



LIBERA UNIVERSITA' INTERNAZIONALE DEGLI STUDI SOCIALI

Department of Economics and Finance
Bachelor's Degree in Economics and Business
Chair of Corporate Finance

The Shortest Path to Go Public

Thesis Supervisor
Professor Stefano Di Colli

Candidate
Federico del Maestro

236471

Academic Year 2020-2021

The Shortest Path to Go Public.

1. Premise

1.1 The internship at Cubehub

1.2 Abstract

2. Initial Public Offering

2.1 What is an IPO

2.1.1 Are IPOs really underpriced?

2.2 Steps to issue an IPO

2.3 IPOs in Italy

3. Special Purpose Acquisition Companies

3.1 “Blank-check Companies”: SPACs definition

3.2 SPACs history

3.3 SPACs in Italy

4. How SPACs work

4.1 The establishment and the promoters of a SPAC

4.2 The listing and the underwriters

4.3 The Business Combination and the Target Company

4.4 Shares and warrants

4.5 Advantages and disadvantages of SPACs

4.6 Relevant studies on SPACs

5. An Italian example: SPACE & Fila

5.1 Introduction

5.2 The Story

5.3 Transaction Overview

5.4 Results

6. Conclusion

1. Premise

1.1 The internship at Cubehub



Figure 0 - Cubehub logo

The following paper is the result of studies and experiences collected during an internship working side by side with many successful entrepreneurs, financial advisors and accountants in Cubehub, a joint venture between Abalone Group and PCCube. The former, a British group which manages 1.4 billion euros and provides ManCo services for 31 funds (9 more under negotiations) together with 0.7 billion assets PE and VC, the latter an highly innovative company which worked in technology innovation, IoT and business organisation for over 15 years.

Together with Abalone Venture of Abalone Group in Cubehub they promote a new incubator model that can capture know-how and innovations everywhere and bring, through their global network, a startup's business on international markets.

The initial project (which is still in progress at the time of the composition of this brief introduction) included between many business opportunities the creation of one of the first Italian SPAC. Thanks to the many documents and information the partners

provided me with, and also because of the passion they communicated to me on such an important matter for this period, I decided to focus my final thesis on these revolutionary financial vehicles: Special Purpose Acquisition Companies. Of course a three months internship cannot possibly cover (for a matter of time) all the phases necessary to create and develop a SPAC, that is why after analysing and describing all the many passages and legislations regulating the processes of such a financial vehicle, the conclusion originally thought of as the exposition of the results of our work will be substituted with a case study on Fabbrica Italiana Lapis ed Affini (Fila), a company established in 1920 in Florence which in 2015 went public thanks to the merger with SPACE, an Italian SPAC.

1.2 Abstract

The purpose of this document is to provide a knowledge base in the process of setting up, implementing and finalising a SPAC and listing the target company. To achieve this goal, however, it is important to start from the basics, in fact the document in its first chapters rather than immediately delving into the technical details related to SPACs, will define in a general way the process of issuing IPOs in the classic way, for companies that access the stock exchange. without taking advantage of these important financial vehicles. Once this simple "review" is completed, starting from the

third chapter we will start talking about the SPACs in a more technical sense, also focusing on the birth and history of these important economic instruments. After the more generic phase of mere description of the SPACs, we will enter the more practical phase, in which we will get to know the main internal and external characters, the warrants, the laws that regulate the SPACs and the investors. At the end of this path we will consider a case study on the well-known company FILA (Fabbrica Italiana Lapis ed Affini), which will be important to understand in a more practical way how a SPAC could successfully achieve its goal in Italy. In fact, precisely because the initial idea of the thesis was to describe the phases of creation of a SPAC established in Italy, at the end of the fundamental chapters there will always be a chapter that briefly summarises the differences and similarities that exist between creation and development of SPACs in the US and in Italy.

2. Initial Public Offering

2.1 What is an IPO

An IPO, which is an acronym for Initial Public Offering, is an offer to the public to buy shares of a private corporation which aims to get enlisted for the first time in a regulated market. IPOs are generally promoted by companies whose capital is held by one or more entrepreneurs, institutional investors or venture capitalists, which aim to reach a wider audience of investors through the stock exchange.

Furthermore, the news of the publication of new IPOs is usually information that captures the interest of many investors, as it is generally (and often erroneously) believed that the issuance of new shares may coincide with the opportunity to gain

access to undervalued stocks, we will analyze this widely discussed concept in more detail in the following subsection considering the research of Amiyatosh K. Purnanandam and Bhaskaran Swaminathan.

Before analysing the ways a company can “go public” and the strategies it can pursue to do so, it is important to know why companies have the need to get listed in the first place.

Shares issuance enables the corporation to raise capital from public investors, providing the company access to resources which will allow for extra growth and expansion, not to mention the effect of the increased transparency (needed in order to issue IPOs, but we will get to that later) and share listing credibility which will help the firm to obtain better terms when seeking for new debt.

In the last period, the number of new IPOs issued has reached an all time high, as shown in the following chart published on the NASDAQ website.

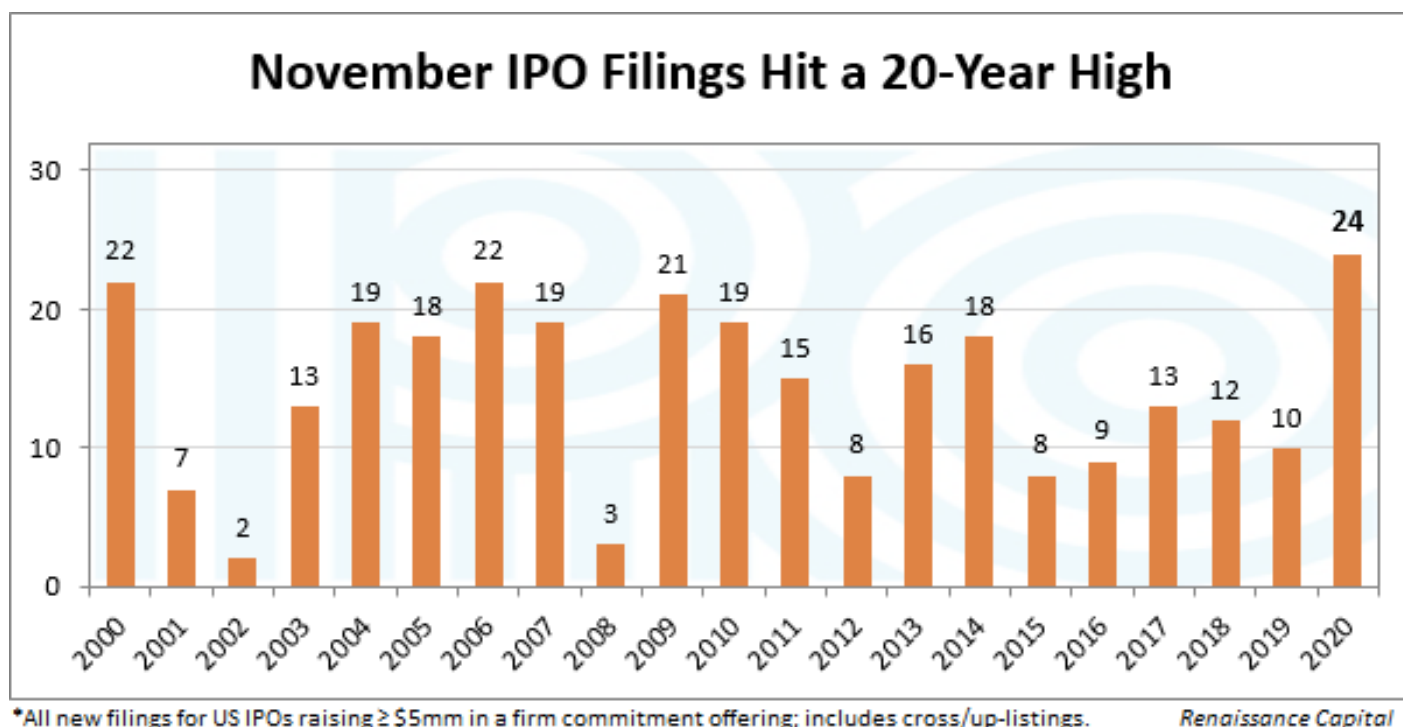


Figure N - In 2020 new filings for US IPOs reached an all time high peak

At this point, the following question to answer is why not all the companies are public.

It is important to understand that when a corporation is listed in a regulated market, the directors of the company have a responsibility towards their shareholders. This is why as an example, US companies must meet some requirements by exchanges and the Securities and Exchange Commission to hold an IPO. Even after its IPO, the listed company will be subject to public reporting requirements. Requirements of course may be different depending on the regulations of the state in which the company is registered.

2.1.1 Are IPOs really underpriced?

Leafing through financial magazines or reading articles in various online newspapers, you often come across facades announcing the issuance of new IPOs as if it were an unmissable and unrepeatability opportunity to make a profit.

While it is widely believed that the issuance of new IPOs offers the opportunity to access highly undervalued stocks, the research of Amiyatosh K. Purnanandam and Bhaskaran Swaminathan seems to document the opposite: “we find that in a sample of more than 2,000 IPOs from 1980 to 1997, the median IPO was significantly overvalued at the offer price relative to valuations based on industry peer price multiples. This overvaluation ranges from 14% to 50% depending on the peer matching criteria”.

What deceives investors the most when new IPOs are released is also the presence of excessively optimistic market growth projections, which often fail to materialize.

The results produced by the research of Amiyatosh K. Purnanandam and Bhaskaran Swaminathan suggest that IPO investors are usually deceived by optimistic growth forecasts and pay insufficient attention to profitability in valuing IPOs.

In conclusion, the answer to the question which opened this subparagraph is, as it often happens in economics, "it depends". The fundamental lesson to bear in mind is that there are no fixed rules, it is important to consider carefully and case by case each new issuance.

2.2 Steps to issue an IPO

Since regulations for firms to go public may change depending on the country where the company is incorporated, we will consider the US process as an example to get an idea of the many steps and agreements common to the majority of legislations.

The first step in the IPO process is for the issuing company to find an investment bank as advisor for its IPO and to provide underwriting services. IPO Advisors are usually investment banking firms characterised by specialised knowledge of the company and the sector in which it operates, hired to help through the process of listing on a public exchange for the first time. The advisor is chosen according to many criteria such as industry expertise, quality of research, reputation and capacity to provide the new securities to more institutional investors or individuals.

After the engagement with the advisor the next step is the underwriting process where the bank acts as a broker between the company and the public to help the company

sell its initial set of shares. There are different underwriting agreements available to the issuing company:

- Firm Commitment: under this kind of agreement the underwriter (the investment bank) purchases the whole offer and resells the shares to the public. The firm commitment agreement guarantees the company to raise a precise sum of money.
- Best Efforts Agreement: arrangement in which the underwriter only sells the securities on behalf of the company.
- All or None Agreement: in this form of agreement unless all of the offered shares can be sold, the offering is canceled.
- Syndicate of Underwriters: there are many public offering managers and one investment bank from the group is selected as the book-running manager. Under such an agreement, the lead investment bank forms a syndicate of underwriters by forming strategic alliances with other banks, each of which then sells a part of the IPO. Such an agreement arises when the lead investment bank wants to diversify the risk of an IPO among multiple banks.

Once the agreement is arranged, the underwriter must draft some documents to bind the two parties in the engagement including papers describing the agreement they entered.

Only subsequent to the approval by the SEC the effective date can be established. The day before the effective date the two parties must decide the offer price and the precise number of shares to be sold, this is a fundamental step because it is the moment when the company realizes how much capital will be raised for itself. Usually IPOs are

underpriced in order to be sure that the issue is fully subscribed by the public investors. Investors see in underpriced IPOs an opportunity to extra profits and a compensation for the risk they take by investing in the IPO.

After the issue has been completed, the underwriter needs to deliver analyst recommendations, after-market stabilisation and create a market for the issued stock.

The final stage will end in 25 days after the IPO, when investors will stop relying on the mandated disclosures and prospectus and start valuing the market forces for information regarding their shares. After this “quiet period” underwriters can provide estimates on earnings and valuations of the issuing companies. At this very moment the underwriter assumes the roles of advisor and evaluator of the issuing company and the operation is completed.

Now the whole process may look simple and not so difficult to carry out but it is important to bear in mind that regulations established by exchanges and the respective commission can be very demanding and are usually the reason why many companies cannot go public.

2.3 IPOs in Italy

The project on which this paper is based on takes place in Italy, this is why it is essential to depict how the IPO process and regulations differ in this country.

The only Italian stock exchange is based in Milan, in Piazza Affari. In 1997 it also merged and replaced all the minor trading squares, which performed a purely regional function (Turin, Rome, Bologna, Genoa, Venice, Florence, Naples, Palermo and Trieste): today they no longer exist.

The need to issue IPOs in Italy for an Italian company is often given by the fact that foreign regulations are different from those adopted in the country of reference of the company. Often they are also incompatible with the company law to which the company that intends to be listed must be subject.

In Italy for a company to get listed it is necessary to meet the Alternative Investment Market (AIM) requirements. In simple terms, the essential condition that must be met is the presence of a NOMAD (Nominated Adviser), an entity responsible for assessing the suitability of an issuer for the purposes of listing on the AIM.

The required documentation varies from company to company and from market to market. From a practical point of view, however, in principle an Italian company must:

- publish and file the last three financial statements, which allow to know the patrimonial, economic and financial situation of the company;
- be able to generate revenues independently, for example through sales;
- make the financial statements public, so that the whole market can evaluate them.

According to a study conducted by Baffi - Carefin research center of Bocconi University and Equita, one of the most popular investment banks of Italy, not many local companies decide to go public. Those who decide to do so are driven by the possibility of obtaining benefits from the point of view of company growth in terms of investments, personnel and obviously revenues.

The formal admission procedure in Italy lasts for a maximum of two months and the cost depends on the percentage of the capital that the company intends to invest. The

listing can be formalised online through an online platform, managed by the Stock Exchange: in fact, it is an official tool for managing the admission process.

The listing is carried out mainly on two types of financial markets: those dedicated to medium-large companies (MTA) or those dedicated to medium-small companies (AIM).

3. Special Purpose Acquisition Companies

3.1 “Blank-check Companies”: SPACs definition

Imagine if an expert entrepreneur asked you to invest in a company: chances are you will want to know more. As it turns out there is no company, at least not yet. That is the concept of SPACs or Special Purpose Acquisition Companies.

The Special Purpose Acquisition Company, is a particular corporate vehicle born thanks to the initiative of some subjects, defined as promoters (or alternatively founders, management teams or sponsors), characterized by high professional specialized in specific industries and supported by operators with high experience in the M&A and private equity sectors, with the aim of listing, through an IPO, on a regulated market, or on a multilateral trading facility, in order to raise capital from investors and proceed subsequently integration with an unlisted company, defined as target, within a certain relatively short period of time, usually 18 - 24 months, so that the latter assumes the status of a listed company.

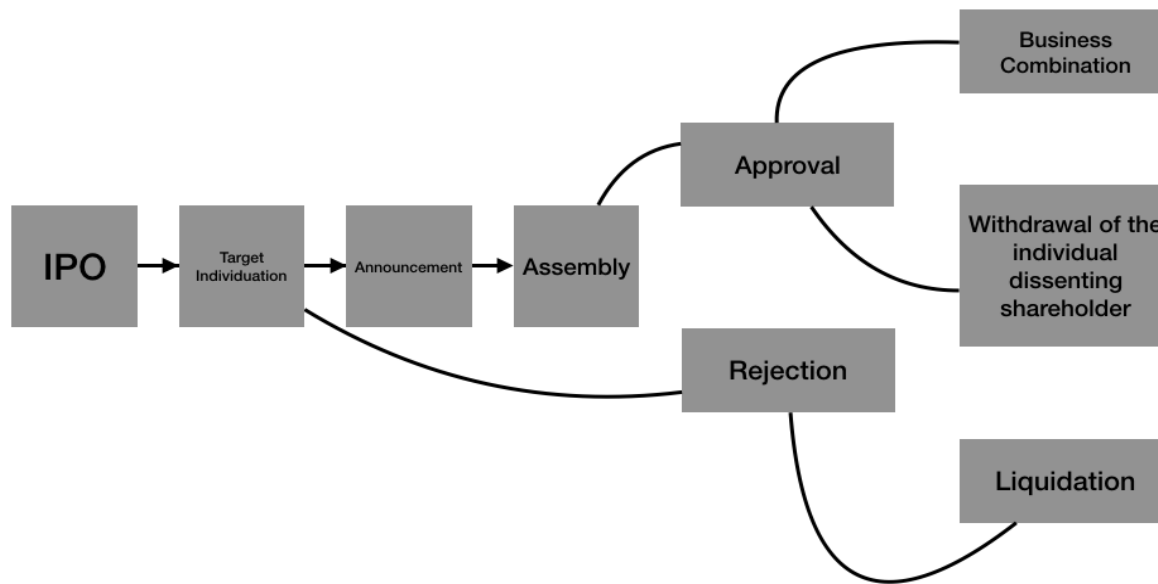


Figure 1 - Life cycle of a SPAC

When the SPAC is listed on the market, specific units are placed consisting of shares and one or more warrants, which since the placements are "in the money", they are convenient for the investor himself. Initially, before the transversal affirmation of this particular financial product, investors were represented by long only investment funds and HNWI (High Net Worth Individuals) investors while today, not infrequently, we can also find insurance companies, mutual funds of investment etc, which however fall within the macro-area of institutional investors. It is important to specify that not all issues are the exclusive responsibility of institutional investors or qualified individuals; in fact we can also find retail investors as evidenced by the experience of Glenalta, the Italian SPAC placed on the AIM market in July 2017.

After the placement on the market, most of the resources collected are separated through particular mechanisms, represented by trusts (alternatively, escrow accounts

or restricted funds) on which interests from so-called investments accrue. As previously mentioned, the SPAC has a limited time horizon, as within, and not later than, 24 months (except in special cases where an extension of a further 6 months may be granted), the management team must identify the target company and proceed with the so-called business combination, which must be approved with specific qualified majorities, around 75-80%, by the shareholders' meeting. Otherwise, if this is rejected, the management team has two alternative ways to follow: either present a new target or liquidate the investors; it should be noted that the latter is pursued even in the event that no business combination is approved, and in this case too, the withdrawal is followed by the investors who will be repaid with the liquidity held on the restricted funds while maintaining ownership of the warrants. After the IPO, the four categories by which Lewellen categorizes SPACs in their life cycle are:

- No target found (NT): the SPAC has not announced its intention to acquire a target company;
- Target found (TF): the SPAC announced, but not completed, the purchase proposal;
- Acquisition completed (AC): SPAC has completed the acquisition of one or more target companies;
- Acquisition withdrawn (AW): the SPAC, after announcing the acquisition, withdraws it.

The last of the focal points relating to the life of the SPAC, but one of the most important in terms of the success of the entire operation, is that relating to the ways in which the business combination can take place:

- the shares of the target company can be purchased by the current shareholders;
- new shares issued by the target company can be subscribed;
- a direct or reverse merger can take place between the SPAC and the target company.

It should be noted that, with regard to the ways in which the business combination is carried out, there are two different interpretations: a part of the academic literature that claims that the transaction is a real merger, while a second interpretation claims that this is a reverse merger, a phenomenon that strongly characterizes the US context. The reverse merger is a particular type of merger which, in the case of SPACs, involves an inactive listed company or in any case without assets (typically defined shell company); among other things, it is an operation that in the American context enjoys a negative reputation, as it is associated with the back-door listing process.

In the first case, however, we start from the concept that the SPAC was born with the aim of enabling an unlisted operating company to go public by providing fresh capital and the necessary expertise of its promoters, in order to guarantee the success of the operation.

3.2 SPACs History

To go back to the dawn of the SPAC phenomenon it is necessary to go back in time, and more precisely we must focus on the 1980s and the US market. That was a period of explosive growth in the capital markets, and one of the many effects that ensued was the increase in the level of fraudulent activity, especially as regards the so-called penny stocks and the so-called blank check companies, which were the companies that issued them, and within whose perimeter, the former fell. Typically, penny stocks are

small cap securities issued by blank check companies, which are traded outside the main markets at a relatively low price.

Generally, they are considered highly speculative and high risk due to their low liquidity, the high bid - ask spread, their small capitalization, and the limited disclosure of issuers. Before admission to the main markets, these were mainly traded on OTC markets, specifically on the OTCBB, the OTC Bulletin Board and on the Pink Sheets, as they were characterized by very little regulation. This last factor has allowed, over time, the affirmation of various fraudulent schemes by dealers-brokers, who were able to easily manipulate the expectations of rather unwary investors. One of these schemes was to sell the aforementioned securities at inflated prices, which absolutely did not reflect their value, in order to be able to earn on sales commissions, or in any case on the difference between the price charged and the fair price relative to the market. The practice, as confirmed by specific US legislative texts, was that of sponsoring shell corporations, or blank check companies; these, we recall, were companies with no operational history, tangible assets and very few employees, with the sole objective, specified in the statute, to be looking for potential investment opportunities to be implemented through mergers or acquisitions; in particular, the prototype of the fraudulent scheme provided that the promoters of the blank check company registered the latter with the SEC, subsequently distributing its shares to underwriters, brokers, associates and other compliant subjects and then downloading the title, with a high mark -up, to investors unaware of the whole situation. This was done either through a merger with a private company, which was the subject of exciting marketing campaigns that emphasized its bright prospects, or by simply creating euphoria around the title through appropriate rumors. Another method could be the repeated exchange of shares between the parties who collaborated in this

scheme in order to create apparent liquidity, or even use intensive sales tactics to sell the securities to retail investors. The time when this mechanism emerged, above all, in the eyes of investors was when, after announcing the investment opportunity and creating euphoria around the company, they realized that the securities in which they had invested were highly illiquid, of little value, and that no one was willing to buy them.

Thus in 1990 the Penny Stock Reform Act (PSRA) was promulgated, so that it could become necessary to regulate the blank check companies and, consequently, for the penny stocks, in order to avoid, or at least oppose, such fraudulent practices. This regulatory provision, in the first instance, was aimed at limiting the use of the proceeds from the IPO of the blank check companies until information relating to the company to be acquired was provided; it was a big step forward, but it was not the only one.

Conversely, however, not all blank check companies, at the time, were born with fraudulent purposes, and therefore their downsizing, following the scandal that overwhelmed them, was significant to the point of creating a vacuum in the capital markets. Only later, with the growth of the economy in the 90s, returned the need for small businesses to go public again, which, however, were not the right profile for traditional IPOs. And so it was that David Nussbaum, president of "GKN Securities", tried to reintroduce blank check companies, also through the introduction of the reverse merger concept, laying the foundations for those particular types of companies that we now call SPAC, of which they are the modern evolution. Specifically, the blank check companies that Nussbaum had in mind would be exempt from Rule 419, which was applied only to stock offers below \$ 5 million, a significant difference in terms of both discipline and market empathy, given previous negative experiences.

However, in order to attract investors to that part of the market, hitherto characterized by little appeal, he would have voluntarily respected many of the provisions of Rule 419, eg. placing as collateral, through the use of restricted funds, most of the proceeds of the IPO, granting the promoters a specific period of time to find the target company with which to proceed with the business combination, and, which is fundamental compared to the past, grant investors the right of withdrawal. The result was that about 15 - 20 years earlier it was a niche market, characterized by scams and broker-dealers who carried out operations at the limits of the legal, and later, would be characterized by specific requirements that minimized fraud but above all by representing a much more attractive market niche for investors.

3.3 SPACs in Italy

Just as in the former chapter, it is fundamental to outline the Italian regulation structure and procedures as well since they may slightly diverge from the general process of issuing IPOs through a SPAC.

Borsa Italiana had long ago identified SPACs as an interesting alternative method to the normal IPO that could affect the Italian market. The first transactions took place in 2011, with the listing of Italy 1 Investment S.A. ' on the regulated market MIV (Investment Vehicles Market) and Made In Italy 1 S.p.A. on the multilateral trading system AIM Italia. In particular, with an amendment to the Market Regulations, in May 2010 a specific segment was introduced in the MIV, reserved for professional investors and, therefore, closed to the retail public, for SIV (Special Investment Vehicles), investment vehicles whose investment policy does not provide for diversification, such as SPACs.

In addition to the general requirements for listing on the MIV regulated market, including the definition of an investment policy and the presence of management autonomy, additional restrictions are imposed for access to the SIV segment to the SPACs. These include: a duration of no more than 36 months to make a significant investment (ie no less than 50 percent of the company's assets), that at least three members of the administrative body have at least three years' experience in the strategic management of investments of the size and of the type "of those envisaged, the adoption of a policy for managing conflicts of interest. With regard to the AIM Italia Regulation, it provides for the possibility of listing investment companies that have published an investment policy. The implementing provisions clarify that this category also includes "companies that contain only cash (blank check companies and special purpose acquisition companies)".

4. How SPACs work

4.1 The establishment and the promoters of a SPAC

As already amply mentioned, SPACs consist of promoters with the unique purpose of proceeding with the company integration, subject to acquisition or merger, using the resources collected previously via IPO. Formally, the process starts when the underwriters, on behalf of the Management Team, proceed with the deposit of the Prospectus (in Italy at Consob, in the USA at the SEC), in which an IPO is announced in the future. In particular, this document explains very extensively the process of transforming the newly established company, with a minimum investment of around

\$ 25,000 by the promoters in a new listed company, which would be looking for an acquisition of a target company within a temporal time established ex-ante. The prospectus describes the needs of financing the new company has, the nature of the titles issued, reveals what is the entire subscription agreement, any conflict of interests which can arise among the promoters and investors, deepens the proposed business, and above all it focuses on what is the background of the Management Team. Furthermore, it provides details on how it will be used in the case in which the acquisition of the target company will take place and, the opposite case, in the event that the SPAC were unable to perform the acquisition and therefore must proceed with the liquidation phase. Once the document is deposited by the Diriferation Authority (in the USA is the SEC, in Italy Consob), the Management Team and Underwriters set a series of preparatory steps in order to proceed with the listing of the corporate vehicle set up.

The founders of a SPAC are usually ex or current executives of high professional standing from different sectors, which the practice calls SPAC Promoters, SPAC Managers, or SPAC Sponsors. Generally, from the deposited prospects, it is clear that the origin of the sponsors is quite heterogeneous, and above all we can see how some of these have already had an experience with Blank Check companies in the period before 2003, fundamental year for the “New generation” of Special Purpose Acquisition Companies.

In most cases, it is noted that founders of SPACs are about five coming from investment companies, private equity and hedge funds. In the Prospectus, the founders normally highlight the intention to dedicate only a few hours of weekly work to the SPAC and warn potential investors regarding a possible risk of conflict of interest represented by their involvement in competitor firms, also informing them of

the high uncertainty relating to the success of the merger operation; On average, the annual remuneration of the founder of a SPAC is around \$ 75,000. They sell about 80% of the entire equity stake through IPOs and maintain the remaining 20% for themselves in the event of a positive outcome of the combination business.

In addition to stock investment, Founders can also be committed to buying warrants in advance. In general, in the US experience, the sponsors participate in the Spac in the following terms: through the sponsor equity, which is represented by 20% of the post IPO capital and which is purchased with a symbolic fee, through the sponsor warrants that represents a percentage between 1.5-4% of the capital and finally through the Sponsor Co-Investment, thus units purchased at the same conditions as investors at the listing, or stocks acquired a few days before the Assembly. Partly or in toto, the shares of the sponsors are subjected to a lock-up clause.

It denotes for the purposes of the extent to which the sponsors participate in the SPAC, that the sponsors warrants represent the "Capital at Risk" which is not recovered in the event of a negative outcome of the entire initiative; While the Sponsor Equity does not participate in the distribution of funds in the event of liquidation, but it provides the Management Team with a significant share in the target in the event of a positive outcome of the combination business, regardless of those that are the successive performance of the shares.

A final element that it is necessary to analyze on the figure of the promoters is the one linked to reputation. Generally, SPACs try to report the goodness of the operation to the market through the figure of their promoters; Although the high track record in private equity / hedge funds in the role of Investment Manager can be important it may not be enough, not even to resolve the moral hazard problem.

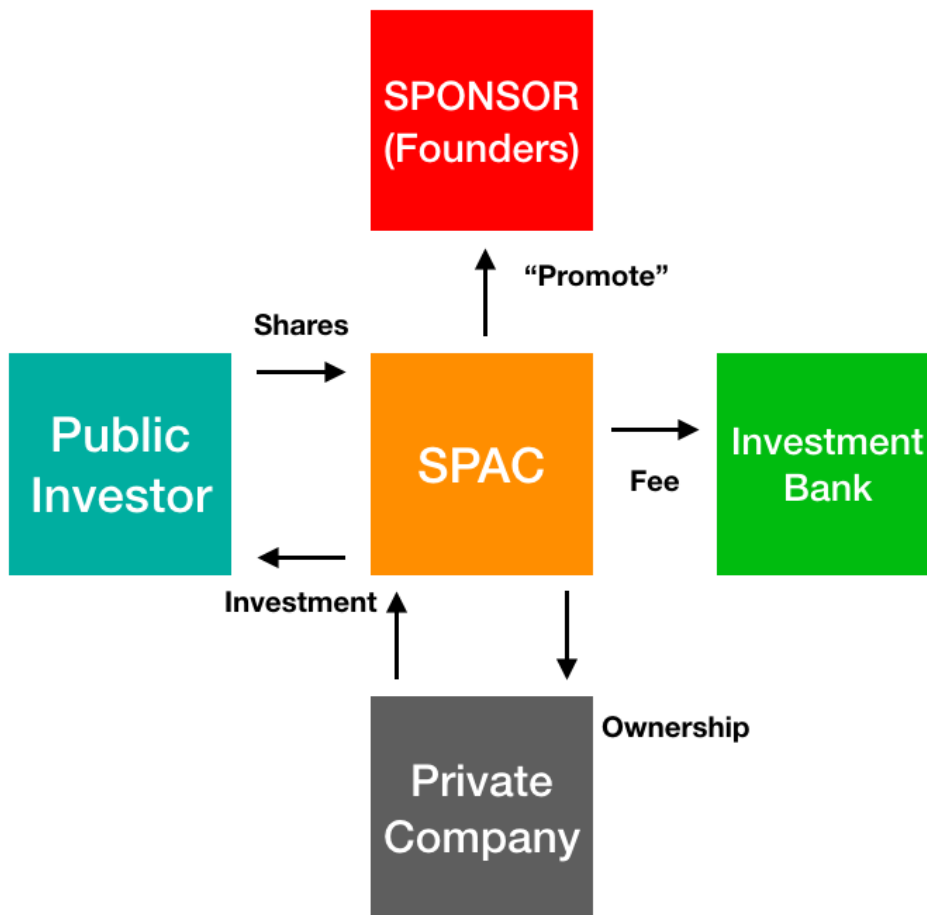


Figure 2 - Standard SPAC funding structure

4.2 The listing and the underwriters

Typically, the listing of SPACs requires units to be placed on the market that usually correspond to an ordinary share and one (or more) warrants, which allow the investor to be able to purchase shares of the same at a discount in the future. The use of funds obtained through IPOs is regulated by the provisions of the prospectus. Specifically,

approximately 5% of the capital raised is used to pay in advance the subscriber's commissions, administrative and legal expenses, office costs, registration of securities, and employee salaries. The remaining 95% of the funds are deposited in special restricted funds, opened with a depository institution, to be invested in high quality risk-free securities, typically government bonds.

The establishment of a restricted fund is an essential aspect in this process, as it demonstrates to potential investors the willingness to assure investors that most of the funds raised are preserved regardless of the success of the business combination. In the first instance, the underwriters have an interest in carefully structuring the offers of the securities concerning the SPAC in such a way as to arouse the interest of potential investors. Secondly, they also act as market-makers as they proceed immediately with the trading activity of the instruments issued. The units (shares + warrants) dissolve (the components, shares and warrants, circulate independently) about 45 days after the IPO.

As regards the warrants, Lakicevic and Vulcanovic underline that for their exercise it is necessary to wait for the completion of the corporate integration, (on average, it takes place approximately 7-8 months from the date of filing of the documents, which certifies the willingness to collect resources on the market). In the US, these instruments, in the period 2003-2005, were mainly traded on illiquid OTC markets, and only later on the AMEX / NYSE and NASDAQ. In fact, from 2005 AMEX allowed the listing of SPACs, subject to regulation of minimum capital requirements, governance, compliance with the Sarbanes Oxley Act and the minimum price quota, and since 2008, trading has also been allowed for NASDAQ and NYSE. (The NASDAQ remains the first choice, in terms of the market, on which to list a SPAC).

Having considered the entire operation, we can highlight how the underwriters are not limited to just the listing but they also cover the role of advisor. In fact, in support of this evidence Dimitrova demonstrates that in 47% of the deals, the function of the underwriters is not limited to accompanying the company on the stock exchange, but also to assist it for the entire life cycle. For the entire involvement, they receive a fee that amounts to approximately 7% of the proceeds of the listing. Typically, the average underwriters' syndicate is made up of four members, most notably small, highly specialized investment banks. This evidence is confirmed by the analyzes of Cumming, Haß and Schweizer regarding the profile of underwriters. The authors analyze how these can be more than one and how they agree, with the company, a unique and somewhat peculiar structure regarding the commissions, as a part is paid to them after the IPO process and a second is kept in the restricted fund, next to the capital of the investors, and paid upon successful acquisition. As anticipated, an interesting element, which can be seen from the studies in question, is how the underwriter's profile is represented by niche operators in the sector, and not by the usual names that one would expect for such an operation, and which correspond to the group of investment banks that fall under the so-called "League Tables"; nevertheless, with the growth of the market, which has been witnessing in recent years, it is not infrequently possible to find some large commercial banks among the underwriters. The reason why, according to the authors, the big names in the sector have not yet taken to the field at full capacity, is related to the way in which the commissions are paid: instead of being divided into two different moments, these players would be more oriented towards a payment immediately following the IPO; therefore there would be fewer incentives for them in assisting SPACs both as regards the phase of accompaniment on the stock exchange but also as regards the acquisition

of the target, also considering the fact that the SPACs, on a dimensional level, are a product that it is significantly lower than the target segment normally followed by large investment banks, and this aspect can undoubtedly strengthen the thesis that a niche advisor is preferred.

4.3 The Business Combination and the Target Company

Generally, the IPO date represents the first day of the SPAC's life on the market, but, paradoxically, it can also be the last, unlike traditional listed companies. The reason is as follows: if the management team is unable to carry out a business combination within a certain period of time, the SPAC will dissolve and the existing investors will be authorized to receive the amount held in the restricted fund, in proportion to the shares held. Theoretically, the management team has a period of time ranging from 18 to 24 months to complete the acquisition process, but in practice, this time frame can be extended by a further 6 months, thus reaching a maximum of 30. Furthermore, it should be noted that the liquidation process is also conditioned by the rules relating to stock exchange listing mechanisms. In the early years, when SPACs were traded only on OTC markets, these forms of protection relating to settlement terms were much milder if not absent, and it was the sponsors and underwriters themselves who self-imposed a settlement term of 24 months. In 2008, however, when both the NASDAQ and the NYSE announced the admission of SPACs to trading, there was a further extension to the settlement terms up to 36 months (in Italy, at most 30).

In the prospectuses that are filed with the reference authorities, the founders of SPAC usually specify the sector or country of the target being acquired. They are also required to submit quarterly and annual financial documentation on a regular basis.

SPACs usually use a specific document (in the USA the so-called “8-K Form” or the “425 Form” document) to announce the business combination. In the document announcing the corporate integration, the management provides clarifications on the structure of the proposed transaction as well as reveals the name of the target.

Furthermore, the management team declares that the completion of the business combination is subject to the approval by a minimum percentage of shareholders, as specified by the listing prospectus.

After the announcement of the corporate integration and the concomitant approval of the definitive document by the reference authority, the most important task for the management team is to have the support of the shareholders, for the proposed business combination, at the date of vote, remembering that all shareholders have the right to participate in the vote relating to the merger plan, and for the deal to be approved it is necessary that a certain percentage of votes against, the threshold of which is indicated in the prospectus filed at the meeting, does not exist of IPO.

In the period from 2003 to 2006, the non-voting threshold was typically 20% of the total votes, while after 2006 it stood at around 30% on average; this means that if more than 20% of the shareholders vote against the proposed business combination, the merger process must be suspended and the SPAC liquidated. When the liquidation of the company is announced, the shareholders are entitled to the distribution of the resources held on the restricted fund, pro-rata with respect to the shares held. In the event that the shareholders approve the business combination, the management team, together with the underwriters, and the lawyers proceed to the definition of a new form and notify the issue of new securities instrumental to the completion of the business combination. Once the transaction has been approved, all the funds held in the restricted fund are available for the SPAC management team to be used for the

newly established company. Instead, as regards the target company, subject of the acquisition, it must be an unlisted private company, and with regard to this point, we can see cultural differences between the US and the Italian experience regarding SPACs. In the USA, it is common to focus attention on companies to be restructured or in any case not in good health, while in Italy the profile of the company to be acquired is represented by medium-small companies with high potential. As Sjostrom points out, the private companies acquired by SPAC are brought to the market without having to provide all the financial documentation, with related additions, that a normal traditional listing process requires. Precisely for this reason, the target firms see SPAC as an attractive way to access the market without having to face the various delays as well as the significant costs required by the normal listing process. Furthermore, a further pros for the owners of the target is to obtain liquidity upon payment in cash, in addition to the benefit of the experience of the management team as well as of the structure of the SPAC itself, which significantly reduces the threat of regulatory or legislative interference, during the acquisition process. SPACs appear to have a high appeal for several reasons: first of all, for those companies that are hungry for liquidity, because they have significant availability of cash, but above all because, in the eyes of private equity funds, they represent a potential exit-vehicle for the companies that they have in their portfolio, also considering that a significant number of professionals operating in the SPACs are current or former managers of the same funds. Most SPACs are focused on acquiring target companies belonging to specific sectors (transport, healthcare, financial services, consumer goods, telecommunications, manufacturing) or to specific geographical areas (including China, India, Israel) in which management has significant knowledge. It is important to underline that in the acquisition of the target, the SPAC must use at least 80% of the resources tied up on

the escrow account, under penalty of liquidation, which means the pro-rata return of the amount deposited in the fund to the investors. It is possible, although quite rare, to find situations in which the SPAC acquires several target companies and not just one. While it is common practice the circumstance that foresees not having yet framed the potential target at the time of the IPO, and consequently not being able to provide detailed information to investors prior to listing on the market.

4.4 Shares and warrants

The shares of a SPAC possess, from a structural point of view, some unique and interesting properties which differ significantly from those held by ordinary shares. In fact, in the first phase of the SPAC life cycle (before the business combination), from the investor's point of view, it is as if he was investing in a risk-free asset and at the same time in a call option on a security unknown to him, subject of course to systemic risk. Furthermore, these shares are characterized by an expiration date and a series of rights far superior to those typical provided by ordinary ones. In the event that, however, the business combination does not take place, the investor has the right to receive part of the liquidity held in the fund in proportion to the shares held. It is important to underline that, from a theoretical point of view, the share price should never go below the present value of the amount of the liquidity itself considered at the maturity date of the company. In purely financial terms, the share normally reacts in two specific moments: at the moment in which the business combination is announced (in detail, at the time of signing the letter of intent with the target company) and at the decision date of the former (typically the date on which the Shareholders' Meeting is called or the date on which it is ascertained that the level of withdrawing shareholders

is below the threshold set). The market may consider the corporate integration project to be positive, therefore the stock will appreciate as it is believed that this project can create value, or it can evaluate it negatively and in this case the value of the stock will settle at the floor value. But not only that, the stock can also react to any market rumors, in advance, in relation to a potential agreement with the target, and in this case, it is difficult to justify a positive vote on the corporate integration project, in the absence of the appreciation of the post-announcement title, by a rational investor. Indeed, it is common to believe that a possible appreciation of the market is instrumental to a positive vote on the business combination, and in this case, the conclusion is that the market is able to read, in advance, the quality of the deal, in contrast to the numerous evidences that demonstrate its inefficiency. The complexity of the SPAC is partly due to its financial architecture. In fact, in addition to shares, warrants are also envisaged, those are financial instruments that attribute the right to subscribe for shares of the issuing company at a pre-established price and exchange ratio.

SPACs provide for two types of warrants: sponsor warrants that are signed by promoters, and market warrants that are offered together with the shares to the public free of charge. Furthermore, it is important to underline that the presence of warrants makes any share placement much more attractive, not only limited to SPACs, first of all to place those who subscribe them in a position of privilege, as they can exercise their right when the value of the shares is appreciated, but above all to be able to split the investment into two different types of securities: shares and warrants which are characterized by two different risk and return profiles.

The main features of the warrants are as follows:

- the strike price, at the time of issue, "in the money";
- the option contained in the warrant is of the American type, so it can be exercised at any time before the expiry date. There are two moments of exercise: either after the IPO, or in a deferred manner, at the moment of corporate integration;
- their exercise can take place without the holder paying a fee. This mode of exercise is called cashless, and is characterized by a null exercise price and a change in the exercise ratio, which is the number of actions that can be taken from the exercise of each warrant;
- it is possible that when the share price is above a given threshold, the company redeems the warrants for a symbolic amount, forcing the bearers to convert so that they do not lose their earnings.

4.5 Advantages and disadvantages of SPACs

Many scholars and experts identified SPACs as a double-edged sword, because of their simplicity (as for the various loopholes that sometimes allow managers to circumvent the rules of financial markets) but also because of their (potentially) negative impact on markets for the same reasons stated earlier. Solomon Steven Davidoff defined SPACs in its paper as "A Thriving Financial Product" although on the other hand they have various weaknesses that could significantly harm several individuals involved in the transaction. He concluded that "SPACs may persist, not because they are good for investors or the companies themselves, but because they are a sought-after financial product".

First of all, let's consider the positive aspects that can be found in the work of the SPACs. These can be divided according to the beneficiaries: the target company, the investors, the market.

Regarding the target company, the first point appears to be that the target company, once the business combination has taken place, also automatically becomes listed on the capital market. This obviously happens thanks to the incorporation of the target into the SPAC. This allows the acquired company to access the capital market in a facilitated manner, as it will not have to perform any procedure for admission to the desired market, nor will it bear all the costs related to these procedures; the second point, again in favor of the target company, is that it may not comply with the requirements for admission to listing of the companies on the capital market. In fact, not having to submit any request for admission to the listing for the examination, it is not necessary that the target has all the right credentials to be listed, as it will be sufficient to have been acquired by the SPAC; the third advantage is represented by the possibility, for the pre-existing shareholders of the target company, to monetize part of their shareholding in the capital of the latter, during the business combination, still being able to maintain an active role in the management of the new company, after the business combination.

As for investors: the first advantage is represented by the centrality of the investor, that is, the subjects who invest their capital in the SPAC play a central role in the decision-making system. In fact, they are the ones who decide whether or not to implement the business combination. Furthermore, to dissenting members, it is recognized the right to liquidate their shareholding in the company's capital, getting back the entire amount invested, plus accrued interest; the second advantage is represented by the degree of liquidity that the investment presents. In fact, both the

ordinary shares and the warrants of the SPAC are traded on the stock market right from the start. The investment can be liquidated from the first day of listing. The warrants also allow the investor to obtain a minimum return, as the strike price is lower than the purchase price of the share on the market, or to realize an additional gain on the investment, if the price of the share records a rise.

Finally, as regards the market: the SPAC allows, in a single solution, an instrument that constitutes risk capital, which allows to find a significant amount of liquidity on the financial markets and to involve and motivate a high-profile management team. Furthermore, considering that access to financial resources for development, in this particular economic period, is hindered by the limited availability of bank credit and risk capital on the stock markets.

On the other hand, no matter how many benefits can be drawn from the SPAC operating model, there are several disadvantages. As previously done, the disadvantages are also divided according to the underprivileged entity.

For the SPAC itself: the first drawback for SPACs is represented by the provision of a precise time constraint within which to conclude a transaction of business combination, under penalty of liquidation of the created company and loss, for the promoters, of their initial investment; another negative aspect is that the SPAC, by virtue of the status of "public company", must meet the requirements imposed by the supervisory authority of the stock exchange on which it is listed and be subject to the related regulations; the last unfavorable aspect for the SPACs is that they are not suitable for acquiring a company already listed on the capital market, as the premium to be paid for the business combination, added to the dilution of the SPAC, makes the operation not very convenient.

Regarding the unfavorable aspects for investors: the first negative aspect concerns the fact that, at the time of the investment, they do not know the identity of the target company with which the business combination should take place. At the most, in the event that the SPAC is not born as a generalist from this point of view, investors are only referred to the industrial sector in which the target company will be chosen and any other characteristics sought by management in a target company; a further negative aspect of this model appears to be that the investors participating in the initiative suffer a dilution effect of about 20% on average. This effect is reduced if the transaction carried out is larger than the SPAC and therefore, either leverage is used, or additional capital is issued.

Finally, the disadvantages for the market are reported: the target company may not comply with the requirements for admission to listing of companies on the capital market, not having to undergo any examination for admission to listing, essentially circumventing the regulation of the related stock market.

4.6 Relevant studies on SPACs:

Now that the idea of what SPACs are and how they work is clear, it might be interesting to acknowledge how experts feel about them. The answer to that question might not be surprising at all since it is a sentence frequently used in the world of economics: it depends. What is important to understand is that depending on the role a person covers in the economy, the concerns and perceived benefits might vary: the

opinion of a Venture Capitalist will be different from that of an economist who covers a different role.

Many scholars are concerned about the feedback that companies listed on the stock exchange often make evident once they have landed on the stock market thanks to a SPAC. Johannes Kolb and Tereza Tykvová analysed 127 SPAC acquisitions and 1128 IPOs during the wave of “new-generation” and as a result, SPACs starting in 2003 lend support to the conjecture that particular small and levered firms with low growth opportunities tend to use this vehicle. In the Journal of Corporate Finance the researchers stated that tracking long-term abnormal returns, they discovered that SPAC firms are associated with severe underperformance in comparison to the market, the industry and (comparable) IPO firms.

Stating the obvious, as much as any new, powerful financial instrument that has not been regulated following the experience of its impact on the market for a considerable amount of time by the financial markets authorities (much more time is needed in order to really grab the impact of those financial vehicles in the economy), SPACs can attract the attention of managers and entrepreneurs whose only interest is to list their company on the stock exchange when the latter are not ready yet to do so from a structural point of view of growth and stability rather than from that linked to the presence of capital, that is why numerous companies once the transaction is completed take a negative trend and tend to fail. SPACs can resurrect a society in the same way they can bring it to ruin.

The perspective of Fred Wilson, Venture Capitalist and co-founder of Union Square Ventures gives us instead the point of view of the impact of SPACs from the standpoint of a VC: “In the last few years, competition has emerged for IPOs. On the

left has come direct listings. And on the right, we have SPACs. Now founders and CEOs and Boards have a plethora of options for moving from a privately held business to a publicly held business. Competition and choice is good. That is deeply held belief of mine across all aspects of life and business. And so the deluge of SPAC money coming to market right now is a good thing for the founders and CEOs who lead our portfolio companies. It offers them a wider array of options for going public than they had before. I am certain that will be a good thing for the tech sector and the VC sector.”

Public knowledge affirms that there is a positive correlation between competition and technological development both in terms of progress and efficiency, in this sense, according to Wilson, SPACs could have a boost effect in the economy over time.

5. An Italian example: SPACE & Fila



Figure C - SPACE & Fila, official logo of the presentation (Source: **Comunicato stampa - Space S.p.A. e F.I.L.A.)**

5.1 Introduction

Space is a SPAC (Special Purpose Acquisition Company) set up under Italian Law which raised €130 millions on the market, on top of €4.6 millions from the Sponsors. SPACE was listed on MIV, the regulated segment for investment vehicles of the Italian Stock Exchange, since 18 December 2013.

What SPACE was looking for was an Italian leader in its sector with global ambitions, characterised by entrepreneurial talent combined with a strong management team. The best candidate would have been a company which had a strong cash generative growth potential with equity value over 200 millions.

Fila, appeared to be the best target company: it was a global leader in design, production and marketing of creativity tools and products for children, a sector not affected by digitalisation. Furthermore Fila, a very famous company in Italy, was the emblem of resilience and a very successful firm in terms of profit growth. The target company registered over 200 millions in sales, it was present in 19 countries with 11 plants and over 2500 direct employees as of financial year 2013.

5.2 The Story

Fila had all the needed features for a successful Business Combination with SPACE:

- A recognized leader in its reference markets:

Within the EDUTAINMENT sector, FILA offers multiple drawing, colouring, modelling and writing solutions primarily to young children through established local brands

- Attractive sector fundamentals:

Creative arts are essential development tools in early childhood education, so that is why digitalisation will unlikely get a similar company out of business. Moreover the company shows important global growth with interesting opportunity in emerging markets and the market analysis shows few emerging global players which could lower the profit expectations for future years.

- A proven, successful business model:

Other than its presence in 3 continents with 11 plants, employing over 5,000 people, Fila is provided with a well-tested, vertically integrated platform and has private access to impressive wood sources and a holistic approach to supply chain management, notwithstanding the high barrier for new entrants created by Fila's high quality standards through all segments.

- Strong track record of accretive M&A:

From local company to a global player also thanks to external growth, successful integration of targeted acquisitions, confidence for future thriving M&A. The company has a tested approach for integrating acquisitions with a clear strategy aimed at

integrating key local competitors and brands characterised by a well defined step-by-step approach.

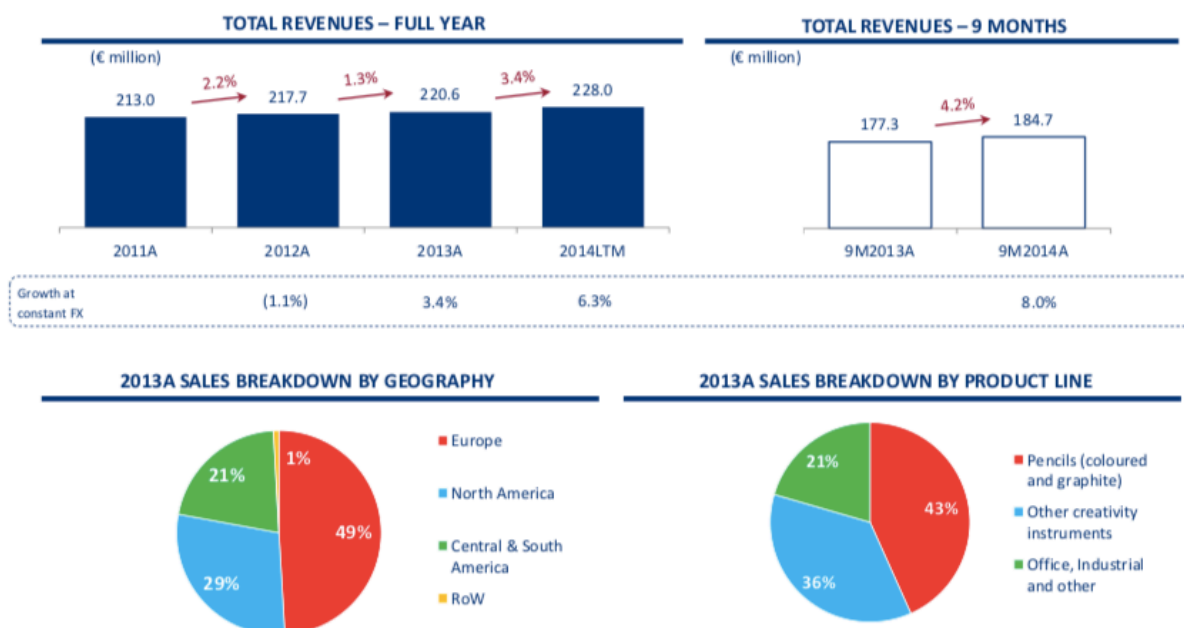
- Skilled global management team:

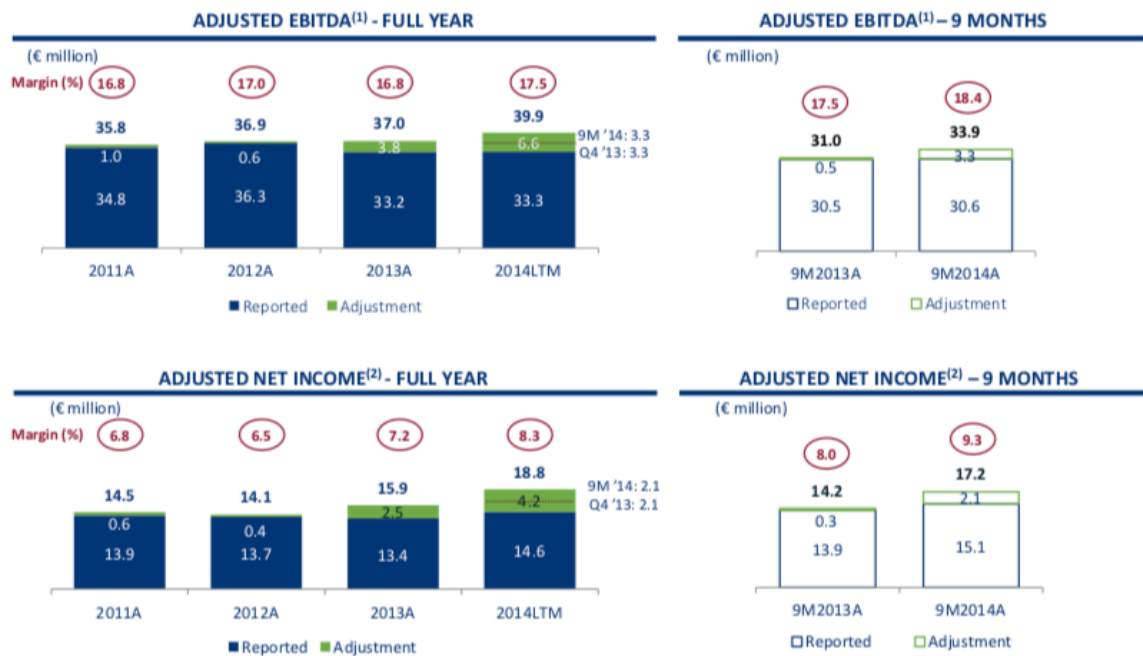
Alberto Candela and Massimo Candela respectively as Chairman and CEO, Stefano De Rosa as CFO, and Piero Frova as Marketing Director (at the time of the merger).

- Growth and profitability: explained in the following graphs (Figures C1 and C2 Source: **Comunicato stampa - Space S.p.A. e F.I.L.A.)**

- A clear path to future growth:

Growth acceleration and focus on efficiency are Fila's core strategic goals because of its further penetration in Emerging Markets through organic and M&A growth, market share consolidation in Developed Markets and because of external events as the increasing growth in the hobby and fine art sectors.





5.3 Transaction Overview

SPACE's team studied the business combination in the form of a merger of Fila into SPACE following three equally important key objectives: listing Fila on the Italian Stock Exchange, exploiting the possibility to use also shares to pursue M&A targets, providing financial resources to Fila to continue its growth strategy and providing a way out to existing Fila's financial shareholders.

The strategy followed to complete the transaction was composed by three simultaneous actions occurring at merger completion: SPACE acquisition of interests in Fila, contingent distribution of SPACE reserves and the actual merger.

SPACE also provided a new structure of Corporate Governance for the “newborn” company: the project consisted in a 9 members BoD with Gianni Mion as Chairman and Massimo Candela as CEO.

During the business analysis on shares issuance at business combination conducted by SPACE’s team in accordance with Fila’s, there were two kind of scenarios possible which will be both summarised in Figure C4 - Summary of Shares Issued at Business combination.

SCENARIO 1: NO BUY-BACK FOR PUT OPTION AND WITHDRAWAL RIGHTS				SCENARIO 2: MAX WITHDRAWAL RIGHTS (33%)			
<ul style="list-style-type: none"> Total shares issued to FILA shareholders: 23,615,831 <ul style="list-style-type: none"> Ordinary Shares: 17,049,323 Class B Shares: 6,566,508 New FILA Shareholders Structure: 				<ul style="list-style-type: none"> Total shares issued to FILA shareholders: 18,892,721 <ul style="list-style-type: none"> Ordinary Shares: 13,639,499 Class B Shares: 5,253,222 New FILA Shareholders Structure: 			
	Ordinary	Class B	Sponsor Shares		Ordinary	Class B	Sponsor Shares
Pencil	13,133,032	6,566,508	-	Pencil	10,506,457	5,253,222	-
VEI	3,916,291	-	-	VEI	3,133,042	-	-
Market Investors	12,999,999	-	-	Market investors	8,718,562	-	-
Sponsors	805,000	-	299,000	Sponsors	805,000	-	299,000
Total	30,854,322	6,566,508		Total	23,163,061	5,253,222	299,000

Figure C4 - Summary of Shares Issued at Business Combination

(Source: **Comunicato stampa - Space S.p.A. e F.I.L.A.**)

In order for the company to be in line with the best practices provided by the Italian Stock Exchange, the board of directors had to include 2 independent directors and a director elected by minority shareholders through voting lists mechanism.

The shareholder agreement was signed by Pencil, VEI and SPACE holding in place to define Board appointments.

5.3 Results

Fila today is one of the leading companies in the market for coloring, drawing, model making, writing and painting products and in the school and leisure sectors. The group operates as of 30 June 2020 through 21 production plants and 35 branches worldwide with brands such as GIOTTO, DAS, LYRA, Canson, Maimeri, Daler and Rowney Lukas, Ticonderoga, Pacon, Strathmore and Princeton.

Since 2015, after going public thanks to the aforementioned transaction, the company was able to maintain its leading position in its niche and continued pursuing its former attitude of integrating competitor companies as in 2018 with the acquisition of Pacon, one of the main operators in the US market for products for school and the art and craft sector, based in Appleton.

6. Conclusion

In conclusion, taking into account the mentioned aspects and that the world development of Special Purpose Acquisition Companies has not yet stopped following the negative economic cycle we are going through, it can be added that this new type of company represents an important tool for the development of enterprises, especially in negative periods, such as the current one, in which traditional sources of financing are increasingly rarefied, both for small and medium-sized enterprises and for large ones. In periods such as the current one, with financial statements deteriorated by the economic situation, small and medium-sized enterprises, wishing to open the property to third parties, find themselves in further difficulty in being admitted to listing, in addition to the problems they normally encounter during the journey towards the opening up to capital markets. The intervention of SPACs allows the aforementioned subjects to achieve the objective of the listing. In any case, the target company, to be chosen for the business combination, must have good potential on which to base a future development, which is necessary, at least, to remain on the listing market. This element is taken into consideration both by the management and by the shareholders, in their assessments relating to any business combination. This will ensure that the target company, with which the SPAC will merge, will not be an undeserving or problematic company.

The study of the new generation of SPACs and their impact on financial markets and the economy in general is still unclear and only time will give us a firm answer in this regard. In my opinion however, from the perspective of SMEs, thanks to this powerful financial vehicle the future looks brighter.

In conclusion I want to thank Professor Di Colli for his constant availability, his extreme kindness and cordiality and for communicating his passion for the financial markets to me.

I want to thank my colleagues for having accompanied me on this path without ever failing in giving me their best support, I want to thank specifically Gianni Pelosi and Carlo Troccoli, the two pillars of my training during the internship.

I want to thank my family for always believing in my abilities and my worth even in times when it was most difficult to do so.

However, it is too soon for thanksgivings: this is just the beginning.

Bibliography and Sitography:

Cubehub, Abalone Group and PCCube:

<https://www.cubehub.it/en/home-en/>

U.S Securities Exchanges Commission:

<https://www.sec.gov/smallbusiness/goingpublic>

Are IPOs Really Underpriced? - Amiyatosh K. Purnanandam, Bhaskaran Swaminathan

<https://academic.oup.com/rfs/article/17/3/811/1612977?login=true>

Figure N

<https://www.nasdaq.com/articles/stampede-record-breaking-november-filing-activity-brings-a-wave-of-unicorns-to-the-2020>

IPO Advisors - Michael Corcoran

<https://www.investopedia.com/terms/i/ipo-advisor.asp>

AIM Italia / Mercato alternativo del Capitale:

<https://www.aim-italia.it>

Corporate Finance Institute:

<https://corporatefinanceinstitute.com/resources/knowledge/finance>

Studio BAFFI-CAREFIN Bocconi & Equita

Investitore istituzionale:

<https://www.borsaitaliana.it/bitApp/>

[glossary.bittarget=GlossaryDetail&word=Investitore%20Istituzional](https://www.borsaitaliana.it/bitApp/glossary.bittarget=GlossaryDetail&word=Investitore%20Istituzional)

Investitore retail: <https://www.investopedia.com/terms/r/retailinvestor.asp>

“Glenalta al debutto in borsa con 400 investitori.”:

http://www.glenalta.it/wp-content/uploads/2015/09/Glenalta-al-debutto-in-Borsa-con-400-investitori_-FinanceCommunity.pdf

“SPACs as an Asset Class”: - Stefan M. Lewellen, 2008

Marco Fumagalli

“Lo sviluppo della SPAC in Italia, Un nuovo modo di fare private equity e di quotare le aziende in Borsa”

Ciclo di vita di una SPAC:

<http://www.indstars.it/it/pages/ciclo-di-vita-di-una-spac>

Definition depository institution for purposes of section 716 of the Dodd-Frank Act:

<https://www.law.cornell.edu/cfr/text/12/237.21>

Mercato Over the counter(OTC): <https://www.borsaitaliana.it/bitApp/glossary.bit?target=GlossaryDetail&word=Mercato%20Over%20the%20Counter>

There Perverse Incentives of SPACs - Lora Dimitrova, 2012

“League Tables” - <https://spacinsider.com/topics/underwriting-league-tables/>

“The Fast Track IPO – Success Factors for Taking Firms Public withSPACs”,
Cumming, Haß e Schweizer, 2014

William K. Sjostrom: The Truth About Reverse Mergers

Entrepreneurial Business Law Journal, Vol. 2, 2008

Solomon Steven Davidoff: “A thriving financial product, despite a record of failure” ;
dealbook.nytimes.com; 13 agosto 2013

Johannes Kolb Tereza Tykvová, Going public via special purpose acquisition companies: Frogs do not turn into princes:

<https://www.sciencedirect.com/science/article/abs/pii/S0929119916300852>

Fred Wilson - AVC - Some Thoughts On SPACs

Comunicato stampa - Space S.p.A. e F.I.L.A. - Fabbrica Italiana Lapis e Affini S.p.A.

- annunciano l'approvazione dell'operazione di Business Combination: [http://](http://www.space-spa.it/static/upload/inv/investor-presentation---space-fila.pdf)

www.space-spa.it/static/upload/inv/investor-presentation---space-fila.pdf

Fila - Il Sole 24 Ore: <https://mercati.ilsole24ore.com/azioni/borsa-italiana/dettaglio-completo/FILA.MI>

Fila buys Pacon - Repubblica: http://www.repubblica.it/economia/finanza/2018/05/08newsshopping_usa_per_le_matite_fila_comprata_pacon_per_340_milioni-195810913/