

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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 29, 2021

SHAPEWAYS HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-39092

(Commission
File Number)

87-2876494

(IRS Employer
Identification Number)

30-02 48th Avenue

Long Island City, NY 11101

(Address of principal executive offices, including zip code)

(646) 979-9885

Registrant's telephone number, including area code

Galileo Acquisition Corp.

1049 Park Ave. 14A

New York, NY 10028

(Former name or former address, if changed since last report.)

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

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock par value \$0.0001 per share	SHPW	The New York Stock Exchange
Warrants, each warrant exercisable for one share of Common Stock for \$11.50 per share	SHPW 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 7.01. Regulation FD Disclosure

On September 29, 2021, Galileo Acquisition Corp. (prior to the closing of the Business Combination, the "Company") consummated the previously announced business combination (the "Business Combination") with Shapeways, Inc. ("Shapeways") pursuant to the Agreement and Plan of Merger and Reorganization, dated as of April 28, 2021, by and among the Company, Shapeways and the other parties thereto. In connection with the closing of the Business Combination, the registrant changed its name from Galileo Acquisition Corp. to Shapeways Holdings, Inc. ("Shapeways Holdings"). Shapeways Holdings will continue the existing business operations of Shapeways as a publicly traded company. On September 29, 2021, Shapeways issued a press release announcing the consummation of the Business Combination. A copy of such press release is attached as Exhibit 99.1 hereto and is incorporated by reference into this Item 7.01.

The information set forth in this Item 7.01 including Exhibit 99.1 is being furnished under Item 7.01 of Form 8-K and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section. In addition, this information shall not be incorporated by reference into any registration statement filed under the Securities Act of 1933, as amended, or any filing under the Exchange Act, regardless of any general incorporation language in any such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1 104	Press Release, dated as of September 29, 2021. 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.

Dated: September 29, 2021

SHAPEWAYS HOLDINGS, INC.

By: /s/ Greg Kress
Name: Greg Kress
Title: Chief Executive Officer

Shapeways Announces Completion of Merger with Galileo Acquisition Corp.

Shapeways Will Trade on NYSE Under Ticker Symbol “SHPW”

New York, NY – September 29, 2021 – Shapeways, Inc. (“Shapeways”) a leader in the large and fast-growing digital manufacturing industry, today announced the completion of its business combination with Galileo Acquisition Corp. (“Galileo”), a special purpose acquisition company.

The combined company has been renamed Shapeways Holdings, Inc. (the “Company”). Its common stock and public warrants are expected to begin trading on the NYSE on September 30 under the new tickers “SHPW” and “SHPW.WS”, respectively. The business combination was unanimously approved by Galileo’s board of directors and approved by a vote of Galileo’s shareholders on September 28, 2021 with more than 99% of the votes cast in favor of the transaction.

Greg Kress, Chief Executive Officer, stated: “We are proud of what our team has achieved and excited to start our journey as a public company. Since we announced this transaction earlier this year, we have delivered strong year-over-year revenue growth and robust margins as we continue to scale and extend our footprint across key industries. With our best-in-class proprietary software, which digitizes the end-to-end manufacturing process, we believe Shapeways is uniquely positioned to capture a tremendous opportunity in the global manufacturing market. The opportunities ahead of us are exciting as we continue to scale across materials, markets, and technologies, and as we introduce our software-as-a-service (SaaS) offering. The completion of this transaction will provide us with the platform to execute on our growth strategy and drive shareholder value.”

Transaction Overview

Following the business combination and related PIPE investment, Shapeways will receive \$103 million of gross proceeds, including a \$75 million fully-committed common stock PIPE anchored by top-tier investors including Miller Value, XN, and Desktop Metal. The PIPE also includes investments from existing Shapeways investors Lux Capital, Union Square Ventures, INKEF Capital and Andreessen Horowitz. Proceeds will be used primarily to accelerate the Company’s additive manufacturing capabilities, accelerate the rollout of its SaaS offering, expand its material and technology offerings to extend market reach and grow customer share of wallet, as well as to provide additional working capital.

Shapeways’ existing management team, led by Chief Executive Officer Greg Kress, will continue to operate the business.

A more detailed description of the transaction terms will be provided in a Current Report on Form 8-K to be filed by the Company with the Securities and Exchange Commission and available at sec.gov.

Advisors

In connection with the business combination, Stifel is serving as the exclusive financial and capital markets advisor to Shapeways and as sole placement agent to Galileo for the PIPE. EarlyBirdCapital is serving as financial and capital markets advisor to Galileo. Needham & Company and Craig-Hallum are acting as capital markets advisors to Galileo. Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP is serving as legal advisor to Shapeways, and Ellenoff Grossman & Schole LLP is serving as legal advisor to Galileo. ICR is serving as investor relations and communications advisor to Shapeways.

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. To date, 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. Galileo, 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, and 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 the 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 management of the Company 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 the Company. 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; failure to realize the anticipated benefits of the transaction; the risk that Shapeways has a history of losses and the Company may not achieve or maintain profitability in the future; the risk that the Company faces significant competition and expects to face increasing competition in many aspects of its business, which could cause the Company’s 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 the Company’s new and existing solutions and software do not achieve sufficient market acceptance, and those factors discussed in Galileo’s Registration Statement on Form S-4, under the heading “Risk Factors,” and other documents Galileo has filed, or the Company 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 the Company does not presently know, or that the Company currently believes are immaterial, that could also cause actual results to differ from those

contained in the forward-looking statements. In addition, forward-looking statements reflect the Company's expectations, plans, or forecasts of future events and views as of the date of this press release. The Company anticipates that subsequent events and developments will cause its assessments to change. However, while the Company may elect to update these forward-looking statements at some point in the future, it specifically disclaims any obligation to do so. These forward-looking statements should not be relied upon as representing the Company's assessments of any date subsequent to the date of this press release. Accordingly, undue reliance should not be placed upon the forward-looking statements.

Contact Information

Investor Relations

investors@shapeways.com

Media Relations

press@shapeways.com
