

US De-SPAC & SPAC data & statistics roundup

Overview

Welcome to the White & Case US SPACs Data Hub, which provides a quarterly review and analysis of key drivers and trends behind US SPAC IPOs and De-SPAC activity.

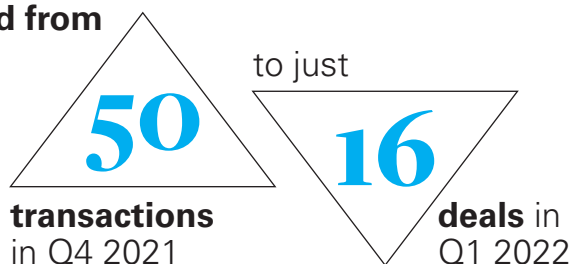
US De-SPAC M&A:

US De-SPAC deal value is down
US\$147 bn 
versus the boom in Q1 2021.

US De-SPAC M&A deal value totaled US\$8.13 billion from 16 De-SPAC deals in Q1 2022. This was significantly lower than the record US\$155.43 billion of De-SPAC deal value from 81 deals reported at the peak of the SPAC boom in Q1 2021.

After a record period of SPAC activity in 2021, a combination of high public shareholder redemption rates, weak share price performance following some De-SPAC deals and a weak PIPE market, along with increased regulatory scrutiny, has prompted the slowdown.

De-SPAC deal volume
dropped from



On a quarter-by-quarter basis, De-SPAC deal volume dropped from 50 transactions in Q4 2021 to just 16 deals in Q1 2022.

This represented the lowest quarterly De-SPAC deal volume recorded since Q2 2020.

Quarter-on-Quarter De-SPAC deal value
dropped from

US\$54.59 bn

in Q4 2021 to US\$8.13 billion in Q1 2022.

Quarter-on-quarter De-SPAC deal value dropped from US\$54.59 billion in Q4 2021 to US\$8.13 billion in Q1 2022.

De-SPAC deal value in Q1 2022 was the lowest recorded since Q2 2020.

US SPAC IPOs:

Only

53

new SPAC IPOs in the US during the first quarter of the year

down from the record **US\$93.27 bn**

raised over the same period in 2021.

After cresting unprecedented highs in 2021, the US SPAC IPO market slowed materially in Q1 2022.

There were only 53 new SPAC IPOs raising US\$8.89 billion in the US during the first quarter of the year, down from the record US\$93.27 billion raised from 298 SPAC IPOs over the same period in 2021.

Quarter-on-Quarter US SPAC IPO volume dropped from

163

IPOs in Q4 2021

to

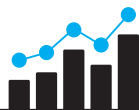
53

IPOs in Q1 2022

Quarter-on-quarter US SPAC IPO volume dropped from 163 IPOs in Q4 2021 to 53 IPOs in Q1 2022.

Proceeds slid from US\$32.88 billion in Q4 2021 to US\$8.89 billion in Q1 2022. This represented the slowest quarter for US SPAC IPO volumes and proceeds since Q2 2020.

Nasdaq



is the stock exchange of choice for SPAC sponsors, with 42 of the 53 US SPAC IPOs in Q1 2022 listing on Nasdaq.

Nasdaq remained the stock exchange of choice for SPAC sponsors, with 42 of the 53 US SPAC IPOs in Q1 2022 listing on Nasdaq.

The Nasdaq market share of US SPAC IPO activity increased from 70 percent in 2021 to 79 percent in Q1 2022. This is partially driven by the lower capital raise requirement on Nasdaq vs. the NYSE.

US De-SPAC M&A data

These statistics track the De-SPAC mergers involving a US target from January 1, 2019 to March 31, 2022.

Annual summary of De-SPAC transactions

This chart shows US De-SPACs in the US by volume and value between January 2019 to March 2022.

January 1, 2019 to March 31, 2022

Rank date	Number of deals	Market share %
2019	26	7
2020	92	26
2021	213	62
2022	16	5
Industry Total	347	100

Source: Refinitiv, an LSEG business

Quarterly summary of De-SPAC transactions in the US

This chart shows US De-SPACs in the US by volume and value between January 2019 to March 2022.

January 1, 2019 to March 31, 2022

Rank date	Number of deals	Market share %
Q1 2019	3	0.9
Q2 2019	4	1.2
Q3 2019	11	3.2
Q4 2019	8	2.3
Q1 2020	4	1.2
Q2 2020	9	2.6
Q3 2020	34	9.8
Q4 2020	45	13.0
Q1 2021	81	23.3
Q2 2021	47	13.5
Q3 2021	35	10.1
Q4 2021	50	14.4
Q1 2022	16	4.6
Industry Total	347	100

Source: Refinitiv, an LSEG business

Number of De-SPAC deals in the US by target industry

This chart shows US De-SPACs in the US by volume, value and target industry between January 2022 to March 2022
January 1, 2022 to March 31, 2022

Target macro industry	Number of deals	Market share %	Deal value (US\$M)
Healthcare	8	50	4,097.30
High Technology	4	25	1,474.00
Financials	2	13	184.89
Industrials	1	6	566.00
Materials	1	6	1,817.00
Industry Total	16	100	8,139.18

Source: Refinitiv, an LSEG business

De-SPAC M&A: Sectors in focus

Healthcare

Top-three largest De-SPAC deals:

- Social Capital Suvretta III acquired ProKidney in a US\$1.92 billion deal
- Avista Public Acquisition Corp. II backed OmniAB in a transaction valued at US\$999 million
- Calidi Biotherapeutics agreed a US\$400 million deal with Edoc Acquisition Corp.

The healthcare sector emerged as the largest for US De-SPAC deals by volume and value in Q1 2022, surpassing the technology sector, which led De-SPAC deal activity rankings in 2021.

There were eight De-SPAC deals involving healthcare targets during the first three months of 2022, accounting for half of overall De-SPAC deal volumes in the US over the period. Healthcare De-SPAC deal value of US\$4.10 billion also accounted for half of overall De-SPAC deal value in Q1 2022.

The focus on healthcare De-SPAC deals has tracked the wider M&A market, where healthcare has remained a popular sector for dealmakers. Global healthcare M&A value climbed by 44 percent in 2021, according to Bain & Company, with momentum carrying into 2022 as acquirers sought out targets that will deliver revenue synergies, unlock overseas growth and bring in enhanced capabilities¹.

The largest healthcare De-SPAC transaction saw Social Capital Suvretta III agree to acquire ProKidney in a deal valued at US\$1.92 billion. Led by serial SPAC sponsor and dealmaker Chamath Palihapitiya, the Social Capital Suvretta III deal will provide ProKidney with funding for ongoing development of a treatment for chronic kidney disease using cells from a patient's own body².

In the second-largest De-SPAC deal in the sector in Q1 2021, Avista Public Acquisition Corp II, a SPAC managed by private equity firm Avista Capital Partners, announced the acquisition of OmniAB in a deal valued at US\$999 million. The deal will see Ligand Pharmaceuticals, which has built up antibody discovery platform OmniAB, combine with the Avista SPAC to become a public company and rename itself as OmniAB³.

Edoc Acquisition Corp. fronted the third-largest healthcare De-SPAC deal of the year, agreeing a US\$400 million deal with Calidi Biotherapeutics, a Californian clinical stage biotechnology company⁴.

Technology

Top-three largest De-SPAC deals:

- Social Capital Suvretta Holdings backed Akili Interactive Labs in a US\$577.2 billion deal
- Wag Labs agreed a US\$446.85 billion deal with CHW Acquisition Corp.
- FOXO Technologies to be acquired by in a US\$310 million deal by Brilliant Acquisition Corp.

The technology sector, which accounted for more than a quarter of De-SPAC deals in the US in 2021, dropped down a slot in the US De-SPAC sector deal rankings in the first quarter of 2022.

Despite sliding from the top spot, the technology space still delivered 25 percent of overall De-SPAC deal volume, with the four deals in the sector ranking technology as the second most active by De-SPAC deal volume.

By De-SPAC deal value, technology was the third largest during Q1 2022, with US\$1.47 billion of deals over the period, ranking the sector behind healthcare and materials.

De-SPAC deal activity in the technology sector has mirrored a wider tapping down of technology M&A, which dominated dealmaking through 2020 and 2021. A drop in technology stock market valuations early in 2022⁵ prompted M&A investors to pause, take stock of technology valuations⁶ and reassess portfolio exposure to the sector.

Strong profitability and favorable long-term growth fundamentals, however, meant technology assets continued to attract interest from SPAC sponsors.

In the largest De-SPAC technology deal in Q1 2022, Social Capital Suvretta Holdings, a SPAC led by Chamath Palihapitiya, agreed to acquire Akili Interactive Labs in a US\$577.2 billion deal.

Akili is a startup focused on the development of technology-led cognitive therapies. The company has pioneered the use of digital tools to treat children diagnosed with attention deficit disorder (ADHD)⁷.

CHW Acquisition Corp. led the second largest technology De-SPAC deal of the quarter, announcing a combination with Wag Labs in a US\$446.85 billion transaction. Wag Labs is the developer of a dog-walking app that can accept cryptocurrency payments for dog walking, pet sitting, dog training and veterinary services⁸.

Brilliant Acquisition Corp. rounded off the top De-SPAC technology deals with its US\$310 million deal for FOXO Technologies, a company that makes use of AI and genetics technology to compile data for underwriting life insurance⁹.

Financials

Largest De-SPAC deals:

- Abri SPAC I Inc. to acquire Apify Group for US\$530 million¹⁰
- SHF LLC backed by Northern Lights Acquisition Corp in a US\$184.89 billion deal

There were only two US De-SPAC deals in financials in Q1 2022, but the sector still ranked as the third most active by deal volume during the quarter.

The two deals in the space, however, were only valued at a combined US\$714.89 billion, ranking financials as only the fourth-largest sector by deal value.

In the largest De-SPAC deal in financials, the SPAC Abri, headed by chairman Jeffrey Tirman, announced the acquisition of Apify in a De-SPAC deal valuing the target at approximately US\$530 million. Apify is a multi-exchange digital asset trading network based in New York. The company has built a system that can connect disparate digital asset and cryptocurrency marketplaces into a single platform¹¹.

The second-largest financials De-SPAC deal in Q1 2022 saw Northern Lights Acquisition Corp. agree to pay US\$184.89 billion to acquire SHF. Launched in 2015, SHF, known as Safe Harbor Financial, is a provider of banking and financial services to the nascent US cannabis industry. The deal with the Northern Lights SPAC will see SHF carved out from a subsidiary of the Partner Colorado Credit Union (PCCU)¹².

Northern Lights, co-led by John Darwin and Joshua Mann, was drawn to SHF because of its unique position as one of the few multi-state financial services providers with the capability to navigate the highly regulated cannabis banking industry¹³.

Materials

Largest De-SPAC deal:

- ACMI Acquisition Corp. to acquire LanzaTech NZ Inc in a deal valued at US\$1.82 billion

ACMI Acquisition Corp. II's US\$1.82 billion deal for LanzaTech was the only De-SPAC deal in the materials sector during Q1 2022, but sizeable enough to rank materials as the second largest by deal value over the quarter.

Founded in 2005, Illinois-based LanzaTech focuses on using data analytics and biology to recycle carbon waste and develop climate-friendly industrial materials and fuels. Customers include consumer giants Unilever and Coty, who make use of the company's technology and services, which trap waste gas and use bacteria to repurpose waste material for making chemicals and other products¹⁴.

Partnering with SPACs has proven popular with other climate-focused startups as a route to public markets, providing a more flexible option for these businesses than a traditional IPO process.¹⁵

Industrials

Largest De-SPAC deal:

- Nogin Inc agreed a US\$566 billion deal with Software Acquisition Group Inc. III

Only one De-SPAC deal involving an industrials business went ahead in Q1 2022, with the sector ranking as the smallest by De-SPAC deal value too.

Software Acquisition Group announced the acquisition of Nogin in a De-SPAC deal valued at US\$566 million. Nogin has developed a cloud-based platform that allows merchants to harness all the benefits and capabilities of e-commerce without having to invest in any underlying infrastructure¹⁶.

The low volume of industrials De-SPAC deals in Q1 2022 stands in contrast to 2021, when the industrials sector was the third largest by deal value and accounted for just under 15 percent of overall US De-SPAC deal volume.

Supply chain bottlenecks, rising inflation and higher wage costs have seen dealmakers step back from industrials M&A to assess the implications of these macro-trends on valuations and the sector's long-term profitability.

De-SPAC M&A figures and coverage include both announced and completed transactions.

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- 1 <https://www.bain.com/insights/healthcare-m-and-a-report-2022/>
 - 2 https://www.business-standard.com/article/companies/palihapitiya-s-spac-to-merge-with-prokidney-in-2-6-billion-deal-122011801371_1.html
 - 3 <https://www.pharmaceutical-technology.com/news/ligand-merger-agreement-avista/>
 - 4 <https://www.globenewswire.com/news-release/2022/02/02/2377913/0/en/Calidi-Biotherapeutics-and-Edoc-Acquisition-Corp-Agree-to-Merge-and-Create-a-Publicly-Listed-Clinical-Stage-Biotechnology-Company-Utilizing-Stem-Cell-Based-Platforms-to-Revolutioni.html>
 - 5 <https://www.ft.com/content/47c9ec9f-e86e-427e-8a50-34e4a6757852>.
See par 9
 - 6 <https://www.spglobal.com/marketintelligence/en/news-insights/latest-news-headlines/technology-m-a-values-dive-in-q1-even-as-volumes-hit-record-69640670>
 - 7 <https://www.bloomberg.com/news/articles/2022-01-08/palihapitiya-led-spac-said-to-discuss-akili-interactive-deal>
 - 8 <https://www.reuters.com/legal/transactional/pet-care-company-wag-labs-go-public-via-350-mln-spac-deal-2022-02-03/>
 - 9 <https://www.bloomberg.com/news/articles/2022-02-24/life-insurance-genetics-startup-foxo-said-to-go-public-via-spac>
 - 10 <https://www.businesswire.com/news/home/20220127005319/en/Apify-Group-Inc.-a-Cross-Exchange-Global-Digital-Asset-Trading-Platform-Announces-Plans-to-List-on-NASDAQ-via-Merger-with-Abri-SPAC-I-Inc>
 - 11 <https://www.businesswire.com/news/home/20220127005319/en/Apify-Group-Inc.-a-Cross-Exchange-Global-Digital-Asset-Trading-Platform-Announces-Plans-to-List-on-NASDAQ-via-Merger-with-Abri-SPAC-I-Inc>
 - 12 <https://www.privateequitywire.co.uk/2022/02/15/312147/northern-lights-acquisition-corp-acquire-safe-harbor-financial>
 - 13 <https://www.benzinga.com/markets/cannabis/22/02/25594931/spac-northern-lights-to-acquire-cannabis-focused-financial-services-provider-for-185m>
 - 14 <https://www.wsj.com/articles/carbon-transformation-startup-lanzatech-is-going-public-in-2-2-billion-spac-deal-11646740801>
 - 15 <https://www.wsj.com/articles/carbon-transformation-startup-lanzatech-is-going-public-in-2-2-billion-spac-deal-11646740801>
 - 16 <https://www.globenewswire.com/news-release/2022/02/14/2384757/0/en/Nogin-a-Leading-Commerce-as-a-Service-Platform-to-Become-Publicly-TradedThrough-Combination-with-Software-Acquisition-Group-III.html>

US SPAC IPOs data

These statistics track the SPAC IPOs that have listed on US stock exchanges from January 1, 2019 to March 31, 2022.

Annual breakdown of US-listed SPAC IPOs

This chart shows the breakdown of annual SPAC IPOs listed on the US stock exchanges by volume between January 2019 to March 2022

January 1, 2019 to March 31, 2022

Year	Number of issues	SPAC IPO market share (%)
2019	59	6
2020	248	26
2021	613	63
2022	53	5
Total	973	100

Source: Refinitiv, an LSEG business

2022 year-to-date quarterly breakdown of US-listed SPAC IPOs

This chart shows the quarterly breakdown of SPAC IPOs listed on the US stock exchanges by volume between January 2022 to March 2022

January 1, 2022 to March 31, 2022

Year	Number of issues	SPAC IPO market share (%)
Q1 2022	53	5
Total Q1 2022	53	5

Source: Refinitiv, an LSEG business

Annual Nasdaq and NYSE breakdown of US-listed SPAC IPOs

This chart shows the breakdown of annual SPAC IPOs listed on Nasdaq and the NYSE by volume.

January 1, 2019 to March 31, 2022

Year	Listed on Nasdaq	Listed on the NYSE	Total
2019	43	16	59
2020	131	117	248
2021	432	181	613
2022	42	11	53
Total	648	325	973

Source: Refinitiv, an LSEG business

Top 10 US SPAC IPO issuers by proceed amount

This chart shows the top-10 US SPAC IPO issuers between January 2019 and March 2022.

January 1, 2019 to March 31, 2022

Issuer	Number of issues	Total proceeds US\$ million
Pershing Sq Tontine Hldg Ltd	1	4,000
Churchill Capital Corp IV	1	2,070
Soaring Eagle Acquisition Corp	1	1,725
Foley Trasimene Acq Corp II	1	1,467
Churchill Capital Corp Vii	1	1,380
KKR Acquisition Holdings I	1	1,380
Austerlitz Acquisition Corp II	1	1,380
Social Capital Hedosophia VI	1	1,150
Jaws Mustang Acquisition Corp	1	1,035
Foley Trasimene Acquisition	1	1,035

Source: Refinitiv, an LSEG business

Issuer by number of US SPAC IPO listings

The following charts show US SPAC IPOs by the issuer (by number of issues for 2022, 2021, 2020 and 2019)

Q1 2022

Issuer	Number of issues	Market share (%)
United States	41	77
Cayman Islands	3	6
Malaysia	3	6
Hong Kong SAR	2	3
China	1	2
Mexico	1	2
Singapore	1	2
Sweden	1	2
Industry Total	53	100

Source: Refinitiv, an LSEG business

Full-year 2021

Issuer	Number of issues	Market share (%)
United States	539	87.9
Cayman Islands	26	4.2
Hong Kong SAR	16	2.6
Singapore	5	0.8
United Kingdom	5	0.8
Israel	4	0.7
Malaysia	4	0.7
China	2	0.3
Bermuda	1	0.2
Mexico	1	0.2
Switzerland	1	0.2
Germany	1	0.2
Taiwan	1	0.2
South Africa	1	0.2
Netherlands	1	0.2
Kazakhstan	1	0.2
Bahamas	1	0.2
Cyprus	1	0.2
Brazil	1	0.2
Canada	1	0.2
Industry Total	613	100

Source: Refinitiv, an LSEG business

Full-year 2020

Issuer	Number of issues	Market share (%)
United States	225	90.7
China	5	2.0
Cayman Islands	5	2.0
Hong Kong SAR	4	1.6
United Kingdom	4	1.6
Singapore	2	0.8
Israel	1	0.4
Mexico	1	0.4
Russian Fed	1	0.4
Industry Total	248	100

Source: Refinitiv, an LSEG business

Full-year 2019

Issuer	Number of issues	Market share (%)
United States	52	88.1
Hong Kong SAR	2	3.4
Singapore	2	3.4
China	1	1.7
Mexico	1	1.7
Cayman Islands	1	1.7
Industry Total	59	100

Source: Refinitiv, an LSEG business

Issuer nation by number of US SPAC IPO listings

This chart shows US SPAC IPOs by the issuer nation (by number of issues for the period 1 January 2019 – 31 March 2022)
January 1, 2019 to March 31, 2022

Issuer	Number of issues	Market share (%)
United States	857	88.1
Cayman Islands	35	3.6
Hong Kong SAR	24	2.5
Singapore	10	1.0
China	9	0.9
United Kingdom	9	0.9
Malaysia	7	0.7
Israel	5	0.5
Mexico	4	0.4
Bermuda	1	0.1
Russian Fed	1	0.1
Germany	1	0.1
Taiwan	1	0.1
Switzerland	1	0.1
Sweden	1	0.1
South Africa	1	0.1
Netherlands	1	0.1
Kazakhstan	1	0.1
Bahamas	1	0.1
Cyprus	1	0.1
Brazil	1	0.1
Canada	1	0.1
Industry Total	973	100

Source: Refinitiv, an LSEG business

The issuer's country is based on the address for notices provided by a SPAC on its registration statement and other relevant sources, and does not necessarily reflect the SPAC's jurisdiction of incorporation or formation.

Beyond the numbers

De-SPAC litigation and how to avoid it

Regulatory scrutiny and litigation risk is rising. SPAC transaction parties must take steps to protect themselves.

As SPAC IPO and De-SPAC transactions have reached all-time highs, both the US Securities and Exchange Commission (SEC) and Department of Justice (DOJ) have increased their scrutiny of SPAC activity and haven't hesitated to intervene when they deemed it necessary.

High-profile examples of recent actions include the SEC subpoenaing electric car groups Lucid Motors (taken public in a jumbo deal with the Churchill Capital Corp. IV in 2021) and Lordstown Motors for documents linked to projections and statements the businesses made during the De-SPAC process¹⁷. Electric truck business Nikola, meanwhile, has set aside US\$125 million for an SEC settlement after the company and its founder were charged for allegedly misleading investors¹⁸. Further, the SEC charged all parties to the De-SPAC transaction for space infrastructure group Momentus after the transaction was announced, but before it closed due to alleged misrepresentations regarding the company's technology¹⁹.

Private securities plaintiffs have also intensified their focus on De-SPAC transactions, with insurance broker Woodruff Sawyer recording 31 securities class actions against SPACs, SPAC sponsors, and the targets/new public companies emerging from SPAC transactions (collectively, "SPAC Transaction Parties") in 2021, a more than six-fold increase on the previous year²⁰.

As investor and regulatory risk escalates, there are steps SPAC Transaction Parties can take to manage exposure.

Numerous De-SPAC transactions have involved young companies in new, fast-growing sectors. Despite the promise in these nascent businesses, it is crucial that SPACs avoid exaggerating a company's potential and current stage of development. Financial projections have to be pragmatic, avoid misstatements and omissions, and include cautionary language and clear risk outlines.

Over-exuberant projections and expectations have proven a major cause of risk for SPAC Transaction Parties. Indeed, many SPAC Transaction Parties have found themselves subject to investigation and class action lawsuits after media and short-seller reports alleging misrepresentations and omissions. Consultation with counsel on how to respond is key in these situations, and in some cases counsel may recommend the appointment of a special committee of independent directors to lead an internal investigation into matters raised in short-seller and media reports.

In addition to disclosures around financial projections, SPACs and SPAC sponsors should also ensure that when saying they have conducted due diligence on a target company, they can prove it. Following up on any red flags, scrutinizing a target's earnings forecasts and engaging third-party expertise to evaluate IP and technology can shield SPACs and SPAC sponsors from allegations of misrepresentations post the De-SPAC transaction.

Disclosures made by targets and their officers on social media and television can also trigger government and securities plaintiff scrutiny. Tighter controls on such disclosures can reduce litigation risk significantly.

Looking ahead to the rest of 2022, regulatory action shows little sign of abating, as SPACs continue to invest their IPO proceeds at pace. The SEC has proposed new rules requiring, among other things, increased liability for SPAC Transaction Parties for failure to make certain enhanced disclosures²¹. The DOJ, meanwhile, is expected to pursue executives at companies post de-SPAC transaction, and even SPAC sponsors, when it deems necessary. Ongoing short-seller activity and volatile financial results post-De-SPAC are set to spark more plaintiff securities actions too.

Putting measures in place to mitigate these headwinds is becoming more important than ever for SPAC Transaction Parties.

¹⁷ <https://www.ft.com/content/a981aec7-852f-42f0-a33c-076b15bfca4c>. See par 2

¹⁸ <https://www.ft.com/content/a981aec7-852f-42f0-a33c-076b15bfca4c>. See par 7

¹⁹ <https://www.ft.com/content/a981aec7-852f-42f0-a33c-076b15bfca4c>. See par 7 & 9

²⁰ <https://woodrufflaw.com/spac-notebook/spac-litigation-2021-trends/>

²¹ <https://www.sec.gov/news/press-release/2022-56>

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The data used for the US SPAC/De-SPAC Data Hub is sourced from Refinitiv, an LSEG business. The database is constantly updated and therefore data points reported are subject to change each month.

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