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

**AMENDMENT NO. 2
TO
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Integrated Wellness Acquisition Corp

(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction of
incorporation or organization)

6770
(Primary Standard Industrial
Classification Code Number)

98-1615488
(I.R.S. Employer
Identification No.)

148 N Main Street
Florida, NY 10921
Telephone: (845) 651 5039
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

James MacPherson
Chief Financial Officer
148 N Main Street
Florida, NY 10921
Telephone: (845) 651 5039
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies of all communications, including communications sent to agent for service, should be sent to:

Barry I. Grossman, Esq.
Joshua N. England, Esq.
Ellenoff Grossman & Schole LLP
1345 Avenue of the Americas
New York, New York 10105
(212) 370-1300

Mark D. Wood, Esq.
Evan S. Borenstein, Esq.
Timothy J. Kirby, Esq.
Katten Muchin Rosenman LLP
575 Madison Avenue
New York, New York 10022
(212) 940-8800

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. ☐

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, 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 ☒

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 7(a)(2)(B) of the Securities Act. ☐

CALCULATION OF REGISTRATION FEE

Title of Each Class of Security Being Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit ⁽¹⁾	Proposed Maximum Aggregate Offering Price ⁽¹⁾⁽²⁾	Amount of Registration Fee
Units, each consisting of one Class A ordinary share, \$0.0001 par value, and one-half of one redeemable warrant ⁽²⁾	11,500,000 units	\$10.00	\$115,000,000	\$10,660.50
Class A ordinary shares included as part of the units ⁽³⁾	11,500,000 shares	—	—	— ⁽⁴⁾
Redeemable warrants included as part of the units ⁽³⁾	5,750,000 warrants	—	—	— ⁽⁴⁾
Total		—	\$115,000,000	\$10,660.50

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

(2) Includes 1,500,000 units, consisting of 1,500,000 Class A ordinary shares and 750,000 redeemable warrants, which may be issued upon exercise of a 45-day option granted to the underwriters to cover over-allotments, if any.

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

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

(5) Previously paid.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

This amendment is being filed solely to file an exhibit to the Registration Statement.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 13. Other Expenses of Issuance and Distribution.

The estimated expenses payable by us in connection with the offering described in this registration statement (other than the underwriting discount and commissions) will be as follows:

Legal fees and expenses	\$250,000
Accounting fees and expenses	40,000
SEC expenses	\$ 10,660
FINRA expenses	17,750
NYSE listing and filing fees	85,000
Printing and engraving expenses	40,000
Miscellaneous	56,589
Total	<u>\$500,000</u>

Item 14. Indemnification of Directors and Officers.

Cayman Islands law does not limit the extent to which a company's memorandum and articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as to provide indemnification against willful default, willful neglect, civil fraud or the consequences of committing a crime. Our amended and restated memorandum and articles of association provides for indemnification of our officers and directors to the maximum extent permitted by law, including for any liability incurred in their capacities as such, except through their own actual fraud, willful default or willful neglect. We will enter into agreements with our directors and officers to provide contractual indemnification in addition to the indemnification provided for in our amended and restated memorandum and articles of association. We expect to purchase a policy of directors' and officers' liability insurance that insures our officers and directors against the cost of defense, settlement or payment of a judgment in some circumstances and insures us against our obligations to indemnify our officers and directors.

Our officers and directors have agreed to waive any right, title, interest or claim of any kind in or to any monies in the trust account, and have agreed to waive any right, title, interest or claim of any kind they may have in the future as a result of, or arising out of, any services provided to us and will not seek recourse against the trust account for any reason whatsoever (except to the extent they are entitled to funds from the trust account due to their ownership of public shares). Accordingly, any indemnification provided will only be able to be satisfied by us if (i) we have sufficient funds outside of the trust account or (ii) we consummate an initial business combination.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling us pursuant to the foregoing provisions, we have been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Item 15. Recent Sales of Unregistered Securities.

In July 2021, our sponsor paid \$25,000, or approximately \$0.009 per share, to cover certain expenses on our behalf in consideration of 2,875,000 Class B ordinary shares, par value \$0.0001. Such securities were issued in connection with our organization pursuant to the exemption from registration contained in Section 4(a)(2) of the

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Securities Act. The total number of Class B ordinary shares outstanding after this offering and the expiration of the underwriters' option to purchase additional units will equal 20% of the total number of Class A ordinary shares and Class B ordinary shares outstanding at such time. The Class B ordinary shares will automatically convert into Class A ordinary shares concurrently with or immediately following the consummation of our initial business combination, or earlier at the option of the holder thereof, on a one-for-one basis, subject to adjustment, as described in this prospectus. If we increase or decrease the size of this offering, we will effect a share capitalization or a share repurchase or redemption or other appropriate mechanism, as applicable, with respect to our Class B ordinary shares prior to the consummation of this offering in such amount as to maintain the number of founder shares at 20% of the total number of Class A ordinary shares and Class B ordinary shares outstanding at such time (assuming the underwriters exercise their option to purchase additional units in full).

Our sponsor is an accredited investor for purposes of Rule 501 of Regulation D. The sole business of our sponsor is to act as the company's sponsor in connection with this offering.

Our sponsor has committed, pursuant to a written agreement, to purchase an aggregate of 6,250,000 private placement warrants (or 6,850,000 private placement warrants if the underwriters' over-allotment option is exercised in full), at a price of \$1.00 per warrant in a private placement to occur concurrently with the closing of this offering for an aggregate purchase price of \$6,250,000 (or \$6,850,000 if the over-allotment option is exercised in full). This issuance will be made pursuant to the exemption from registration contained in Section 4(a)(2) of the Securities Act.

No underwriting discounts or commissions were paid with respect to such sales.

Item 16. Exhibits and Financial Statement Schedules.

- (a) *Exhibits.* The list of exhibits preceding the signature page of this registration statement is incorporated herein by reference.
- (b) *Financial Statements.* See page F-1 for an index to the financial statements and schedules included in the registration statement.

Item 17. Undertakings.

- (i) The undersigned registrant hereby undertakes to provide to the underwriters at the closing specified in the underwriting agreements, certificates in such denominations and registered in such names as required by the underwriters to permit prompt delivery to each purchaser.
- (ii) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.
- (iii) The undersigned registrant hereby undertakes that:
 - 1. For purposes of determining any liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon

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Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

- 2. For the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
1.1	<u>Form of Underwriting Agreement.**</u>
3.1	<u>Memorandum and Articles of Association.**</u>
3.2	<u>Form of Amended and Restated Memorandum and Articles of Association.**</u>
4.1	<u>Specimen Unit Certificate.**</u>
4.2	<u>Specimen Class A Ordinary Share Certificate.**</u>
4.3	<u>Specimen Warrant Certificate.**</u>
4.4	<u>Form of Warrant Agreement between Continental Stock Transfer & Trust Company and the Registrant.**</u>
5.1	<u>Opinion of Ogier.**</u>
5.2	<u>Opinion of Ellenoff Grossman & Schole LLP.**</u>

10.1	<u>Form of Investment Management Trust Agreement between Continental Stock Transfer & Trust Company and the Registrant.**</u>
10.2	<u>Form of Registration Rights Agreement among the Registrant, the Sponsor and the Holders signatory thereto.**</u>
10.3	<u>Form of Private Placement Warrants Purchase Agreement between the Registrant and the Sponsor.**</u>
10.4	<u>Form of Indemnity Agreement.**</u>
10.5	<u>Form of Administrative Services Agreement between the Registrant and the Sponsor.**</u>
10.6	<u>Promissory Note, dated as of July 7, 2021, between the Registrant and the Sponsor.**</u>
10.7	<u>Securities Subscription Agreement, dated as of July 7, 2021, between the Registrant and the Sponsor.**</u>
10.8	<u>Form of Letter Agreement between the Registrant, the Sponsor and each director and executive officer of the Registrant.**</u>
14	<u>Form of Code of Ethics and Business Conduct.**</u>
23.1	<u>Consent of BDO.*</u>
23.2	<u>Consent of Ogier (included on Exhibit 5.1).**</u>
23.3	<u>Consent of Ellenoff Grossman & Schole LLP (included on Exhibit 5.2).**</u>
24	<u>Power of Attorney (included on signature page of the initial filing of this Registration Statement).**</u>
99.1	<u>Form of Audit Committee Charter.**</u>
99.2	<u>Form of Compensation Committee Charter.**</u>
99.3	<u>Form of Nominating and Corporate Governance Committee Charter.**</u>
99.4	<u>Consent of Hadrien Forterre.**</u>
99.5	<u>Consent of Gail Forterre**</u>
99.6	<u>Consent of Scott Powell**</u>
99.7	<u>Consent of Robert Quandt**</u>
99.8	<u>Consent of James MacPherson**</u>

* Filed herewith.

** Previously filed.

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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 Village of Florida, State of New York on the 8th day of December, 2021.

INTEGRATED WELLNESS ACQUISITION CORP

By: /s/ Steven Schapera

Name: Steven Schapera

Title: Chief Executive Officer

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.

<u>Name</u>	<u>Position</u>	<u>Date</u>
<u>/s/ Steven Schapera</u>	Chief Executive Officer and Director	December 8, 2021

Steven Schapera

(Principal Executive Officer)

/s/Antonio Varano Della Vergiliana

Antonio Varano Della
Vergiliana

Chairman of the Board

December 8, 2021

/s/ James MacPherson

James MacPherson

Chief Financial Officer
(Principal Financial and Accounting Officer)

December 8, 2021