
**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 15, 2019**

Replay Acquisition Corp.

(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction
of incorporation)

001-38859
(Commission File Number)

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

767 Fifth Avenue, 46th Floor
New York, New York
(Address of principal executive offices)

10153
(Zip Code)

(212) 891-2700
(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))

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 15, 2019, Replay Acquisition Corp. (the “Company”) issued a press release, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K, announcing that the holders of the Company’s units (the “Units”) may elect to separately trade the ordinary shares and warrants included in the Units commencing on April 18, 2019. Those Units that are not separated will continue to trade on the New York Stock Exchange (“NYSE”) under the symbol “RPLA.U;” and each of the ordinary shares and warrants that are separated will trade on the NYSE under the symbols “RPLA” and “RPLA WS,” respectively. 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 holders’ Units into ordinary shares and warrants.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated April 15, 2019

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.

REPLAY ACQUISITION CORP.

By: /s/ Edmond Safra
Name: Edmond Safra
Title: Co-Chief Executive Officer

By: /s/ Gregorio Werthein
Name: Gregorio Werthein
Title: Co-Chief Executive Officer

Date: April 15, 2019

Replay Acquisition Corp. Announces the Separate Trading of Its Ordinary Shares and Warrants Commencing on April 18, 2019

New York, NY, April 15, 2019 (BUSINESS WIRE)—Replay Acquisition Corp. (the “Company”) (NYSE: RPLA.U) announced today that, commencing on April 18, 2019, holders of the 28,750,000 units sold in the Company’s initial public offering completed on April 8, 2019 may elect to separately trade the ordinary shares and warrants included in the units.

Those units not separated will continue to trade on the New York Stock Exchange (“NYSE”) under the ticker symbol “RPLA.U,” and the ordinary shares and warrants are expected to separately trade on the NYSE under the symbols “RPLA” and “RPLA WS,” respectively.

The Company was formed for the purpose of effecting a merger, amalgamation, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses. The Company may pursue an initial business combination target in any business, industry or geographical location, although the Company intends to focus on target businesses in Argentina and/or Brazil.

Credit Suisse and BofA Merrill Lynch acted as joint book-running managers and I-Bankers Securities, Inc. acted as co-manager of the offering.

The offering was made only by means of a prospectus. Copies of the prospectus may be obtained from Credit Suisse, Attn: Prospectus Department, Eleven Madison Avenue, 3rd Floor, New York, NY 10010, Telephone: 1-800-221-1037, Email: usa.prospectus@credit-suisse.com or from BofA Merrill Lynch, Attn: Prospectus Department, NC1-004-03-43, 200 North College Street, 3rd floor, Charlotte, NC 28255-0001, Email: dg.prospectus_requests@baml.com.

A registration statement relating to the securities was declared effective by the U.S. Securities and Exchange Commission (the “SEC”) on April 3, 2019. 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 contains statements that constitute “forward-looking statements,” including with respect to the initial public offering and the anticipated use of the net proceeds. No assurance can be given that the net proceeds of the offering will be used as indicated. 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 for the Company’s offering filed with the SEC. Copies of these documents are available on the SEC’s website, www.sec.gov. The Company undertakes no obligation to update these statements for revisions or changes after the date of this release, except as required by law.

Contact:

Replay Acquisition Corp.
Grace Lee, info@replayacquisition.com
(212) 891-2700
