
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or Section 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 20, 2020

VECTOR ACQUISITION CORPORATION

(Exact name of registrant as specified in its charter)

Cayman Islands

(State or other jurisdiction of incorporation
or organization)

001-39560

(Commission
File Number)

98-1550340

(I.R.S. Employer
Identification No.)

**One Market Street
Steuart Tower, 23rd Floor
San Francisco, CA**

(Address of principal executive offices)

94105

(Zip Code)

(415)-293-5000

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 filing 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 Class A Ordinary Share, \$0.0001 par value, and one-third of one redeemable warrant	VACQU	The NASDAQ Stock Market LLC
Class A Ordinary Shares included as part of the units	VACQ	The NASDAQ Stock Market LLC
Redeemable warrants included as part of the units, each whole warrant exercisable for one Class A Ordinary Share at an exercise price of \$11.50	VACQW	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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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.

As previously reported, on September 29, 2020, Vector Acquisition Corporation, a Cayman Islands exempted company (the “Company”), consummated its initial public offering (the “IPO”) of 30,000,000 units (the “Units”).

On October 20, 2020, the Company announced the closing (the “Over-Allotment Closing”) of its sale of an additional 2,000,000 Units pursuant to the partial exercise by the underwriters of their over-allotment option (the “Over-Allotment Option”). The Units were sold at an offering price of \$10.00 per Unit, generating gross proceeds of \$20,000,000. Simultaneously with the partial exercise of the Over-Allotment Option, the Company sold an additional 266,667 private placement warrants to its sponsor, Vector Acquisition Partners, L.P., generating gross proceeds to the Company of \$400,000.50. Following the closing of the Over-Allotment Option, an aggregate amount of \$320,000,000 has been placed in the Company’s trust account established in connection with the IPO.

An audited balance sheet as of September 29, 2020 reflecting receipt of the proceeds upon consummation of the IPO has been issued by the Company and previously filed as Exhibit 99.1 to a Current Report on Form 8-K on October 5, 2020. The Company’s unaudited pro forma balance sheet as of September 29, 2020, adjusted for the Over-Allotment Closing on October 20, 2020 is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

[99.1 Unaudited Pro Forma Balance Sheet as of October 20, 2020](#)

SIGNATURES

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.

Date: October 26, 2020

VECTOR ACQUISITION CORPORATION

By: /s/ David Baylor

Name: David Baylor

Title: Chief Financial Officer

VECTOR ACQUISITION CORPORATION
PRO FORMA BALANCE SHEET

	Actual as of September 29, 2020	Pro Forma Adjustments (unaudited)	As Adjusted as of September 29, 2020 (unaudited)
ASSETS			
Current Assets			
Cash	\$ 924,370	\$ —	\$ 924,370
Prepaid expenses	429,400	—	429,400
Total Current Assets	1,353,770	—	1,353,770
Cash held in Trust Account	300,000,000	20,000,000 (a) (400,000) (b) 400,000 (d)	320,000,000
Total Assets	\$ 301,353,770	\$ 20,000,000	\$ 321,353,770
LIABILITIES AND SHAREHOLDERS' EQUITY			
Deferred underwriting fee payable	\$ 10,500,000	\$ 700,000 (c)	\$ 11,200,000
Total Liabilities	10,500,000	700,000	11,200,000
Commitments and Contingencies			
Class A ordinary shares subject to possible redemption, 28,585,376 and 30,515,376 shares at \$10.00 per share	285,853,760	19,300,000 (f)	305,153,760
Shareholders' Equity:			
Preference shares, \$0.0001 par value; 1,000,000 shares authorized; none issued and outstanding	—	—	—
Class A ordinary shares, \$0.0001 par value; 450,000,000 shares authorized; 1,414,624 and 1,484,624 shares issued and outstanding (excluding 28,585,376 and 30,515,376 shares, respectively, subject to possible redemption)	141	200 (a) (193) (f)	148
Class B ordinary shares, \$0.0001 par value; 50,000,000 shares authorized; 8,625,000 shares issued and outstanding ⁽¹⁾	863	(63) (e)	800
Additional paid-in capital	5,017,854	19,999,800 (a) (400,000) (b) (700,000) (c) 400,000 (d) (19,299,807) (f) 63 (e)	5,017,910
Accumulated deficit	(18,848)	—	(18,848)
Total Shareholders' Equity	5,000,010	—	5,000,010
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 301,353,770	\$ 20,000,000	\$ 321,353,770

(1) Includes up to 625,000 shares subject to forfeiture as a result of the underwriters' election to partially exercise their over-allotment option.

See accompanying note to the pro forma balance sheet.

VECTOR ACQUISITION CORPORATION
NOTE TO PRO FORMA BALANCE SHEET
(unaudited)

NOTE 1 - CLOSING OF OVER-ALLOTMENT OPTION

The accompanying unaudited Pro Forma Balance Sheet presents the Balance Sheet of Vector Acquisition Corporation (the “Company”) as of September 29, 2020, adjusted for the partial closing of the underwriters’ over-allotment option and related transactions, which occurred on October 20, 2020, as described below.

On October 20, 2020, the Company consummated the closing of the sale of 2,000,000 additional units (the “Units”) at a price of \$10.00 per unit upon receiving notice of the underwriters’ election to partially exercise their over-allotment option, generating additional gross proceeds of \$20,000,000 to the Company. Each Unit consists of one Class A ordinary share (the “Ordinary Share”) and one-third of one redeemable warrant (“Public Warrant”). Each whole Public Warrant entitles the holder to purchase one Ordinary Share at a price of \$11.50 per share. Simultaneously with the exercise of the over-allotment option, the Company consummated the private placement of an additional 266,667 warrants (the “Private Placement Warrants”), at a purchase price of \$1.50 per Private Placement Warrant, to Vector Acquisition Partners, L.P., generating gross proceeds of \$400,000. Transaction costs amounted to \$1,100,000, consisting of \$400,000 in cash underwriting fees and \$700,000 of additional underwriting fees, which have been deferred until the completion of the Company’s Business Combination. As a result of the underwriters’ election to partially exercise their over-allotment option, 625,000 Founder Shares were forfeited and 500,000 Founder Shares are no longer subject to forfeiture. Pro forma adjustments to reflect the exercise of the underwriters’ over-allotment option are as follows:

Pro forma entries:		Debit	Credit
a.	Cash held in Trust Account	20,000,000	
	Class A ordinary shares		200
	Additional paid-in capital		19,999,800
	To record sale of 2,000,000 Units on over-allotment option at \$10.00 per Unit.		
b.	Additional paid-in capital	400,000	
	Cash held in Trust Account		400,000
	To record payment of 2.0% of cash underwriting fee on over-allotment option.		
c.	Additional paid-in capital	700,000	
	Deferred underwriting fee payable		700,000
	To record the liability for the 3.5% deferred underwriting fees on over-allotment option.		
d.	Cash held in Trust Account	400,000	
	Additional paid in capital		400,000
	To record sale of 266,667 over-allotment Private Placement Warrants at \$1.50 per warrant.		
e.	Class B ordinary shares	63	
	Additional paid in capital		63
	To record forfeiture of 625,000 Founder Shares		
f.	Class A ordinary shares	193	
	Additional paid-in capital	19,299,807	
	Ordinary shares subject to redemption		19,300,000
	To reclassify Class A ordinary shares out of permanent equity into mezzanine redeemable shares.		