

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

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DD3 Acquisition Corp.

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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): **September 23, 2019**

DD3 Acquisition Corp.

(Exact name of registrant as specified in its charter)

British Virgin Islands
(State or other jurisdiction
of incorporation)

001-38700
(Commission File Number)

N/A
(I.R.S. Employer
Identification No.)

c/o DD3 Mex Acquisition Corp
Pedregal 24, 4th Floor
Colonia Molino del Rey, Del. Miguel Hidalgo
Mexico City, Mexico
(Address of principal executive offices)

11040
(Zip Code)

+52 (55) 8647-0417
(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 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 Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Units, each consisting of one Ordinary Share and one Warrant	DDMXU	The Nasdaq Stock Market LLC
Ordinary Shares, no par value per share	DDMX	The Nasdaq Stock Market LLC
Warrants, each warrant exercisable for one Ordinary Share at an exercise price of \$11.50	DDMXW	The Nasdaq Stock Market LLC

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 1.01. Entry into a Material Definitive Agreement.

As previously disclosed, on August 2, 2019, DD3 Acquisition Corp., a British Virgin Islands company (“DD3”) entered into a Combination and Stock Purchase Agreement (the “Agreement”) with Campalier, S.A. de C.V., a Mexican *sociedad anónima de capital variable* (“Campalier”), Promotora Forteza, S.A. de C.V., a Mexican *sociedad anónima de capital variable* (“Forteza”), Strevo, S.A. de C.V., a Mexican *sociedad anónima de capital variable* (“Strevo”, and together with Campalier and Forteza, the “Sellers”), Betterware de México, S.A. de C.V., a Mexican *sociedad anónima de capital variable* (“Betterware”), BLSM Latino América Servicios, S.A. de C.V., a Mexican *sociedad anónima de capital variable* (“BLSM”), and, solely for the purposes set forth in Article XI of the Agreement, DD3 Mex Acquisition Corp, S.A. de C.V., a Mexican *sociedad anónima de capital variable* (“DD3 Mexico”), pursuant to which DD3 agreed to merge with and into Betterware in a business combination (the “Transaction”) that will result in Betterware surviving the merger and BLSM becoming a wholly-owned subsidiary of Betterware.

On September 23, 2019, DD3, the Sellers, Betterware, BLSM and DD3 Mexico entered into an Amendment Agreement to the Combination and Stock Purchase Agreement (the “Amendment”). Pursuant to the Amendment, the definition of “Companies Valuation” under Article I of the Agreement was revised to eliminate the inclusion of Net Debt (as defined in the Agreement) in such valuation. Other than as modified pursuant to the Amendment, the Agreement remains in full force and effect.

The foregoing descriptions of the Amendment and the Agreement do not purport to be complete and are qualified in their entirety by reference to the full text of the Amendment, a copy of which is filed with this Current Report on Form 8-K as Exhibit 2.1 and is incorporated herein by reference, and of the Agreement, a copy of which was filed as Exhibit 2.1 to the Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission (the “SEC”) by DD3 on August 8, 2019 and is incorporated herein by reference.

Item 8.01. Other Events.

In connection with the Transaction, on September 27, 2019, Betterware filed a registration statement on [Form F-4](#) (File No. 333-233982) (the “Registration Statement”) with the SEC, which includes a preliminary proxy statement of DD3 that constitutes a preliminary prospectus of Betterware.

Additional Information

In connection with the proposed Transaction, the Registration Statement was filed with the SEC that includes a preliminary proxy statement of DD3 that also constitutes a preliminary prospectus of Betterware in respect of the securities to be issued in the Transaction. DD3 will mail a definitive proxy statement/prospectus and other relevant documents to the shareholders of DD3. Shareholders of DD3 and other interested persons are advised to read, when available, the preliminary proxy statement/prospectus, and amendments thereto, and definitive proxy statement/prospectus in connection with DD3’s solicitation of proxies for the special meeting to be held to approve the Transaction because these documents will contain important information about DD3, Betterware and the Transaction. The definitive proxy statement/prospectus will be mailed to shareholders of DD3 as of a record date to be established for voting on the Transaction. Shareholders will also be able to obtain copies of the proxy statement/prospectus, without charge, once available, at the SEC’s Internet site at <http://www.sec.gov> or by directing a request to: DD3 Acquisition Corp., c/o DD3 Mex Acquisition Corp, Pedregal 24, 4th Floor, Colonia Molino del Rey, Del. Miguel Hidalgo, 11040 Mexico City, Mexico, or by calling +52 (55) 8647-0417.

Participants in the Solicitation

DD3, Betterware and their respective directors and executive officers may be considered participants in the solicitation of proxies with respect to the proposed Transaction under the rules of the SEC. Information about the directors and executive officers of DD3 is set forth in its Annual Report on Form 10-K for the year ended June 30, 2019, which was filed with the SEC on September 20, 2019.

Additional information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of the shareholders in connection with the proposed Transaction will be set forth in the definitive proxy statement/prospectus for the Transaction when available. These documents can be obtained free of charge from the sources indicated above.

Non-Solicitation

This communication is not a proxy statement or solicitation of a proxy, consent or authorization with respect to any securities or in respect of the proposed Transaction and shall not constitute an offer to sell or a solicitation of an offer to buy the securities of DD3 or Betterware, nor shall there be any sale of any such 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 such state or jurisdiction. No offer of securities shall be made except by means of a definitive document.

Forward-looking Statements

This communication includes certain statements that are not historical facts but are forward-looking statements for purposes of the safe harbor provisions under the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements generally are accompanied by words such as “believe,” “may,” “will,” “estimate,” “continue,” “anticipate,” “intend,” “expect,” “should,” “would,” “plan,” “predict,” “potential,” “seem,” “seek,” “future,” “outlook,” and similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements include, but are not limited to, statements regarding projections, estimates and forecasts of revenue and other financial and performance metrics and projections of market opportunity and expectations, and the closing of the proposed Transaction. These statements are based on various assumptions and on the current expectations of DD3 and Betterware management and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by any investor as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond the control of DD3 and Betterware. These forward-looking statements are subject to a number of risks and uncertainties, including changes in Betterware’s clients’ preferences, prospects and the competitive conditions prevailing in the industries in which Betterware operates; the inability of the parties to successfully or timely consummate the proposed Transaction, including the risk that any required regulatory approvals are not obtained, are delayed or are subject to unanticipated conditions that could adversely affect the combined company or the expected benefits of the proposed Transaction or that the approval of the shareholders of DD3 for the proposed Transaction is not obtained; failure to realize the anticipated benefits of the proposed Transaction, including as a result of a delay in consummating the proposed Transaction or a delay or difficulty in integrating the businesses of DD3 and Betterware; the amount of redemption requests made by DD3’s shareholders; the ability to meet Nasdaq’s listing standards following the consummation of the proposed Transaction; those factors discussed in DD3’s Annual Report on Form 10-K for the year ended June 30, 2019 under the heading “Risk Factors,” and other documents of DD3 filed, or to be filed, with the SEC. If the risks materialize or assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks that neither DD3 nor Betterware presently know or that DD3 and Betterware currently believe are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements reflect DD3’s and Betterware’s expectations, plans or forecasts of future events and views as of the date of this Current Report on Form 8-K. DD3 and Betterware anticipate that subsequent events and developments will cause DD3’s and Betterware’s assessments to change. However, while DD3 and Betterware may elect to update these forward-looking statements at some point in the future, DD3 and Betterware specifically disclaim any obligation to do so. These forward-looking statements should not be relied upon as representing DD3’s and Betterware’s assessments as of any date subsequent to the date of this Current Report on Form 8-K. Accordingly, undue reliance should not be placed upon the forward-looking statements.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit</u>
<u>2.1</u>	<u>Amendment Agreement to the Combination and Stock Purchase Agreement, dated as of September 23, 2019, by and among DD3 Acquisition Corp., Campalier, S.A. de C.V., Promotora Forteza, S.A. de C.V., Strevo, S.A. de C.V., Betterware de México, S.A. de C.V., BLSM Latino América Servicios, S.A. de C.V., and DD3 Mex Acquisition Corp, S.A. de C.V.</u>

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.

DD3 ACQUISITION CORP.

By: /s/ Martin Werner

Name: Martin Werner

Title: Chief Executive Officer

Date: September 27, 2019

**AMENDMENT AGREEMENT
TO THE COMBINATION AND STOCK PURCHASE AGREEMENT**

This Amendment Agreement to the Combination and Stock Purchase Agreement (this “***Amendment Agreement***”) is entered into effective as of September 23rd, 2019 in connection with that certain Combination and Stock Purchase Agreement dated as of August 2, 2019 (the “***BCA***”) by and among DD3 Acquisition Corp., a British Virgin Islands company, as buyer (“***Buyer***”), Campalier, S.A. de C.V., a Mexican *sociedad anónima de capital variable* (“***Campalier***”), Promotora Forteza, S.A. de C.V., a Mexican *sociedad anónima de capital variable* (“***Forteza***”), and Strevo, S.A. de C.V., a Mexican *sociedad anónima de capital variable* (“***Strevo***”), and together with Campalier and Forteza, “***Sellers***”), Betterware de México, S.A. de C.V., a Mexican *sociedad anónima de capital variable* (“***BWM***”), BLSM Latino América Servicios, S.A. de C.V., a Mexican *sociedad anónima de capital variable* (“***BLSM***”), and together with BWM, the “***Companies***”), and DD3 Mex Acquisition Corp., S.A. de C.V., (“***DD3 Mexico***” or “***Buyer’s Representative***”). All capitalized terms not otherwise defined herein shall have the meanings ascribed thereto under the BCA.

WHEREAS, pursuant to Section 12.4 of the BCA, the BCA may be amended or modified by an instrument in writing signed by the party against which such amendment or waiver is sought to be enforced.

NOW, THEREFORE, in consideration of the agreements contained herein, the parties hereto hereby agree as follows:

FIRST. The term “Companies Valuation” included under Article I of the BCA is hereby amended and restated in its entirety to read as follows:

“Companies Valuation” means the amount of \$317,000,000 (three hundred and seventeen million dollars).

SECOND. This Amendment Agreement shall be governed and interpreted in accordance with the Federal Laws of Mexico.

THIRD. For everything related to the interpretation and compliance of this Amendment Agreement, the parties expressly submit to the jurisdiction and competence of the courts located in Mexico City, México, waiving to any other jurisdiction that may correspond by reason of their current or future domicile.

FOURTH. Except as otherwise provided in this Amendment Agreement, all of the provisions of the BCA shall remain in full force and effect.

FIFTH. This Amendment Agreement may be executed and delivered in one or more counterparts, and by the different parties in separate counterparts, each of which when executed shall be deemed to be an original, but all of which taken together shall constitute one and the same agreement.

[INTENTIONALLY LEFT BLANK SIGNATURE PAGES FOLLOW]

DD3 Mex Acquisition Corp., S.A. DE
C.V.

/s/ Martín Máximo Werner Wainfeld
Name: Martín Máximo Werner Wainfeld
Title: Attorney-in-fact

DD3 Acquisition Corp.

/s/ Martín Máximo Werner Wainfeld
Name: Martín Máximo Werner Wainfeld
Title: Attorney-in-fact

Signature page to the AMENDMENT AGREEMENT TO THE COMBINATION AND STOCK PURCHASE AGREEMENT by DD3 Acquisition Corp., as buyer; Campalier, S.A. de C.V., Promotora Forteza, S.A. de C.V., and Strevo, S.A. de C.V., as sellers; Betterware de México, S.A. de C.V., BLSM Latino América Servicios, S.A. de C.V., and DD3 Mex Acquisition Corp., S.A. de C.V., dated as of September 23rd, 2019

Campalier, S.A. DE C.V.

/s/ Luis Germán Campos Orozco

Name: Luis Germán Campos Orozco

Title: Attorney-in-fact

Strevo, S.A. DE C.V.

/s/ Luis Germán Campos Orozco

Name: Luis Germán Campos Orozco

Title: Attorney-in-fact

Betterware de México, S.A. DE C.V.

/s/ Luis Germán Campos Orozco

Name: Luis Germán Campos Orozco

Title: Attorney-in-fact

BLSM Latino América Servicios, S.A.
DE C.V.

/s/ Luis Germán Campos Orozco

Name: Luis Germán Campos Orozco

Title: Attorney-in-fact

Signature page to the AMENDMENT AGREEMENT TO THE COMBINATION AND STOCK PURCHASE AGREEMENT by DD3 Acquisition Corp., as buyer; Campalier, S.A. de C.V., Promotora Forteza, S.A. de C.V., and Strevo, S.A. de C.V., as sellers; Betterware de México, S.A. de C.V., BLSM Latino América Servicios, S.A. de C.V., and DD3 Mex Acquisition Corp., S.A. de C.V., dated as of September 23rd, 2019

Promotora Forteza, S.A. DE C.V.

/s/ Bernardo Luis Guerra Treviño

Name: Bernardo Luis Guerra Treviño

Title: Attorney-in-fact

Promotora Forteza, S.A. DE C.V.

/s/ Daniel Valdez Franco

Name: Daniel Valdez Franco

Title: Attorney-in-fact

Signature page to the AMENDMENT AGREEMENT TO THE COMBINATION AND STOCK PURCHASE AGREEMENT by DD3 Acquisition Corp., as buyer; Campalier, S.A. de C.V., Promotora Forteza, S.A. de C.V., and Strevo, S.A. de C.V., as sellers; Betterware de México, S.A. de C.V., BLSM Latino América Servicios, S.A. de C.V., and DD3 Mex Acquisition Corp., S.A. de C.V., dated as of September 23rd, 2019
