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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or Section 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 22, 2022

Software Acquisition Group Inc. III

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-40682
(Commission
File Number)

86-1370703
(I.R.S. Employer
Identification Number)

1980 Festival Plaza Drive, Suite 300
Las Vegas, NV 89135
310-991-4982

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

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 to 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 Symbols	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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 5.07 Submission of Matters to a Vote of Security Holders.

On August 22, 2022, Software Acquisition Group Inc. III, a Delaware corporation (“SWAG”), held a special meeting of its stockholders (the “Special Meeting”), at which holders of 22,865,778 shares of common stock (consisting of 17,163,811 shares of Class A common stock and 5,701,967 shares of Class B common stock) were present in person or by proxy, representing 80.2% of the voting power of SWAG’s common stock as of the date of the Special Meeting, and constituting a quorum for the transaction of business. The proposals listed below are described in more detail in the definitive proxy statement/prospectus of SWAG, which was filed with the Securities and Exchange Commission on July 27, 2022 (the “Proxy Statement/Prospectus”). A summary of the voting results at the Special Meeting is set forth below:

The shareholders approved the Business Combination Proposal, the Charter Approval Proposal, the Governance Proposal, the Director Election Proposal, the Nasdaq Proposal and the Incentive Award Plan Proposal (each as defined in the Proxy Statement/Prospectus).

The voting results for each proposal are provided below. There were no broker non-votes for any of the proposals.

The Business Combination Proposal:

For	Against	Abstain	Broker Non-Votes
22,145,080	640,462	80,236	0

The Charter Approval Proposal:

For	Against	Abstain	Broker Non-Votes
22,120,066	665,536	80,236	0

The Governance Proposal:

For	Against	Abstain	Broker Non-Votes
18,738,868	2,099,658	2,027,252	0

The Director Election Proposal:

For	Against	Abstain	Broker Non-Votes
22,070,006	665,536	130,236	0

The Nasdaq Proposal:

For	Against	Abstain	Broker Non-Votes
22,120,006	665,536	80,236	0

The Incentive Award Plan Proposal:

For	Against	Abstain	Broker Non-Votes
21,076,784	1,708,758	80,236	0

Based on the results of the Special Meeting, and subject to the satisfaction or waiver of certain other closing conditions as described in the Proxy Statement/Prospectus, the transactions contemplated by that certain Agreement and Plan of Merger, dated as of February 14, 2022, by and among SWAG, Nuevo Merger Sub, Inc., a wholly owned subsidiary of SWAG, and Branded Online, Inc. (dba Nogin) (“Nogin”) (the “Business Combination”) are expected to be consummated on August 24, 2022. Following the consummation of the Business Combination, the common stock and warrants of Nogin are expected to begin trading on the Nasdaq Capital Market under the symbol “NOGN” and “NOGNW” on August 25, 2022.

Attached as Exhibit 99.1 hereto and incorporated by reference herein is the press release that was released on August 22, 2022 announcing the voting results at the Special Meeting.

Item 9.01 Financial Statements and Exhibits.

(d)

Exhibit	Description
99.1	Press Release, dated August 22, 2022.
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.

Dated: August 23, 2022

SOFTWARE ACQUISITION GROUP INC. III

By: /s/ Jonathan S. Huberman

Name: Jonathan S. Huberman

Title: Chief Executive Officer

[Signature Page to Form 8-K]

Software Acquisition Group Inc. III Stockholders Approve Proposed Merger with Nogin

Transaction to Close on August 24, 2022 with Combined Company to be Renamed “Nogin”

TUSTIN, California and LAS VEGAS, Nevada, August 22, 2022 – **Software Acquisition Group Inc. III** (Nasdaq: SWAG) (“SWAG”), a publicly traded special purpose acquisition company, today announced that SWAG’s stockholders have approved its proposed merger with Nogin (“Nogin” or the “Company”), at its special meeting in lieu of the 2022 annual meeting of stockholders held on August 22, 2022.

The merger is scheduled to close on August 24, 2022, and the common stock and warrants of the combined company, which will be renamed “Nogin, Inc.,” are set to commence trading on the Nasdaq Capital Market on August 25, 2022, under the new ticker symbols, “NOGN” and “NOGNW”, respectively.

The formal results of the vote will be included in a Current Report on Form8-K to be filed by SWAG with the Securities and Exchange Commission.

Additional details on the business combination can be found in the original announcement from February 14, 2022, [linked here](#).

About Nogin

Nogin, the Intelligent Commerce company, provides the world’s leading Commerce-as-a-Service (CaaS) technology platform for brand leaders that need to deliver superior growth with predictable costs and an exceptional online experience. The Nogin Commerce Platform is a cloud-based ecommerce environment purpose-built for brands selling direct-to-consumer (D2C) and through online channel partners. Nogin frees its customers to focus on their brands while running as much or as little of the infrastructure as they choose. Founded in 2010, Nogin optimizes the entire ecommerce lifecycle for such D2C brands as bebe, Brookstone, Hurley, and Kenneth Cole, achieving average growth of more than 40% in annual gross merchandise value (GMV) in the first year. To learn more, visit www.nogin.com or follow us on [LinkedIn](#) and on Twitter at [@Nogincommerce](#).

About SWAG

Software Acquisition Group Inc. III 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. SWAG 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.

Forward-Looking Statements

Certain statements included in this communication are not historical facts but 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 relate to future events or SWAG’s or the Company’s future financial or operating performance. In some cases, you can identify forward-looking statements by terminology such as “may”, “should”, “would”, “seem”, “expect”, “intend”, “will”, “estimate”, “anticipate”, “believe”, “future”, “predict”, “potential” or “continue”, or the negatives of these terms or variations of them or similar terminology, but the absence of these words does not mean that a statement is not forward looking. Such forward-looking statements are subject to risks, uncertainties, and other factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements.

These forward-looking statements are based upon estimates and assumptions that, while considered reasonable by SWAG and its management, and the Company and its management, as the case may be, are inherently uncertain. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by any investor 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 may differ from assumptions. Many actual events and circumstances are beyond the control of SWAG. Factors that may cause actual results to differ materially from current expectations include, but are not limited to: (1) the occurrence of any event, change or other circumstances that could give rise to the termination of negotiations and any subsequent definitive agreements with respect to the business combination; (2) the outcome of any legal proceedings that may be instituted against SWAG, the combined company or others following the announcement of the business combination and any definitive agreements with respect thereto; (3) the inability to complete the business combination due to the failure to satisfy conditions to closing; (4) the risk that SWAG, the Company and certain other parties to the business combination and related transactions (collectively, the "Transactions") may amend one or more agreements applicable to the Transactions prior to the closing of the Transactions, and/or that the Transactions may not be completed in a timely manner, in the amount described herein or at all; (5) the ability to meet stock exchange listing standards following the consummation of the business combination; (6) the risk that the business combination disrupts current plans and operations of the Company as a result of the consummation of the business combination; (7) the ability to recognize the anticipated benefits of the business combination, which may be affected by, among other things, competition, the ability of the combined company to grow and manage growth profitably, maintain relationships with customers and suppliers and retain its management and key employees; (8) costs related to the business combination; (9) changes in applicable laws or regulations; (10) the possibility that the Company or the combined company may be adversely affected by other economic, business, and/or competitive factors; (11) inaccuracies for any reason in the estimates of expenses and profitability and projected financial information for the Company; and (12) other risks and uncertainties set forth in the section entitled "Risk Factors" and "Cautionary Note Regarding Forward Looking Statements" in SWAG's (i) Annual Report on Form 10-K for the year ended December 31, 2021, (ii) Quarterly Reports on Form 10-Q for the quarters ended March 31, 2022 and June 30, 2022, (iii) definitive proxy statement/prospectus filed with the SEC on July 27, 2022 and (iv) other documents filed by SWAG from time to time with the SEC.

Nothing in this communication should be regarded as a representation by any person that the forward-looking statements set forth herein will be achieved or that any of the contemplated results of such forward-looking statements will be achieved. You should not place undue reliance on forward-looking statements, which speak only as of the date they are made. Neither SWAG nor the Company undertakes any duty to update these forward-looking statements.

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