

**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): August 4, 2021

Software Acquisition Group Inc. III

(Exact name of registrant as specified in its charter)

Delaware
(state or other jurisdiction
of incorporation)

001-40682
(Commission
File Number)

86-1370703
(IRS Employer
Identification No.)

1980 Festival Plaza Drive, Ste. 300
Las Vegas, Nevada 89135
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: 310-991-4982

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

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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Units, each consisting of one share of Class A Common Stock and one-half of one Redeemable Warrant	SWAGU	The Nasdaq Stock Market LLC
Class A Common Stock, par value \$0.0001 per share	SWAG	The Nasdaq Stock Market LLC
Warrants, each exercisable for one share Class A Common Stock for \$11.50 per share	SWAGW	The Nasdaq Stock Market LLC

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

On August 2, 2021, Software Acquisition Group Inc. III, a Delaware corporation (the “Company”), consummated its initial public offering (the “IPO”) of 20,000,000 units (the “Units”). Each Unit consists of one share of Class A common stock of the Company, par value \$0.0001 per share (“Class A Common Stock”), and one half of one redeemable warrant of the Company (each whole warrant, a “Warrant”), with each whole Warrant entitling the holder thereof to purchase one share of Class A Common Stock for \$11.50 per share. The Units were sold at a price of \$10.00 per Unit, generating gross proceeds to the Company of \$200,000,000. The Company granted the underwriter in the IPO a 45-day option to purchase up to 3,000,000 additional Units solely to cover over-allotments, if any (the “Over-Allotment Option”).

On August 2, 2021, simultaneously with the consummation of the IPO, the Company completed the private sale (the “Private Placement”) of an aggregate of 9,000,000 Warrants (the “Private Placement Warrants”) to Software Acquisition Holdings III LLC (the “Sponsor”), generating gross proceeds to the Company of \$9,000,000. Each of the Private Placement Warrants are exercisable to purchase one share of Class A Common Stock at a price of \$11.50 per share.

On August 2, 2021, a total of \$203,000,000 representing the net proceeds from the sale of the Units and the Private Placement Warrants was placed in a U.S.-based trust account at Morgan Stanley, maintained by Continental Stock Transfer & Trust Company, acting as trustee.

On August 4, 2021, the underwriter partially exercised the Over-Allotment Option and purchased an additional 2,807,868 Units, which were sold at an offering price of \$10.00 per Unit, generating gross proceeds of \$28,078,680. Simultaneously with the exercise of the Over-Allotment Option, the Company sold an additional 982,754 Private Placement Warrants to the Sponsor, generating gross proceeds to the Company of \$982,754. Following the closing of the Over-Allotment Option, an aggregate amount of at least \$231,499,860.20 has been placed in the Company’s trust account established in connection with the IPO.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are filed herewith:

Exhibit No.	Description
<u>99.1</u>	Press Release, dated August 4, 2021.

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.

Software Acquisition Group Inc. III

By: /s/ Jonathan S. Huberman
Name: Jonathan S. Huberman
Title: Chief Executive Officer

Dated: August 4, 2021

Software Acquisition Group Inc. III Announces Closing of Underwriter's Option to Purchase Additional Units in Connection with its Initial Public Offering

Las Vegas, NV, August 4, 2021 -- Software Acquisition Group Inc. III (NASDAQ: SWAGU) (the "Company") announced today that it closed the issuance of an additional 2,807,868 units pursuant to the partial exercise of the underwriter's option to purchase additional units in connection with its initial public offering at \$10.00 per unit, resulting in gross proceeds of \$28,078,680 and bringing the total gross proceeds of the initial public offering to \$228,078,680.

The Company's units are listed on the Nasdaq Capital Market ("Nasdaq") and commenced trading under the ticker symbol "SWAGU" on July 29, 2021. Each unit consists of one share of the Company's Class A common stock and one half of one redeemable warrant, each whole warrant entitling the holder thereof to purchase one share of Class A common stock at a price of \$11.50 per share. Only whole warrants will trade and are exercisable. Once the securities comprising the units begin separate trading, the shares of Class A common stock and warrants are expected to be traded on Nasdaq under the symbols "SWAG" and "SWAGW," respectively.

The Company is a blank check company formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses. While the Company may pursue an initial business combination target in any business or industry, it intends to focus its search on companies in the software and internet technology industries. The Company is led by Chairman and Chief Executive Officer, Jonathan Huberman, and Vice President of Acquisitions, Mike Nikzad. In addition to Messrs. Huberman and Nikzad, the Board of Directors includes Andrew Nikou, Stephanie Davis, Peter Diamandis, Steven Guggenheimer and Matt Olton.

Jefferies LLC acted as sole book-running manager of the offering.

Of the proceeds received from the consummation of the initial public offering (as well as the exercise of the option to purchase additional units) and a simultaneous private placement of units, at least \$231,499,860.20 (or \$10.15 per unit sold in the public offering) was placed in trust. An audited balance sheet of the Company as of August 2, 2021 reflecting receipt of the proceeds upon consummation of the initial public offering and the private placement (but not including the closing of the additional units described herein) will be included as an exhibit to a Current Report on Form 8-K to be filed by the Company with the Securities and Exchange Commission ("SEC").

The offering was made only by means of a prospectus. Copies of the preliminary prospectus relating to the offering and final prospectus, when available, may be obtained from Jefferies LLC, Attn: Equity Syndicate Prospectus Department, 520 Madison Avenue, 2nd Floor, New York, NY 10022, by telephone: 877-821-7388 or by email: Prospectus_Department@Jefferies.com.

A registration statement relating to these securities has been filed with, and declared effective by, the Securities and Exchange Commission on July 28, 2021. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

FORWARD-LOOKING STATEMENTS

This press release contains statements that constitute “forward-looking statements,” including with respect to the initial public offering and the anticipated use of the net proceeds. No assurance can be given that the net proceeds of the offering will be used as indicated. Forward-looking statements are subject to numerous conditions, many of which are beyond the control of the Company, including those set forth in the Risk Factors section of the Company’s registration statement and prospectus for the offering filed with the SEC. Copies are available on the SEC’s website, www.sec.gov. The Company undertakes no obligation to update these statements for revisions or changes after the date of this release, except as required by law.

Contact

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Chief Executive Officer
Software Acquisition Group Inc. III
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