

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **September 7, 2021**

GALILEO ACQUISITION CORP.

(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction
of incorporation)

001-39092
(Commission File Number)

N/A
(IRS Employer Identification No.)

1049 Park Ave. 14A
New York, NY 10028
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(347) 517-1041**

Not Applicable
(Former name or former address, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
Units, each consisting of one Ordinary Share and one Redeemable Warrant	GLEO.U	The New York Stock Exchange
Ordinary Shares, par value \$0.0001 per share	GLEO	The New York Stock Exchange
Warrants, each warrant exercisable for one Ordinary Share for \$11.50 per share	GLEO WS	The New York Stock Exchange

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 disclosed, on April 28, 2021, Galileo Acquisition Corp. (NYSE: GLEO.U, GLEO and GLEO WS), a special purpose acquisition company organized under the laws of the Cayman Islands (“Galileo”), entered into the Agreement and Plan of Merger and Reorganization (the “**Merger Agreement**”), with Shapeways, Inc., a Delaware corporation (“**Shapeways**”), related to a proposed business combination (the “**Transaction**”), and as described in greater detail in a Current Report on Form 8-K filed by Galileo with the Securities and Exchange Commission (“**SEC**”) on April 30, 2021.

On September 7, 2021, Galileo issued a press release announcing that, as of September 7, 2021, the SEC has declared effective the registration statement on Form S-4 (as amended, the “**Registration Statement**”) filed by Galileo in connection with the Transaction and that an extraordinary general meeting (the “**Meeting**”) of Galileo’s shareholders will be held as a virtual meeting on September 28, 2021 at 10:00 a.m., Eastern Time. For the purposes of Galileo’s Amended and Restated Memorandum and Articles of Association, the physical place of the meeting will be 1345 Avenue of the Americas, 11th, Floor, New York, NY 10105. The purpose of the Meeting is to vote on certain proposals related to the Transaction that are disclosed in the definitive proxy statement included in the Registration Statement. To register and receive access to the virtual meeting, registered shareholders and beneficial holders (those holding shares through a stock brokerage account or by a bank or other holder of record) will need to follow the instructions applicable to them provided in the proxy statement included in the Registration Statement. A copy of the press release is filed herewith as Exhibit 99.1 to this Current Report on Form 8-K.

Forward-Looking Statements

This report contains, and certain oral statements made by representatives of Galileo and Shapeways and their respective affiliates, from time to time may contain, “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. Galileo’s and Shapeways’ actual results may differ from their expectations, estimates and projections and consequently, you should not rely on these forward-looking statements as predictions of future events. Words such as “expect,” “estimate,” “project,” “budget,” “forecast,” “anticipate,” “intend,” “plan,” “may,” “will,” “could,” “should,” “believes,” “predicts,” “potential,” “might” and “continues,” and similar expressions are intended to identify such forward-looking statements. These forward-looking statements include, without limitation, Galileo’s and Shapeways’ expectations with respect to future performance of Shapeways and the satisfaction of the closing conditions to the proposed Transaction. These forward-looking statements involve significant risks and uncertainties that could cause actual results to differ materially from expected results. Most of these factors are outside the control of Galileo and are difficult to predict. Factors that may cause such differences include, but are not limited to: (1) the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger Agreement; (2) a default by one or more of the investors in the private investment in Galileo on its commitment, and Galileo’s failure to retain sufficient cash in its trust account or find replacement financing in order to meet the \$100 million minimum cash condition in the Merger Agreement; (3) the inability to consummate the Transaction, including due to failure to obtain approval of the shareholders of Galileo or other conditions to the closing in the Merger Agreement; (4) the inability to obtain the listing of Galileo’s securities on NYSE following the Transaction; (5) the ability to recognize the anticipated benefits of the Transaction, which may be affected by, among other things, competition, the ability of Shapeways to grow and manage growth economically and hire and retain key employees; (6) costs related to the Transaction; (7) changes in applicable laws or regulations; (8) the effect of the COVID-19 pandemic on Galileo or Shapeways and their ability to consummate the Transaction; (9) the possibility that Galileo or Shapeways may be adversely affected by other economic, business, and/or competitive factors; and (10) other risks and uncertainties identified in the Registration Statement, including those under “Risk Factors” therein, and in other filings with the SEC made by Galileo. Galileo and Shapeways caution that the foregoing list of factors is not exclusive, and caution readers not to place undue reliance upon any forward-looking statements, which speak only as of the date made. Neither Galileo nor Shapeways undertakes or accepts any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements to reflect any change in its expectations or any change in events, conditions or circumstances on which any such statement is based, subject to applicable law.

Readers are referred to the most recent reports filed with the SEC by Galileo.

Information Sources; No Representations

The press release has been prepared for use by Galileo and Shapeways in connection with the Transaction. The information therein does not purport to be all-inclusive. The information therein is derived from various internal and external sources, with all information relating to the business, past performance, results of operations and financial condition of Galileo derived entirely from Galileo and all information relating to the business, past performance, results of operations and financial condition of Shapeways derived entirely from Shapeways. No representation is made as to the reasonableness of the assumptions made with respect to the information therein, or to the accuracy or completeness of any projections or modeling or any other information contained therein. Any data on past performance or modeling contained therein is not an indication as to future performance.

No representations or warranties, express or implied, are given in respect of the press release. To the fullest extent permitted by law, in no circumstances will Galileo or Shapeways, or any of their respective subsidiaries, affiliates, shareholders, representatives, partners, directors, officers, employees, advisors or agents, be responsible or liable for any direct, indirect or consequential loss or loss of profit arising from the use of the press release, its contents (including without limitation any projections or models), any omissions, reliance on information contained within it, or on opinions communicated in relation thereto or otherwise arising in connection therewith, which information relating in any way to the operations of Shapeways has been derived, directly or indirectly, exclusively from Shapeways and has not been independently verified by Galileo. Neither the independent auditors of Galileo nor the independent auditors of or Shapeways audited, reviewed, compiled or performed any procedures with respect to any projections or models for the purpose of their inclusion in the press release and, accordingly, neither of them expressed any opinion or provided any other form of assurances with respect thereto for the purposes of the press release.

Important Information About the Transactions and Where to Find It

Galileo and Shapeways will file relevant materials with the SEC, and Galileo has filed the Registration Statement declared effective by the SEC on September 7, 2021, which includes the definitive prospectus with respect to Galileo’s securities to be issued in connection with the proposed Transaction and the definitive proxy statement of Galileo with respect to the Meeting at which Galileo’s shareholders will be asked to vote on the proposed Transaction and related matters. GALILEO’S SHAREHOLDERS AND OTHER INTERESTED PERSONS ARE ADVISED TO READ THE REGISTRATION STATEMENT AND OTHER INFORMATION FILED WITH THE SEC IN CONNECTION WITH THE TRANSACTION, AS THESE MATERIALS CONTAIN IMPORTANT INFORMATION ABOUT GALILEO, SHAPEWAYS AND THE TRANSACTION. The definitive proxy statement contained in the Registration Statement and other relevant materials for the Transaction will be mailed to shareholders of Galileo as of August 2, 2021, the record date established for voting on the proposed Transaction and related matters, on or about September 10, 2021. The Registration Statement, which includes the definitive proxy statement and other relevant materials in connection with the Transaction, and any other documents filed by Galileo with the SEC, may be obtained free of charge at the SEC’s website (www.sec.gov) or by writing to Galileo at 1049 Park Ave. 14A New York, NY 10028.

Participants in the Solicitation

Galileo and Shapeways and their respective directors, executive officers and employees and other persons may be deemed to be participants in the solicitation of proxies from the holders of Galileo ordinary shares in respect of the proposed Transaction. Galileo shareholders and other interested persons may obtain more detailed information regarding the names and interests in the Transaction of Galileo’s directors and officers in Galileo’s filings with the SEC, including the Registration Statement. These documents can be obtained free of charge from the sources indicated above.

Disclaimer

This communication shall not constitute a solicitation of a proxy, consent or authorization with respect to any securities or in respect of the proposed business combination. This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities pursuant to the proposed transactions or otherwise, nor shall there be any sale of securities in any jurisdiction in which the offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release, dated September 7, 2021
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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.

GALILEO ACQUISITION CORP.

By: /s/ Luca Giacometti
Name: Luca Giacometti
Title: Chief Executive Officer and Chairman

Dated: September 7, 2021

**Galileo Acquisition Corp. Announces Effectiveness of
Registration Statement and Special Meeting Date for
Proposed Business Combination with Shapeways**

Special Meeting Scheduled for September 28, 2021

New York, NY – September 7, 2021 – Galileo Acquisition Corp. (NYSE: GLEO, GLEO WT and GLEO UN) (“Galileo”), a special purpose acquisition company, today announced that on September 7, 2021, the Securities and Exchange Commission (“SEC”) declared effective Galileo’s registration statement on Form S-4 (as amended, the “Registration Statement”), which includes a definitive proxy statement in connection with an extraordinary general meeting of Galileo’s shareholders (the “Special Meeting”). At the Special Meeting, Galileo’s shareholders will consider the previously announced proposed business combination with Shapeways, Inc. (“Shapeways”), a leader in the large and fast-growing digital manufacturing industry. Following the closing of the business combination, the combined company’s stock and warrants are expected to list on the NYSE under the ticker symbols “SHPW” and “SHPW WS,” respectively.

As previously announced, the business combination is expected to deliver up to \$195 million (assuming no redemptions by Galileo stockholders) of gross proceeds to Shapeways, including a \$75 million fully committed common stock PIPE anchored by top-tier institutional and strategic investors. Proceeds will primarily be used to accelerate Shapeways’ metal additive manufacturing capabilities, expand its material and technology offerings to extend market reach and grow customer share of wallet, as well as to provide additional working capital.

Galileo will hold the Special Meeting at 10:00 A.M. Eastern Time on September 28, 2021 to, among other things, allow its shareholders to vote to approve the proposed business combination with Shapeways. Galileo shareholders of record on August 2, 2021 (the “Record Date”) will be entitled to notice of and to vote at the Special Meeting. The Special Meeting will be held as a virtual meeting via live audio webcast at <https://www.cstproxy.com/galileoacquisitioncorp/sm2021>. For purposes of Galileo’s Amended and Restated Memorandum and Articles of Association (the “Current Charter”), the physical location of the meeting will be 1345 Avenue of the Americas, 11th Floor, New York, NY 10105.

Registration for the Special Meeting will begin on September 21, 2021 at 9:00 A.M. Eastern Time. GLEO shareholders will need a control number assigned by Continental Stock Transfer & Trust Company to enter the Special Meeting. To register and receive access to the virtual meeting, registered shareholders and beneficial holders (those holding shares through a stock brokerage account or by a bank or other holder of record) will need to follow the instructions applicable to them provided in the proxy statement included in the Registration Statement.

The definitive proxy statement and other relevant documents are being mailed to Galileo’s shareholders of record as of the close of business on the Record Date on or about September 10, 2021. Shareholders are encouraged to read the proxy statement and accompanying documents in their entirety.

Galileo has engaged Morrow Sodali LLC (“Morrow Sodali”) as its proxy solicitor in connection with the Special Meeting. Shareholders who need additional copies of proxy materials, to obtain proxy cards or have questions regarding the proposals to be presented at the Special Meeting may contact Morrow Sodali, toll-free at (800) 662-5200 (individuals) or (203) 658-9400 (banks and brokers) or send an email to GLEO.info@investor.morrowsodali.com. To obtain timely delivery of documents, shareholders must request them no later than September 21, 2021.

About Shapeways

Shapeways is a leader in the large and fast-growing digital manufacturing industry combining high quality, flexible on-demand manufacturing powered by purpose-built proprietary software which enables customers to rapidly transform digital designs into physical products, globally. Shapeways makes industrial-grade additive manufacturing accessible by fully digitizing the end-to-end manufacturing process, and by providing a broad range of solutions utilizing 11 additive manufacturing technologies and more than 90 materials and finishes, with the ability to easily scale new innovation. Shapeways has delivered over 21 million parts to 1 million customers in over 160 countries.

About Galileo

Galileo Acquisition Corp. raised \$138 million in October 2019 and its securities are listed on the New York Stock Exchange under the ticker symbols “GLEO.U,” “GLEO” and “GLEO.WS.” Galileo is a blank check company organized for the purpose of effecting a merger, capital stock exchange, asset acquisition, or other similar business combination with one or more businesses or entities. Galileo is led by a serial SPAC sponsor team that has successfully completed four business combinations prior to the business combination with Shapeways. Its team is composed by seasoned dealmakers with diverse nationalities, M&A, principal investing and public company operating experience in both the North American and Western European markets.

Special Note Regarding Forward-Looking Statements

Certain statements included in this press release are not historical facts and are forward-looking statements for purposes of the safe harbor provisions under the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements generally are accompanied by words such as “believe,” “may,” “will,” “estimate,” “continue,” “anticipate,” “intend,” “expect,” “should,” “would,” “plan,” “predict,” “potential,” “seem,” “seek,” “future,” “outlook,” and similar expressions that predict or indicate future events or trends or that are not statements of historical matters. All statements, other than statements of present or historical fact included in this press release, regarding Galileo’s ability to consummate the transaction, the combined company’s strategy, future operations, and prospects are forward-looking statements. These statements are based on various assumptions, whether or not identified in this press release, and on the current expectations of the respective management of Shapeways and Galileo and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on as, a guarantee, an assurance, a prediction, or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond the control of Shapeways and Galileo. These forward-looking statements are subject to a number of risks and uncertainties, including changes in domestic and foreign business, market, financial, political, and legal conditions; the inability of the parties to successfully or timely consummate the proposed transaction, including the risk that the approval of the stockholders of Galileo or Shapeways is not obtained; failure to realize the anticipated benefits of the proposed transaction; the risk that Shapeways has a history of losses and may not achieve or maintain profitability in the future; the risk that Shapeways faces significant competition and expects to face increasing competition in many aspects of its business, which could cause our operating results to suffer; the risk that the digital manufacturing industry is a relatively new and emerging market and it is uncertain whether it will gain widespread acceptance; the risk that if Shapeways’ new and existing solutions and software do not achieve sufficient market acceptance; the amount of redemption requests made by Galileo’s stockholders; and those factors discussed in Galileo’s Registration Statement, under the heading “Risk Factors,” and other documents Galileo has filed, or will file, with the SEC. If any of these risks materialize or our assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks that neither Galileo nor Shapeways presently know, or that Galileo nor Shapeways currently believe are immaterial, that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements reflect Galileo’s and Shapeways’ expectations, plans, or forecasts of future events and views as of the date of this press release. Galileo and Shapeways anticipate that subsequent events and developments will cause Galileo’s and Shapeways’ assessments to change. However, while Galileo and Shapeways may elect to update these forward-looking statements at some point in the future, Galileo and Shapeways specifically disclaim any obligation to do so. These forward-looking statements should not be relied upon as representing Galileo’s and Shapeways’ assessments of any date subsequent to the date of this press release.

Accordingly, undue reliance should not be placed upon the forward-looking statements.

Additional Information and Where to Find It

This press release relates to a proposed business combination between Galileo and Shapeways. More information about the business combination can be found in the Registration Statement, which includes a joint proxy statement/consent solicitation/prospectus and in Galileo's Current Report on Form 8-K filed with the SEC on April 30, 2021. Although the parties currently intend to consummate the proposed business combination shortly after obtaining the requisite vote at the Special Meeting, pursuant to the terms of the Merger Agreement and Galileo's Current Charter, the "outside date" to consummate the proposed business combination is October 22, 2021. Additional information about Galileo and about the proposed business combination with Shapeways can also be found in Galileo's other filings with the SEC, copies of which are available free of charge at SEC.gov.

INVESTORS AND SECURITY HOLDERS OF GALILEO ARE URGED TO READ THE REGISTRATION STATEMENT ON FORM S-4/A, WHICH WAS ORIGINALLY FILED WITH THE SEC ON JUNE 9, 2021 AND DECLARED EFFECTIVE BY THE SEC ON SEPTEMBER 7, 2021, AND INCLUDES THE DEFINITIVE JOINT PROXY STATEMENT/CONSENT SOLICITATION/PROSPECTUS IN CONNECTION WITH GALILEO'S SOLICITATION OF PROXIES FOR ITS EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS TO BE HELD TO APPROVE THE PROPOSED TRANSACTION BECAUSE THE JOINT PROXY STATEMENT/CONSENT SOLICITATION/PROSPECTUS CONTAINS IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND THE PARTIES TO THE PROPOSED TRANSACTION. THE DEFINITIVE JOINT PROXY STATEMENT/CONSENT SOLICITATION/PROSPECTUS WILL BE MAILED TO SHAREHOLDERS OF GALILEO AS OF AUGUST 2, 2021 (THE RECORD DATE) FOR VOTING ON THE PROPOSED TRANSACTION.

Shareholders will also be able to obtain copies of the Registration Statement, including the joint proxy statement/consent solicitation/prospectus and any other documents filed by Galileo with the SEC, free of charge at the SEC's website (www.sec.gov).

Participants in the Solicitation

Galileo and Shapeways and their respective directors, executive officers and employees and other persons may be deemed to be participants in the solicitation of proxies from the holders of Galileo ordinary shares in respect of the proposed business combination. Galileo shareholders and other interested persons may obtain more detailed information regarding the names and interests in the proposed transaction of Galileo's and Shapeways' directors and officers in Galileo's filings with the SEC, including the Registration Statement which includes the joint proxy statement/ consent solicitation / prospectus of Galileo for the proposed transaction. These documents can be obtained free of charge from the sources indicated above.

Disclaimer

This communication shall not constitute a solicitation of a proxy, consent or authorization with respect to any securities or in respect of the proposed business combination. This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities pursuant to the proposed transactions or otherwise, nor shall there be any sale of securities in any jurisdiction in which the offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

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