

SEC Form 3

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>IWH Sponsor LP</u>			2. Date of Event Requiring Statement (Month/Day/Year) <u>12/08/2021</u>		3. Issuer Name and Ticker or Trading Symbol <u>Integrated Wellness Acquisition Corp [WELU]</u>	
(Last)	(First)	(Middle)			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____	
148 N MAIN STREET						
(Street) FLORIDA NY 10921					5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
(City)	(State)	(Zip)				

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class B ordinary shares	(1)	(1)	Class A ordinary shares	2,875,000	(1)	D ⁽²⁾	

1. Name and Address of Reporting Person*
[IWH Sponsor LP](#)

(Last) (First) (Middle)
[148 N MAIN STREET](#)

(Street)
[FLORIDA NY 10921](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Della Vergiliana Antonio Varano](#)

(Last) (First) (Middle)
[C/O INTEGRATED WELLNESS ACQUISITION CORP](#)
[148 N MAIN STREET](#)

(Street)	FLORIDA	10921
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Forterre Hadrien		
(Last)	(First)	(Middle)
C/O INTEGRATED WELLNESS ACQUISITION CORP 148 N MAIN STREET		
(Street)	FLORIDA	NY 10921
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
MacPerhson James T.		
(Last)	(First)	(Middle)
C/O INTEGRATED WELLNESS ACQUISITION CORP 148 N MAIN STREET		
(Street)	FLORIDA	NY 10921

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
IWH Sponsor GP LLC		
(Last)	(First)	(Middle)
148 N MAIN STREET		
(Street)		
FLORIDA	NY	10921
(City)	(State)	(Zip)

Explanation of Responses:

1. As described in the registrant's registration statement on Form S-1 (File No. 333-260713) under the heading "Description of Securities--Founder Shares", the Class B ordinary shares will automatically convert into Class A ordinary shares at the time of the registrant's initial business combination, or earlier at the option of the holder thereof, on a one-for-one basis, subject to certain adjustments described therein. The Class B ordinary shares have no expiration date.

2. These shares represent the Class B ordinary shares held by IWH Sponsor LP (the "Sponsor") acquired pursuant to a subscription agreement dated as of July 7, 2021 by and between the Sponsor and the registrant. These shares include an aggregate of 375,000 shares that are subject to forfeiture to the extent that the underwriters' do not exercise their over-allotment option in connection with the registrant's initial public offering in full. IWH Sponsor GP LLC is the general partner of the Sponsor. Hadrien Forterre, Antonio Varano Della Vergiliana and Arcturus Holdings, LLC are the managing members of IWH Sponsor GP LLC. James MacPherson is the managing member of Arcturus Holdings, LLC. By virtue of these relationships, each of these entities and individuals may be deemed to share beneficial ownership of the securities held of record by Sponsor. Each of them disclaims any such beneficial ownership except to the extent of their pecuniary interest therein.

Remarks:

[IWH Sponsor LP, By: /s/
IWH Sponsor GP LLC, its
Managing Member, By: 12/08/2021
Hadrien Forterre, Managing
Member](#)

<u>IWH Sponsor GP LLC, By:</u>	
<u>/s/ Antonio Varano Della</u>	<u>12/08/2021</u>
<u>Vergiliana, a Managing</u>	
<u>Member</u>	
<u>/s/ Hadrien Forterre</u>	<u>12/08/2021</u>
<u>/s/ Antonio Varano</u>	<u>12/08/2021</u>
<u>DellaVergiliana</u>	
<u>/s/ James MacPherson</u>	<u>12/08/2021</u>
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.