings Limited	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or Place of Organization Guernsey	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power 0
	8	Shared Voting Power 117,149,920
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 117,149,920
11	Aggregate Amount Beneficially Owned by Each Reporting Person 117,149,920	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 88.9%	
14	Type of Reporting Person CO	



1	Names of Reporting Persons BC Partners Holdings Limited	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or Place of Organization Guernsey	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power 0
	8	Shared Voting Power 117,149,920
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 117,149,920
11	Aggregate Amount Beneficially Owned by Each Reporting Person 117,149,920	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 88.9%	
14	Type of Reporting Person CO	

1	Names of Reporting Persons Medina Capital Fund II - SIS Holdco, L.P.	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or Place of Organization Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power 0
	8	Shared Voting Power 117,149,920
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 117,149,920
11	Aggregate Amount Beneficially Owned by Each Reporting Person 117,149,920	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 88.9%	
14	Type of Reporting Person PN	

1	Names of Reporting Persons Medina Capital Fund II - SIS Holdco GP, LLC	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or Place of Organization Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power 0
	8	Shared Voting Power 117,149,920
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 117,149,920
11	Aggregate Amount Beneficially Owned by Each Reporting Person 117,149,920	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 88.9%	
14	Type of Reporting Person OO (Limited Liability Company)	

1	Names of Reporting Persons Manuel D. Medina	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or Place of Organization United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power 0
	8	Shared Voting Power 117,149,920
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 117,149,920
11	Aggregate Amount Beneficially Owned by Each Reporting Person 117,149,920	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 88.9%	
14	Type of Reporting Person IN	

**Item 1. Security and Issuer.**

This statement on Schedule 13D (the "Schedule 13D") relates to the shares of Common Stock, par value \$0.001 per share (the "Common Stock"), of Appgate, Inc., a Delaware corporation (the "Issuer"), whose principal executive office is located at 2333 Ponce de Leon Boulevard, Suite 900, Coral Gables, FL 33134.

Prior to the Business Combination (as defined below), the Issuer was known as Newtown Lane Marketing, Incorporated ("Newtown").

**Item 2. Identity and Background.**

The Schedule 13D is being filed by the following persons (each a "Reporting Person" and, collectively, the "Reporting Persons"):

SIS Holdings LP  
SIS Holdings GP LLC  
BCEC - SIS Holdings L.P.  
BCEC Management X Limited  
CIE Management IX Limited  
BC Partners Group Holdings Limited  
BC Partners Holdings Limited  
Medina Capital Fund II - SIS Holdco, L.P.  
Medina Capital Fund II - SIS Holdco GP, LLC  
Manuel D. Medina

Mr. Medina is a citizen of the United States. BCEC-SIS Holdings L.P., BCEC Management X Limited, CIE Management IX Limited, BC Partners Group Holdings Limited and BC Partners Holdings Limited are organized under the laws of Guernsey. The remaining Reporting Persons are organized under the laws of the State of Delaware.

The business address of each of the Reporting Persons except for BC Partners Holdings Limited, BC Partners Group Holdings Limited, BCEC-SIS Holdings L.P., CIE Management IX Limited and BCEC Management X Limited is 2333 Ponce de Leon Blvd, Suite 900, Coral Gables, FL 33134. The business address of BC Partners Holdings Limited and BC Partners Group Holdings Limited is West Wing, Floor 2, Trafalgar Court, Les Banques, St. Peter Port, Guernsey, GY1 4LY. The business address of BCEC-SIS Holdings L.P., CIE Management IX Limited and BCEC Management X Limited is Arnold House PO Box 273 St, Julian's Avenue, St Peter, Port Guernsey GY1 3RD.

The principal business occupation of Mr. Medina is Executive Chairman and director of the Issuer, partner of Medina Capital and director of Cyxtera Technologies, Inc. The other Reporting Persons are principally engaged in managing their investments in securities. Information with respect to the members and officers of BC Partners Holdings Limited (collectively, the "Related Persons"), including the name, business address, present principal occupation or employment and citizenship of each of the Related Persons is listed on the attached Schedule A, which is incorporated herein by reference.

During the last five years, none of the Reporting Persons or Related Persons (i) has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

**Item 3. Source and Amount of Funds or Other Consideration.**

Item 4 below summarizes certain provisions of the Merger Agreement, as defined below, that pertain to the securities acquired by SIS Holdings LP. Following the consummation of the Business Combination (as defined below), SIS Holdings LP's existing securities in Appgate Cybersecurity, Inc. (f/k/a Cyxtera Cybersecurity, Inc. d/b/a AppGate), a Delaware corporation ("Legacy Appgate"), automatically converted into the right to receive 117,149,920 shares of Common Stock.

**Item 4. Purpose of Transaction.**

*Business Combination*

On October 12, 2021 (the "Closing Date"), pursuant to the Agreement and Plan of Reorganization (the "Merger Agreement"), dated as of February 8, 2021, by and among Newtown, Newtown Merger Sub Corp., a Delaware corporation and wholly owned subsidiary of Newtown ("Merger Sub"), and Legacy Appgate, Merger Sub merged with and into Legacy Appgate with Legacy Appgate surviving the merger as a wholly owned subsidiary of Newtown (the "Merger" and, together with the other transactions contemplated by the Merger Agreement, the "Business Combination"). As a result of the Business Combination, the Issuer owns 100% of the outstanding securities of Legacy Appgate as the surviving company in the Merger and each outstanding share of capital stock of Legacy Appgate was cancelled and extinguished and converted into the right to receive shares of Common Stock on a 1-to-234,299.84 basis. As a result, SIS Holdings LP received an aggregate of 117,149,920 shares of Common Stock.

*Letter Agreement*

Prior to the closing of the Transactions, on February 9, 2021, Medina Capital Fund II-SIS Holdco, L.P. and BCEC-Cyxtera Technologies Holdings (Guernsey) L.P. entered into an agreement (the "Letter Agreement") pursuant to which the parties agreed to certain board designation rights, the method of distribution of the consideration received in connection with the Transactions, and coordination for future sales of securities, subject to the conditions set forth therein.

*Registration Rights Agreement*

In connection with the consummation of the Business Combination, Newtown entered into a registration rights agreement (the "Registration Rights Agreement") with SIS Holdings LP and Ironbound Partners Fund, LLC ("Ironbound"), pursuant to which Newtown agreed to grant certain demand, resale and piggyback registration rights to SIS Holdings LP and Ironbound with respect to the Common Stock, subject to the conditions set forth therein.

*Lock-Up Agreement*

In connection with the consummation of the Business Combination, SIS Holdings LP and Ironbound entered into a lock-up agreement (the "Lock-Up Agreement") with Newtown providing that SIS Holdings LP and Ironbound will not transfer any of their shares in the Issuer until the 12-month anniversary of the Closing Date, subject to certain exceptions.

The foregoing descriptions of the Letter Agreement, Registration Rights Agreement and Lock-Up Agreement do not purport to be complete and are qualified in their entirety by reference to the full text of such agreements, which are attached as exhibits to this Schedule 13D and are incorporated herein by reference.

#### *General*

The Reporting Persons acquired the securities described in this Schedule 13D for investment purposes and intend to review their investments in the Issuer on a continuing basis. Any actions the Reporting Persons might undertake may be made at any time and from time to time without prior notice and will be dependent upon the Reporting Persons' review of numerous factors, including, but not limited to: an ongoing evaluation of the Issuer's business, financial condition, operations and prospects; price levels of the Issuer's securities; general market, industry and economic conditions; the relative attractiveness of alternative business and investment opportunities; and other future developments.

The Reporting Persons may acquire additional securities of the Issuer, or retain or sell all or a portion of the securities then held, in the open market or in privately negotiated transactions. In addition, the Reporting Persons may engage in discussions with management, the board of directors, and shareholders of the Issuer and other relevant parties or encourage, cause or seek to cause the Issuer or such persons to consider or explore extraordinary corporate transactions, such as: a merger, reorganization or take-private transaction that could result in the de-listing or de-registration of the Common Stock; sales or acquisitions of assets or businesses; changes to the capitalization or dividend policy of the Issuer; or other material changes to the Issuer's business or corporate structure, including changes in management or the composition of the Issuer's board of directors.

Raymond Svider, Partner and Chairman of BC Partners, Fahim Ahmed, a Partner at BC Partners, and Mr. Medina are each members of the board of directors of the Issuer.

Other than as described above, the Reporting Persons do not currently have any plans or proposals that relate to, or would result in, any of the matters listed in Items 4(a)-(j) of Schedule 13D, although, depending on the factors discussed herein, the Reporting Persons may change their purpose or formulate different plans or proposals with respect thereto at any time.

**Item 5. Interest in Securities of the Issuer.**

(a) - (b)

The following sets forth, as of October 22 2021, the aggregate number of shares of Common Stock and percentage of shares of Common Stock beneficially owned by each of the Reporting Persons, as well as the number of shares of Common Stock as to which each Reporting Person has the sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition of, or shared power to dispose or to direct the disposition of, as of the date hereof, based on 131,793,870 shares of Common Stock following completion of the Business Combination:

<b>Reporting Person</b>	<b>Amount beneficially owned</b>	<b>Percent of class</b>	<b>Sole power to vote or to direct the vote</b>	<b>Shared power to vote or to direct the vote</b>	<b>Sole power to dispose or to direct the disposition</b>	<b>Shared power to dispose or to direct the disposition</b>
SIS Holdings LP	117,149,920	88.9 %	0	117,149,920	0	117,149,920
SIS Holdings GP LLC	117,149,920	88.9 %	0	117,149,920	0	117,149,920
BCEC - SIS Holdings L.P.	117,149,920	88.9 %	0	117,149,920	0	117,149,920
BCEC Management X Limited	117,149,920	88.9 %	0	117,149,920	0	117,149,920
CIE Management IX Limited	117,149,920	88.9 %	0	117,149,920	0	117,149,920
BC Partners Group Holdings Limited	117,149,920	88.9 %	0	117,149,920	0	117,149,920
BC Partners Holdings Limited	117,149,920	88.9 %	0	117,149,920	0	117,149,920
Medina Capital Fund II - SIS Holdco, L.P.	117,149,920	88.9 %	0	117,149,920	0	117,149,920
Medina Capital Fund II - SIS Holdco GP, LLC	117,149,920	88.9 %	0	117,149,920	0	117,149,920
Manuel D. Medina	117,149,920	88.9 %	0	117,149,920	0	117,149,920

SIS Holdings LP is the record holder of 117,149,920 shares of Common Stock.

The general partner of SIS Holdings LP is SIS Holdings GP, LLC., which is managed by a board of directors, a majority of which is appointed by BCEC SIS Holdings L.P. The general partners of BCEC SIS Holdings L.P. are CIE Management IX Limited and BCEC Management X Limited, which are controlled by their boards of directors, which are appointed by BC Partners Group Holdings Limited, which is a majority-owned subsidiary of BC Partners Holdings Limited, which is controlled by Lee Clark, Karen Jamieson, Mark Rodliffe and Nikos Stathopoulos. As a result, each of the foregoing entities may be deemed to share voting and investment power over the shares of Common Stock held by SIS Holdings LP.

Medina Capital Fund II - SIS Holdco, L.P. has the right to nominate certain members of the board of directors of SIS Holdings GP, LLC subject to majority control of the board by BCEC - SIS Holdings L.P. Medina Capital Fund II-SIS Holdco GP, LLC, which is ultimately controlled by Manuel D. Medina, is the general partner of Medina Capital Fund II-SIS Holdco, L.P. As a result, Mr. Medina and each of the foregoing entities may be deemed to share beneficial ownership over securities owned by Medina Capital Fund II - SIS Holdco, L.P., through its interest in SIS Holdings LP.



- (c) Except as described in Item 4, during the past 60 days none of the Reporting Persons or Related Persons has effected any transactions in the Common Stock.
- (d) None.
- (e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

Item 4 above summarizes certain provisions of the Letter Agreement, Registration Rights Agreement and Lock-Up Agreement and is incorporated herein by reference. Copies of such agreements are attached as exhibits to this Schedule 13D and are incorporated herein by reference.

Except as set forth herein, none of the Reporting Persons or Related Persons has any contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to any securities of the Issuer, including but not limited to any contracts, arrangements, understandings or relationships concerning the transfer or voting of such securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

**Item 7. Materials to be Filed as Exhibits**

<u>Exhibit Number</u>	<u>Description</u>
1	<a href="#">Joint Filing Agreement.</a>
2	<a href="#">Letter Agreement, dated February 9, 2021, by and between Medina Capital Fund II-SIS Holdco, L.P. and BCEC-Cyxtera Technologies Holdings (Guernsey) L.P.</a>
3	<a href="#">Registration Rights Agreement, dated October 12, 2021, by and among Newtown Lane Marketing, Incorporated, SIS Holdings LP and Ironbound Partners Fund, LLC (incorporated by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed on October 15, 2021).</a>
4	<a href="#">Lock-Up Agreement, dated October 12, 2021, by and among Newtown Lane Marketing, Incorporated, SIS Holdings LP and Ironbound Partners Fund, LLC (incorporated by reference to Exhibit 10.4 to the Issuer's Current Report on Form 8-K filed on October 15, 2021).</a>

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: October 22, 2021

**SIS Holdings LP**

By: SIS Holdings GP, LLC, its General Partner

By: /s/ Manuel D. Medina

Name: Manuel D. Medina

Title: Chief Executive Officer

**SIS Holdings GP LLC**

By: /s/ Manuel D. Medina

Name: Manuel D. Medina

Title: Chief Executive Officer

**BCEC - SIS Holdings L.P.**

By: /s/ Lee Clark

Name: Lee Clark

Title: Director of the General Partners

**BCEC Management X Limited**

By: /s/ Lee Clark

Name: Lee Clark

Title: Director

**CIE Management IX Limited**

By: /s/ Lee Clark

Name: Lee Clark

Title: Director

**BC Partners Group Holdings Limited**

By: /s/ Lee Clark

Name: Lee Clark

Title: Director

**BC Partners Holdings Limited**

By: /s/ Lee Clark

Name: Lee Clark

Title: Director

**Medina Capital Fund II - SIS Holdco, L.P.**

By: /s/ Manuel D. Medina

Name: Manuel D. Medina

Title: Authorized Signatory

**Medina Capital Fund II - SIS Holdco GP, LLC**

By: /s/ Manuel D. Medina

Name: Manuel D. Medina

Title: Authorized Signatory

/s/ Manuel D. Medina

Name: Manuel D. Medina

**SCHEDULE A**

The name, present principal occupation or employment, business address and citizenship of each of the executive officers and members of BC Partners Holdings Limited are set forth below.

<u>Name</u>	<u>Present Principal Occupation or Employment</u>	<u>Present Principal Business Address</u>	<u>Citizenship</u>
Lee Clark	Non-Executive Director	West Wing, Floor 2, Trafalgar Court, Les Banques, St Peter Port, Guernsey, GY1 4LY	United Kingdom
Karen Jamieson	Corporate Accountant	West Wing, Floor 2, Trafalgar Court, Les Banques, St Peter Port, Guernsey, GY1 4LY	United Kingdom
Mark Rodliffe	Head of Carried Interest Private Equity - BC Partners	West Wing, Floor 2, Trafalgar Court, Les Banques, St Peter Port, Guernsey, GY1 4LY	United Kingdom
Nikos Stathopoulos	Partner - BC Partners	40 Portman Square, London, W1H 6DA, UK	Greece

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that they are jointly filing this statement on Schedule 13D. Each of them is responsible for the timely filing of such statement and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of the 22<sup>nd</sup> day of October, 2021.

**SIS Holdings LP**

By: SIS Holdings GP, LLC, its General Partner

By: /s/ Manuel D. Medina

Name: Manuel D. Medina

Title: Chief Executive Officer

**SIS Holdings GP LLC**

By: /s/ Manuel D. Medina

Name: Manuel D. Medina

Title: Chief Executive Officer

**BCEC - SIS Holdings L.P.**

By: /s/ Lee Clark

Name: Lee Clark

Title: Director of the General Partners

**BCEC Management X Limited**

By: /s/ Lee Clark

Name: Lee Clark

Title: Director

**CIE Management IX Limited**

By: /s/ Lee Clark

Name: Lee Clark

Title: Director

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**BC Partners Group Holdings Limited**

By: /s/ Lee Clark  
Name: Lee Clark  
Title: Director

**BC Partners Holdings Limited**

By: /s/ Lee Clark  
Name: Lee Clark  
Title: Director

**Medina Capital Fund II - SIS Holdco, L.P.**

By: /s/ Manuel D. Medina  
Name: Manuel D. Medina  
Title: Authorized Signatory

**Medina Capital Fund II - SIS Holdco GP, LLC**

By: /s/ Manuel D. Medina  
Name: Manuel D. Medina  
Title: Authorized Signatory

/s/ Manuel D. Medina  
Name: Manuel D. Medina

**Medina Capital Fund II – SIS Holdco, LP**  
c/o Medina Capital Fund II, LLC  
2333 Ponce De Leon Blvd., Suite 900  
Coral Gables, FL 33134

February 9, 2021

**VIA EMAIL**

BCEC-Cyxtera Technologies Holdings (Guernsey) LP.  
650 Madison Avenue, 23<sup>rd</sup> Floor  
New York, New York 10022  
Attention: Fahim Ahmed  
Facsimile: +1 212 891 2899  
Email: [Fahim.Ahmed@bcpartners.com](mailto:Fahim.Ahmed@bcpartners.com)

**Re: Matters Related to Anticipated Public Listing of Cyxtera Entities**

Dear Mr. Ahmed:

Reference is made to (i) that certain Amended and Restated Limited Liability Company Agreement (as the same may be amended, restated, amended and restated, supplemented or otherwise modified to date, the “GP Agreement”) of SIS Holdings GP LLC, a Delaware limited liability company (the “SIS GP”), dated as of May 1, 2017 by and among BCEC-Cyxtera Technologies Holdings (Guernsey) LP (f/k/a BCEC-SIS Holdings (Guernsey) LP) (the “BC Member”), Medina Capital Fund II – SIS Holdco, LP (the “Medina Member”), and the other entities party thereto and (ii) that certain Amended and Restated Limited Partnership Agreement (as the same may be amended, restated, amended and restated, supplemented or otherwise modified to date, the “Partnership Agreement”) of SIS Holdings, LP, dated as of May 1, 2017, by and among SIS GP, as general partner, the BC Member, the Medina Member and the other limited partners party thereto. Capitalized terms used but not defined herein shall have the meanings given to such terms in the GP Agreement or the Partnership Agreement, as applicable.

Each of the two subsidiaries of the Partnership, (1) Cyxtera Technologies, Inc., a Delaware corporation (“Cyxtera”), and (2) Cyxtera Cybersecurity, Inc., a Delaware corporation, d/b/a “Appgate” (“Appgate”), is contemplating a “reverse IPO” transaction in which such subsidiary would be acquired by a publicly traded shell company (with respect to Cyxtera, the “Cyxtera Merger,” with respect to Appgate, the “Appgate Merger”, and each of them, a “Merger”). Upon the consummation of the Cyxtera Merger and the Appgate Merger, as applicable, the Partnership expects to receive equity securities in the respective publicly traded shell company acquiror (with respect to Cyxtera, the “Cyxtera Share Consideration,” with respect to Appgate, the “Appgate Share Consideration,” and, together, the “Share Consideration”) in exchange for its equity interests in the respective sold subsidiary. In connection with the Mergers, the BC Member and the Medina Member hereby agree as follows:

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1. Lock-up of Share Consideration; Distribution of Share Consideration.

- a. Each of the BC Member and the Medina Member acknowledges that the Cyxtera Share Consideration and the Appgate Share Consideration, respectively, may be subject to certain lock-up obligations pursuant to the transaction documentation governing each Merger (in each case, the duration of such lock-up obligations, the “Applicable Holding Period”).
- b. In respect of each Merger, following the later to occur of (i) the twelve (12) month anniversary of such Merger, and (ii) the expiration of the Applicable Holding Period applicable to the Share Consideration received by the Partnership in such Merger, if the Medina Member requests that the Partnership distribute the Share Consideration applicable to such Merger then held by the Partnership, each of the BC Member and the Medina Member shall use its commercially reasonable efforts to cause the Partnership to, as promptly as practicable, distribute such Share Consideration in accordance with Section 7.1 of the Partnership Agreement.
- c. For the avoidance of doubt, subject to compliance with the transaction documentation governing each Merger, the BC Member may take such actions to cause the Partnership to distribute any Share Consideration in accordance with Section 7.1 of the Partnership Agreement in its discretion. The BC Member and the Medina Member will discuss and consider in good faith appropriate limitations on dispositions of the Share Consideration by the Partnership that are not distributions thereof in accordance with Section 7.1 of the Partnership Agreement.

2. Board Designation Rights. For so long as the Partnership has the right, pursuant to the stockholders agreement to be entered into at the time of the consummation of the Cyxtera Merger, to designate three (3) directors in its sole discretion (i.e., not subject to the consent of another party to that stockholders agreement) to the board of directors of Cyxtera acquiror, Manuel D. Medina or another individual designated by the Medina Member and reasonably consented to by the BC Member shall be designated as one (1) of such three (3) board seats allocated to the Partnership. The BC Member and the Medina Member will discuss and consider in good faith appropriate mechanics to allow the Medina Member to designate one (1) member to the board of directors of the Cyxtera acquiror based on its shareholdings relative to the BC Member’s shareholdings in circumstances where the Partnership has the right to designate less than three (3) directors. For so long as (x) the BC Member has the ability (by agreement or by virtue of its shareholdings) to designate at least a majority of the members to the Appgate acquiror board and (y) designees of the BC Member (for the avoidance of doubt, not including any individuals designated, directly or indirectly, by the Medina Member) constitute a majority of the members of the Appgate acquiror board, each of the BC Member and the Medina Member shall use its commercially reasonable efforts such that: (I) Manuel D. Medina or another individual designated by the Medina Member and reasonably consented to by the BC Member shall be designated to hold a board seat at Appgate acquiror, until such time as the Medina Member ceases to own, directly or indirectly, equity securities representing 5% or greater of the outstanding equity securities of Appgate and (II) an individual designated by the Beach Point Investors will be permitted to serve as a non-voting observer of the board of directors of Appgate acquiror (subject to the conditions and limitations contained in the GP Agreement, as the same may be amended, restated, amended and restated, supplemented or otherwise modified from time to time).



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3. Sell-Down Coordination Provisions. During the one year period following the distribution of the applicable Share Consideration by the Partnership, each of the BC Member and the Medina Member will (and will cause its respective Affiliates holding Share Consideration to) coordinate any Covered Sales (as defined below) in accordance with the following principles:
- Provision of at least 2 business days' notice of intention to transfer;
- In respect of each such notice, subject such sales to customary sell-down coordination (e.g., limitations on relative amount of shares and customary time/windows restrictions, with appropriate limitation thresholds and customary exceptions to be agreed); and
- The parties will ensure compliance with Rule 144 in connection with any transfers for value conducted in accordance with Rule 144.
- "Covered Sales" means any sale of Share Consideration for value, whether or not pursuant to a registration statement, other than a sale in a firm commitment or "best efforts" underwritten offering.
4. Definitive Documentation. Each of the BC Member and the Medina Member shall use its commercially reasonable efforts to enter into, or cause the amendment of, any relevant agreements (including the Partnership Agreement and GP Agreement) governing the ownership of securities of and control and governance of Cyxtera acquiror and Appgate acquiror (excluding, for the avoidance of doubt, the organizational documents of the Appgate acquiror and the Cyxtera acquiror, such definitive documentation "Effecting Agreements"), concurrently with the earlier of the consummation of the Cyxtera Merger or the Appgate Merger, as applicable, to: (a) give effect to the principles contained in this letter agreement, and (b) as reasonably necessary to reflect the ownership by the Partnership of equity securities of one or more publicly traded companies (including with respect to the transferability of subsidiary interests, preemptive rights on security issuances by subsidiaries, management of subsidiaries and distributions) rather than the ownership of companies that are operating businesses.
5. Further Assurances. It being understood and agreed that that this letter agreement sets forth the intentions of the parties with respect to the subject matter contained herein. Following the date hereof, the parties shall negotiate in good faith in order to finalize and enter into the Effecting Agreements reflecting the principles set forth in this letter agreement. Without limiting the foregoing, the parties shall take such actions necessary to cause the SIS GP and/or the Partnership to give effect to the provisions of this letter agreement and the intent of the parties hereunder.

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6. Miscellaneous. The provisions of Sections 13.1, 13.4, 13.6, 13.7, 13.9 and 13.11 of the GP Agreement shall apply to this letter agreement, mutatis mutandis. This letter agreement may only be amended or modified only with the prior written consent of both the BC Member and the Medina Member. Nothing expressed or mentioned in this letter agreement is intended or shall be construed to give any Person other than the BC Member and Medina Member any legal or equitable right, remedy or claim under, in or in respect of this letter agreement or any provision herein contained.

*[Remainder of page left intentionally blank]*

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Sincerely yours,

**MEDINA CAPITAL FUND II – SIS HOLDCO, LP**

By: MEDINA CAPITAL FUND II – SIS HOLDCO GP,  
LLC, its General Partner

By: MEDINA CAPITAL FUND II, LLC, its Managing  
Member

By: /s/ Manuel D. Medina  
Name: Manuel D. Medina  
Title: Authorized Signatory

Executed and Agreed to as of February 9, 2021

**BCEC-CYXTERA TECHNOLOGIES HOLDINGS (GUERNSEY) LP**

By: /s/ Matthew Elston

By: /s/ Paul Keltie

By: /s/ Caroline Bateman

*[Signature Page to Letter Agreement re:  
Matters Related to Anticipated Public Listing of Cyxtera Entities]*