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

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**SCHEDULE 13G**

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

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**Replay Acquisition Corp.**  
(Name of Issuer)

**Ordinary Shares, par value \$0.0001 per share**  
(Title of Class of Securities)

**G75130123**  
(CUSIP Number)

**April 8, 2019**  
(Date of Event which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* 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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(Continued on the Following Pages)  
(Page 1 of 12 Pages)

1.	NAMES OF REPORTING PERSONS  LINDEN CAPITAL L.P.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  Bermuda	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5.	SOLE VOTING POWER  0
	6.	SHARED VOTING POWER  1,856,899
	7.	SOLE DISPOSITIVE POWER  0
	8.	SHARED DISPOSITIVE POWER  1,856,899
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,856,899	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  5.2%	
12.	TYPE OF REPORTING PERSON  PN	

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	LINDEN GP LLC	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5.	SOLE VOTING POWER  0
	6.	SHARED VOTING POWER  1,856,899
	7.	SOLE DISPOSITIVE POWER  0
	8.	SHARED DISPOSITIVE POWER  1,856,899
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,856,899	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  5.2%	
12.	TYPE OF REPORTING PERSON  HC	

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	LINDEN ADVISORS LP	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5.	SOLE VOTING POWER  0
	6.	SHARED VOTING POWER  2,000,000
	7.	SOLE DISPOSITIVE POWER  0
	8.	SHARED DISPOSITIVE POWER  2,000,000
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,000,000	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  5.6%	
12.	TYPE OF REPORTING PERSON  IA, PN	

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	SIU MIN WONG	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  China (Hong Kong) and USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5.	SOLE VOTING POWER  0
	6.	SHARED VOTING POWER  2,000,000
	7.	SOLE DISPOSITIVE POWER  0
	8.	SHARED DISPOSITIVE POWER  2,000,000
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,000,000	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  5.6%	
12.	TYPE OF REPORTING PERSON  IN, HC	

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**Item 1(a). Name of Issuer:**

Replay Acquisition Corp. (the “Issuer”).

**Item 1(b). Address of Issuer’s Principal Executive Offices:**

767 Fifth Avenue, 46<sup>th</sup> Floor  
New York, New York 10153

**Item 2(a). Name of Person Filing:**

This Statement is filed on behalf of each of the following persons (collectively, the “Reporting Persons”)

- i) Linden Capital L.P., a Bermuda limited partnership (“Linden Capital”);
- ii) Linden GP LLC, a Delaware limited liability company (“Linden GP”);
- iii) Linden Advisors LP, a Delaware limited partnership (“Linden Advisors”); and
- iv) Siu Min (Joe) Wong (“Mr. Wong”).

This Statement relates to Shares (as defined herein) held for the account of Linden Capital and separately managed accounts (the “Managed Accounts”). Linden GP is the general partner of Linden Capital and, in such capacity, may be deemed to beneficially own the Shares held by Linden Capital. Linden Advisors is the investment manager of Linden Capital and trading advisor or investment advisor for the Managed Accounts. Mr. Wong is the principal owner and controlling person of Linden Advisors and Linden GP. In such capacities, Linden Advisors and Mr. Wong may each be deemed to beneficially own the Shares held by each of Linden Capital and the Managed Accounts.

**Item 2(b). Address of Principal Business Office or, if None, Residence:**

The principal business address for Linden Capital is Victoria Place, 31 Victoria Street, Hamilton HM10, Bermuda. The principal business address for each of Linden Advisors, Linden GP and Mr. Wong is 590 Madison Avenue, 15<sup>th</sup> Floor, New York, New York 10022.

**Item 2(c). Citizenship:**

- i) Linden Capital is a Bermuda limited partnership.
- ii) Linden GP is a Delaware limited liability company.
- iii) Linden Advisors is a Delaware limited partnership.
- iv) Mr. Wong is a citizen of China (Hong Kong) and the United States.

**Item 2(d). Title of Class of Securities**

Ordinary Shares, par value \$0.0001 per share (the "Shares").

**Item 2(e). CUSIP Number: G75130123**

**Item 3. If This Statement is Filed Pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:**

This Item 3 is not applicable.

**Item 4. Ownership:**

**Item 4(a) Amount Beneficially Owned:**

As of April 8, 2019, each of Linden Advisors and Mr. Wong may be deemed the beneficial owner of 2,000,000 Shares. This amount consists of 1,856,899 Shares held by Linden Capital and 143,101 Shares held by the Managed Accounts. As of April 8, 2019, each of Linden GP and Linden Capital may be deemed the beneficial owner of the 1,856,899 Shares held by Linden Capital.

**Item 4(b) Percent of Class:**

As of April 8, 2019, each of Linden Advisors and Mr. Wong may be deemed the beneficial owner of approximately 5.6% of Shares outstanding, and each of Linden GP and Linden Capital may be deemed the beneficial owner of approximately 5.2% of Shares outstanding. These percentages are based on the 35,937,500 Shares outstanding after giving effect to the Issuer's initial public offering completed on April 8, 2019.

**Item 4(c) Number of Shares as to which such person has:**

**As of April 8, 2019:**

**Linden Capital and Linden GP:**

(i) Sole power to vote or direct the vote:	0
(ii) Shared power to vote or direct the vote:	1,856,899
(iii) Sole power to dispose or direct the disposition of:	0
(iv) Shared power to dispose or direct the disposition of:	1,856,899

**Linden Advisors and Mr. Wong:**

(i) Sole power to vote or direct the vote:	0
(ii) Shared power to vote or direct the vote:	2,000,000
(iii) Sole power to dispose or direct the disposition of:	0
(iv) Shared power to dispose or direct the disposition of:	2,000,000

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**Item 5. Ownership of Five Percent or Less of a Class:**

This Item 5 is not applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person:**

See disclosure in Items 2 and 4 hereof.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:**

See disclosure in Item 2 hereof.

**Item 8. Identification and Classification of Members of the Group:**

See Exhibit B attached hereto.

**Item 9. Notice of Dissolution of Group:**

This item 9 is not applicable.

**Item 10. Certification:**

By signing below, the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under Sec. 240.14a-11.



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**SIGNATURES**

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

Dated: April 16, 2019

**LINDEN CAPITAL L.P.**

By: Linden GP LLC, its general partner

By: /S/ Saul Ahn  
Saul Ahn,  
Authorized Signatory

**LINDEN GP LLC**

By: /S/ Saul Ahn  
Saul Ahn,  
Authorized Signatory

**LINDEN ADVISORS LP**

By: /S/ Saul Ahn  
Saul Ahn,  
General Counsel

/S/ Siu Min Wong  
**SIU MIN WONG**

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**EXHIBIT INDEX**

<u>Ex.</u>		<u>Page No.</u>
A	Joint Filing Agreement	11
B	Identification of Members of the Group	12

**JOINT FILING AGREEMENT**

The undersigned hereby agree that the statement on Schedule 13G with respect to the Common Stock of Replay Acquisition Corp. dated as of April 8, 2019 is, and any further amendments thereto signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Dated: April 16, 2019

**LINDEN CAPITAL L.P.**

By: Linden GP LLC, its general partner

By: /S/ Saul Ahn

Saul Ahn,  
Authorized Signatory

**LINDEN GP LLC**

By: /S/ Saul Ahn

Saul Ahn,  
Authorized Signatory

**LINDEN ADVISORS LP**

By: /S/ Saul Ahn

Saul Ahn,  
General Counsel

/S/ Siu Min Wong

**SIU MIN WONG**

IDENTIFICATION OF MEMBERS OF THE GROUP

Linden Capital L.P.  
Linden GP LLC  
Linden Advisors LP  
Siu Min Wong