

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

FORM S-1
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

HOLICITY INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

6770
(Primary Standard Industrial
Classification Code Number)

85-1270303
(I.R.S. Employer
Identification Number)

**2300 Carillon Point
Kirkland, WA 98033
Telephone: (435) 278-7100**
(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

**Craig O. McCaw
Chief Executive Officer
Holicity Inc.
2300 Carillon Point
Kirkland, WA 98033
Telephone: (425) 278-7100**
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copies to:

**David A. Sakowitz, Esq.
Winston & Strawn LLP
200 Park Avenue
New York, New York 10166
Tel: (212) 294-6700**

**Paul D. Tropp, Esq.
Christopher J. Capuzzi, Esq.
Ropes & Gray LLP
1211 Avenue of the Americas
New York, New York 10036
Tel: (212) 596-9000**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-239926

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging Growth Company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Security Being Registered	Amount Being Registered	Proposed Maximum Offering Price per Security⁽¹⁾	Proposed Maximum Aggregate Offering Price⁽¹⁾	Amount of Registration Fee⁽⁵⁾
Units, each consisting of one share of Class A common stock, \$.0001 par value, and one-third of one redeemable warrant ⁽²⁾	2,875,000 Units	\$ 10.00	\$ 28,750,000	\$ 3,731.75
Shares of Class A common stock included as part of the units ⁽³⁾	2,875,000 Shares	—	—	— ⁽⁴⁾
Redeemable Warrants included as part of the units ⁽³⁾	958,333.33 Warrants	—	—	— ⁽⁴⁾
Total			<u>\$ 28,750,000</u>	<u>\$ 3,731.75⁽⁵⁾</u>

(1) Estimated solely for the purpose of calculating the registration fee.

(2) Represents only the additional number of securities being registered and includes 375,000 units, consisting of 375,000 shares of Class A common stock and 125,000 redeemable warrants, which may be issued upon exercise of a 45-day option granted to the underwriters to cover over-allotments, if any. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-239926).

(3) Pursuant to Rule 416, there are also being registered an indeterminable number of additional securities as may be issued to prevent dilution resulting from share splits, share dividends or similar transactions.

(4) No fee pursuant to Rule 457(g).

(5) The Registrant previously registered securities having a proposed maximum aggregate offering price of \$287,500,000 in its Registration Statement on Form S-1, as amended (File No. 333-239926), which was declared effective by the Securities and Exchange Commission on August 4, 2020. In accordance with Rule 462(b) under the Securities Act, an additional number of securities having a proposed maximum offering price of \$28,750,000 is hereby registered, which includes securities issuable upon the exercise of the underwriters' over-allotment option.

The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement on Form S-1 is being filed with respect to the registration of 2,875,000 additional units, consisting of one share of Class A common stock, \$0.0001 par value per share, and one-third of one redeemable warrant of Holicity Inc., a Delaware corporation (the "Registrant"), pursuant to Rule 462(b) under the Securities Act of 1933, as amended and General Instruction V to Form S-1, including 375,000 units that may be purchased by the underwriters to cover over-allotments, if any. Each warrant entitles the holder thereof to purchase one share of Class A common stock at a price of \$11.50. Warrants may be exercised only for a whole number of shares of Class A common stock. This Registration Statement relates to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-239926) (the "Prior Registration Statement"), initially filed by the Registrant on July 17, 2020 and declared effective by the Securities and Exchange Commission on August 4, 2020. The required opinion of counsel and related consent and accountant's consent are attached hereto and filed herewith. Pursuant to Rule 462(b), the contents of the Prior Registration Statement, including the exhibits thereto, are incorporated by reference into this Registration Statement.

CERTIFICATION

The registrant hereby certifies to the Securities and Exchange Commission that (1) it has instructed its bank to pay the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission's account at U.S. Bank as soon as practicable (but no later than the close of business as of August 5, 2020), (2) it will not revoke such instructions, (3) it has sufficient funds in the relevant account to cover the amount of such filing fee and (4) it will confirm receipt of such instructions by its bank during regular business hours no later than August 5, 2020.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

(a) *Exhibits.* All exhibits filed with or incorporated by reference in the Registration Statement on Form S-1 (SEC File No. 333-239926) are incorporated by reference into, and shall be deemed a part of, this Registration Statement, and the following additional exhibits are filed herewith, as part of this Registration Statement:

Exhibit No.	Description
5.1	Opinion of Winston & Strawn LLP.
23.1	Consent of WithumSmith+Brown, PC.
23.2	Consent of Winston & Strawn LLP (included on Exhibit 5.1).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Kirkland, State of Washington, on the 4th day of August, 2020.

Holicy Inc.

/s/ Craig McCaw
Craig McCaw
Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Name	Position	Date
<u>/s/ Craig McCaw</u> Craig McCaw	Chief Executive Officer and Director (Principal Executive Officer)	August 4, 2020
<u>/s/ Steve Ednie</u> Steve Ednie	Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)	August 4, 2020
<u>/s/ R. Gerard Salemm</u> R. Gerard Salemm	Director	August 4, 2020

EXHIBIT INDEX

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August 4, 2020

Holicy Inc.
2300 Carillon Point
Kirkland, WA 98033

Re: Form S-1 Registration Statement

Ladies and Gentlemen:

We have acted as special counsel to Holicy Inc., a Delaware corporation (the "Company"), in connection with the preparation of the Company's registration statement on Form S-1 initially filed with the U.S. Securities and Exchange Commission (the "Commission") on August 4, 2020 (the "Registration Statement"), under the Securities Act of 1933, as amended (the "Securities Act").

The Registration Statement relates to the registration of the offer and sale of up to 2,875,000 Units of the Company (the "Units") (including up to 375,000 Units subject to the Underwriters' (as defined below) over-allotment option), with each Unit consisting of (i) one share of the Company's Class A common stock, par value \$0.0001 per share (the "Common Stock" and the Common Stock underlying the Units, the "Shares"), for an aggregate of up to 2,875,000 Shares (including up to 375,000 Shares included in the Units subject to the Underwriters' over-allotment option) and (ii) one-third of one redeemable warrant (a "Warrant"), with each whole Warrant entitling the holder to purchase one share of Common Stock, for an aggregate of up to 958,333.33 Warrants (including up to 125,000 Warrants included in the Units subject to the Underwriters' over-allotment option) to be issued under a warrant agreement (the "Warrant Agreement") to be entered into by the Company and Continental Stock Transfer & Trust Company, as Warrant Agent, pursuant to the terms of an underwriting agreement (the "Underwriting Agreement") to be executed by the Company and Deutsche Bank Securities Inc. and BofA Securities, Inc., as representatives of the underwriters named therein (the "Underwriters"). The Registration Statement incorporates by reference the Registration Statement on Form S-1 (Registration No. 333-239926) (the "Prior Registration Statement"), which was declared effective on August 4, 2020.

This opinion letter is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act.

In rendering the opinions set forth below, we examined and relied upon such certificates, corporate records, agreements, instruments and other documents, and examined such matters of law, that we considered necessary or appropriate as a basis for the opinions. In rendering the opinions set forth below, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of (i) the Second Amended and Restated Certificate of Incorporation of the Company, as in effect on the date hereof, (ii) the Bylaws of the Company, as in effect on the date hereof, (iii) the Registration Statement and the Prior Registration Statement, (iv) the Underwriting Agreement, (v) resolutions of the Board of Directors of the Company relating to, among other matters, the issuance of the Units, the Shares and the Warrants and the filing of the Registration Statement and (vi) such other documents as we have deemed necessary or appropriate as a basis for the opinions set forth below. In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies, the authenticity of the originals of such latter documents, that all parties to such documents (other than the Company) had the power, corporate or other, to enter into and perform all obligations thereunder and all such documents have been duly authorized by all requisite action, corporate or other, and duly executed and delivered by all parties thereto (other than the Company). As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied upon oral or written statements and representations of officers and other representatives of the Company and others. In rendering the opinions set forth below, we have further assumed that, before the issuance of the Units, the Shares and the Warrants, the conditions to consummating the transactions contemplated by the Underwriting Agreement will have been satisfied or duly waived and such transactions are consummated.

Based upon the foregoing and subject to the assumptions, qualifications and limitations set forth herein, we are of the opinion that:

1. When the Units are delivered to the Underwriters against payment of the agreed consideration therefor in accordance with the Underwriting Agreement, each Unit will be a valid and binding agreement of the Company, enforceable against the Company in accordance with its terms.
2. Each Share included in the Units has been duly authorized and, when the Units are delivered to the Underwriters against payment of the agreed consideration therefor in accordance with the Underwriting Agreement, each Share included in the Units will be validly issued, fully paid and non-assessable.
3. When the Units are delivered to the Underwriters against payment of the agreed consideration therefor in accordance with the Underwriting Agreement, each Warrant included in the Units will be a valid and binding agreement of the Company, enforceable against the Company in accordance with its terms.

The opinions expressed herein are based upon and limited to the laws of the State of New York and the General Corporation Law of the State of Delaware, including the statutory provisions, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing. We express no opinion herein as to any other laws, statutes, regulations or ordinances. The opinions expressed herein that are based on the laws of the State of New York are limited to the laws generally applicable in transactions of the type covered by the Registration Statement.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement and to the reference to our firm under the caption "Legal Matters" in the prospectus incorporate by reference into the Registration Statement. In giving such consent, we do not thereby admit that we are experts within the meaning of the Securities Act or the rules and regulations of the Commission or that this consent is required by Section 7 of the Securities Act.

Very truly yours,
/s/ Winston & Strawn LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated July 30, 2020, relating to the balance sheet of Holicity Inc. as of June 4, 2020, and the related statements of operations, changes in stockholder's equity and cash flows for the period from June 2, 2020 (inception) through June 4, 2020, appearing in Amendment No. 1 to the Registration Statement on Form S-1, File No. 333-239926 and to the reference to our Firm under the caption "Experts" in the Prospectus.

/s/ WithumSmith+Brown, PC

New York, New York
August 4, 2020