

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

**AMENDMENT NO. 4 TO THE
FORM S-4
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

SOFTWARE ACQUISITION GROUP INC. III

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

6770
(Primary Standard Industrial
Classification Code Number)

86-137073
(I.R.S. Employer
Identification Number)

1980 Festival Plaza Drive, Ste. 300
Las Vegas, Nevada 89135
Telephone: (310) 991-4982

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Jonathan S. Huberman
Chairman, Chief Executive Officer
1980 Festival Plaza Drive, Ste. 300
Las Vegas, Nevada 89135
Telephone: (310) 991-4982

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Christian O. Nagler
Matthew D. Turner
Kirkland & Ellis LLP
601 Lexington Avenue
New York, NY 10022
Telephone: (212) 446-4800

Jan Nugent
Geoffrey Van Haeren
Branded Online, Inc. dba Nogin
1775 Flight Way STE 400
Tustin, CA 92782
Telephone: (949) 864-8136

Ryan J. Maierson
John M. Greer
Ryan J. Lynch
Latham & Watkins LLP
811 Main Street, Suite 3700
Houston, TX 77002
Telephone: (713) 546-5400

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this registration statement becomes effective and upon completion of the merger.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

If applicable, place an in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

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

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

EXPLANATORY NOTE

Software Acquisition Group Inc. III is filing this Amendment No. 4 to the Registration Statement on Form S-4 (File No. 333-262723) as an exhibits-only filing. Accordingly, this amendment consists only of the facing page, this explanatory note, Item 21 of Part II of the Registration Statement, the signature pages to the Registration Statement and the filed exhibits. The remainder of the Registration Statement is unchanged and has therefore been omitted.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 21. Exhibits and Financial Statement Schedules

Exhibit Index

Exhibit	Description
2.1	<u>Agreement and Plan of Merger, dated as of February 14, 2022 (included as Annex A to this proxy statement/prospectus)</u>
2.2	<u>Amendment to Agreement and Plan of Merger, dated as of April 20, 2022 (included as Annex A-2 to this proxy statement/prospectus)</u>
3.1	<u>Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the SEC on August 2, 2021). **</u>
3.2	<u>By-Laws (incorporated by reference to Exhibit 3.3 to the Registrant's Registration Statement on Form S-1 filed with the SEC on July 14, 2021). **</u>
3.3	Form of the Post-Combination Company's Charter (included as Annex B to this proxy statement/prospectus). **
3.4	Form of the Amended and Restated Bylaws (included as Annex C to this proxy statement/prospectus). **
4.1	<u>Specimen Unit Certificate (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on FormS-1 filed with the SEC on July 14, 2021). **</u>
4.2	<u>Specimen Class A Common Stock Certificate (incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1 filed with the SEC on July 14, 2021). **</u>
4.3	<u>Specimen Warrant Certificate (incorporated by reference to Exhibit 4.3 to the Registrant's Registration Statement on FormS-1 filed with the SEC on July 14, 2021). **</u>
4.4	<u>Warrant Agreement, dated November 9, 2020, by and between the Registrant and Continental Stock Transfer & Trust Company, as warrant agent (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed with the SEC on August 2, 2021). **</u>
4.5	<u>Form of Convertible Notes Indenture (included as Annex H to this proxy statement/prospectus).</u>
4.6	<u>Form of PIPE Warrant Agreement (included as Annex J to this proxy statement/prospectus)</u>
5.1	Opinion of Kirkland & Ellis LLP as to the validity of the securities being registered. **
8.1	<u>Opinion of Latham & Watkins LLP regarding certain federal income tax matters. *</u>
10.1	<u>Letter Agreement, dated July 28, 2021, by and among the Company, its officers, its directors and the Sponsor. (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on August 2, 2021). **</u>
10.2	<u>Investment Management Trust Agreement, dated July 28, 2021, by and between the Company and Continental Stock Transfer & Trust Company, as trustee. (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed with the SEC on August 2, 2021). **</u>
10.3	<u>Registration Rights Agreement, dated July 28, 2021, by and between the Company and the Sponsor. (incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed with the SEC on August 2, 2021). **</u>

Exhibit	Description
10.4	<u>Private Placement Warrants Purchase Agreement, dated July 28, 2021, by and between the Company and the Sponsor (incorporated by reference to Exhibit 10.5 to the Registrant's Current Report on Form 8-K filed with the SEC on August 2, 2021).</u> **
10.5	<u>Form of Indemnity Agreement (incorporated by reference to Exhibit 10.8 to the Registrant's Registration Statement on Form S-1 filed with the SEC on July 14, 2021).</u> **
10.6	<u>Administrative Support Agreement, dated July 28, 2021, by and between the Company and the Sponsor (incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed with the SEC on August 2, 2021).</u> **
10.7	<u>Securities Subscription Agreement, dated January 22, 2021, between the Registrant and the sponsor (incorporated by reference to Exhibit 10.6 to the Registrant's Registration Statement on Form S-1 filed with the SEC on July 14, 2021).</u> **
10.8	<u>Form of Amended and Restated Registration Rights Agreement, by and among the Registrant, certain equityholders of the Registrant named therein and certain equityholders of Nogin (included as Annex G to this proxy statement/prospectus).</u> **
10.9	<u>Sponsor Support Agreement, dated February 14, 2022, by and among the Registrant, its officers and directors, Nogin and the Sponsor (included as Annex D to this proxy statement/prospectus).</u> **
10.10	<u>Company Support Agreement, dated February 14, 2022, by and among Registrant, Nogin and certain other parties thereto (included as Annex E to this proxy statement/prospectus).</u> **
10.11	<u>Promissory Note, dated February 9, 2022, by and between the Registrant and the Sponsor (incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K, filed with the SEC on February 14, 2022).</u> **
10.12	<u>Form of Nogin, Inc. 2022 Incentive Award Plan (included as Annex F to this proxy statement/prospectus).</u> **
10.13	Form of Indemnification Agreement. **
10.14	<u>Form of Convertible Note Subscription Agreement (included as Annex I to this proxy statement/prospectus).</u>
10.15	<u>Limited Liability Company Agreement of ModCloth Partners, LLC, dated April 6, 2021.</u> **
23.1	Consent of Marcum LLP. **
23.2	Consent of Grant Thornton LLP. **
23.3	Consent of Kirkland & Ellis LLP (included in Exhibit 5.1 hereto).**
23.4	<u>Consent of Latham & Watkins LLP (included in Exhibit 8.1 hereto).</u> *
24.1	<u>Power of Attorney (included on signature page to the initial filing of this Registration Statement).</u> **
99.1	Form of Proxy Card. **
99.2	<u>Consent of Jonathan Huberman to be named as a director of Software Acquisition Group Inc. III</u> **
99.3	<u>Consent of Wilhelmina Fader to be named as a director of Software Acquisition Group Inc. III</u> **
99.4	<u>Consent of Eileen Moore Johnson to be named as a director of Software Acquisition Group Inc. III</u> **
99.5	<u>Consent of Jan-Christopher Nugent to be named as a director of Software Acquisition Group Inc. III</u> **
99.6	<u>Consent of Geoffrey Van Haeren to be named as a director of Software Acquisition Group Inc. III</u> **

<u>Exhibit</u>	<u>Description</u>
99.7	Consent of Deborah Weinswig to be named as a director of Software Acquisition Group Inc. III **
99.8	Consent of Hussain Baig to be named as a director of Software Acquisition Group Inc. III **
101.INS	Inline XBRL Instance Document**
101.SCH	Inline XBRL Taxonomy Extension Schema Document**
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document**
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document**
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document**
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document**
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101). **
107	Filing Fee Table (as previously filed). **
* Filed herewith	
** Previously filed.	

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement on Form S-4 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada, on the 18th day of July 2022.

SOFTWARE ACQUISITION GROUP INC. III

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

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following person in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jonathan S. Huberman</u> Jonathan S. Huberman	Chairman, Chief Executive Officer and Chief Financial Officer (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	July 18, 2022
* <u>Mike Nikzad</u>	Vice President of Acquisitions and Director	July 18, 2022
* <u>Andrew Nikou</u>	Director	July 18, 2022
* <u>C. Matthew Olton</u>	Director	July 18, 2022
* <u>Stephanie Davis</u>	Director	July 18, 2022
* <u>Steven Guggenheimer</u>	Director	July 18, 2022
* <u>Dr. Peter H. Diamandis</u>	Director	July 18, 2022

* The undersigned, by signing his name hereto, signs and executes this Amendment to the Registration Statement pursuant to the Powers of Attorney executed by the above named signatures and previously filed with the Securities and Exchange Commission on February 14, 2022.

/s/ Jonathan S. Huberman
Jonathan S. Huberman
Attorney-in-Fact



FIRM / AFFILIATE OFFICES

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Houston	Silicon Valley
London	Singapore
Los Angeles	Tokyo
Madrid	Washington, D.C.

July 18, 2022

Branded Online, Inc. dba Nogin
1775 Flight Way, STE 400
Tustin, CA 92782

Re: Agreement and Plan of Merger, dated as of February 14, 2022

To the addressees set forth above:

We have acted as special tax counsel to Branded Online, Inc. dba Nogin, a Delaware corporation (the “Company”), in connection with the proposed merger (the “Merger”) of Nuevo Merger Sub, Inc., a Delaware corporation (“Merger Sub”) and a wholly owned subsidiary of Software Acquisition Group Inc. III, a Delaware corporation (“Parent”), with and into the Company, as contemplated by the Agreement and Plan of Merger dated as of February 14, 2022, as amended on April 20, 2022 by and among the Company, Parent and Merger Sub (the “Agreement”). This opinion is being delivered in connection with the registration statement on Form S-4 (File No. 333-262723) (as amended through the date hereof, the “Registration Statement”) initially filed by Parent on February 14, 2022, including the proxy statement/prospectus forming a part thereof, relating to the transactions contemplated by the Agreement.

In rendering our opinion, we have examined and, with your consent, are expressly relying upon (without any independent investigation or review thereof) the truth and accuracy of the factual statements, representations, covenants and warranties contained in (i) the Agreement (including any exhibits and schedules thereto), (ii) the Registration Statement and the proxy statement/prospectus, (iii) the respective tax officer’s certificates of Parent and Company, each delivered to us for purposes of this opinion (the “Officer’s Certificates”), and (iv) such other documents and corporate records as we have deemed necessary or appropriate for purposes of our opinion.



In addition, we have assumed, with your consent, that:

1. Original documents (including signatures) are authentic, and documents submitted to us as copies conform to the original documents, and there has been (or will be by the effective time of the Merger) execution and delivery of all documents where execution and delivery are prerequisites to the effectiveness thereof;
2. The Merger will be consummated in the manner contemplated by, and in accordance with the provisions of, the Agreement, the Registration Statement and the proxy statement/prospectus, and the Merger will be effective under the laws of the State of Delaware;
3. All factual statements, descriptions and representations contained in any of the documents referred to herein or otherwise made to us are true, complete and correct in all respects and will remain true, complete and correct in all respects up to and including the effective time of the Merger, and no actions have been taken or will be taken which are inconsistent with such factual statements, descriptions or representations or which make any such factual statements, descriptions or representations untrue, incomplete or incorrect at the effective time of the Merger;
4. Any statements made in any of the documents referred to herein "to the knowledge of" or similarly qualified are true, complete and correct in all respects and will continue to be true, complete and correct in all respects at all times up to and including the effective time of the Merger, in each case without such qualification; and
5. The parties have complied with and, if applicable, will continue to comply with, the covenants contained in the Agreement, the Officer's Certificates, the Registration Statement and the proxy statement/prospectus.

Based upon and subject to the foregoing, and subject to the qualifications, exceptions, assumptions and limitations stated in the Registration Statement and the proxy statement/prospectus, we are of the opinion that the Merger will qualify for U.S. federal income tax purposes as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code").

In addition to the matters set forth above, this opinion is subject to the exceptions, limitations and qualifications set forth below.

1. This opinion represents our best judgment regarding the application of U.S. federal income tax laws arising under the Code, existing judicial decisions, administrative regulations and published rulings and procedures, but does not address all of the U.S. federal income tax consequences of the Merger. We express no opinion as to U.S. federal, state, local, foreign, or other tax consequences, other than as set forth herein. Our opinion is not binding upon the Internal Revenue Service or the courts, and there is no assurance that the Internal Revenue Service will not assert a contrary position. Furthermore, no assurance can be given that future legislative, judicial or administrative changes, on either a prospective or retroactive basis, would not adversely affect the validity of the conclusions stated herein. Nevertheless, we undertake no responsibility to advise you of any new developments in the application or interpretation of the U.S. federal income tax laws.
2. No opinion is expressed as to any transaction other than the Merger as described in the Agreement. Furthermore, no opinion is expressed as to any matter whatsoever, including the Merger, if, to the extent relevant to our opinion, either (i) not all of the transactions described in the Agreement are consummated in accordance with the terms of the Agreement and without waiver or breach of any provisions thereof or (ii) not all of the factual statements, descriptions, representations, covenants, warranties and assumptions upon which we have relied, including in the Registration Statement, the proxy statement/prospectus and the Officer's Certificates, are true and accurate at all relevant times.

We are furnishing this opinion in connection with the filing of the Registration Statement and this opinion is not to be relied upon for any other purpose without our prior written consent. We consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm name therein under the caption "Material U.S. Federal Income Tax Consequences—Qualification of the Merger as a Reorganization." In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules or regulations of the Securities and Exchange Commission promulgated thereunder.

Sincerely,

/s/ Latham & Watkins LLP