

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
AMENDMENT NO. 2 TO FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AEA-Bridges Impact Corp.

(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction of
incorporation or organization)

6770
(Primary Standard Industrial
Classification Code Number)

98-1550961
(I.R.S. Employer
Identification Number)

PO Box 1093, Boundary Hall, Cricket
Square,
Grand Cayman
KY1-1102
Cayman Islands
+1 345 814 5825

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

Maples Fiduciary Services (Delaware) Inc.
4001 Kennett Pike, Suite 302
Wilmington, Delaware 19807
Telephone: (302) 338-9130

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

Copies:

Christian O. Nagler
Kirkland & Ellis LLP
601 Lexington Avenue
New York, New York 10022
(212) 446-4800

Derek J. Dostal
Deanna L. Kirkpatrick
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, New York 11017
(212) 450-4000

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act") 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, please 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(c) 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, smaller reporting company, or an 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 Securities Exchange Act of 1934, as amended (the "Exchange Act").

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.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Security Being Registered	Amount Being Registered	Proposed Maximum Offering Price per Security(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Units, each consisting of one Class A ordinary share, \$0.0001 par value, and one-half of one redeemable warrant(2)	46,000,000 units	\$10.00	\$460,000,000	\$59,708
Class A ordinary shares included as part of the units(3)	46,000,000 shares	—	—	— (4)
Redeemable warrants included as part of the units(3)	23,000,000 warrants	—	—	— (4)
Total			\$460,000,000	\$59,708(5)

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(a) under the Securities Act.
(2) Includes 6,000,000 units, consisting of 6,000,000 Class A ordinary shares and 3,000,000 redeemable warrants, which may be issued upon exercise of a 45-day option granted to the underwriters to cover over-allotments, if any.
(3) Pursuant to Rule 416(a), there are also being registered an indeterminable number of additional securities as may be offered or issued to prevent dilution resulting from share sub-divisions, share dividends, or similar transactions.
(4) No fee pursuant to Rule 457(g).
(5) Previously paid.

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 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

AEA-Bridges Impact Corp. is filing this Amendment No. 2 to its registration statement on FormS-1 (File No. 333-248785) to file updated Part II information as set forth in its Registration Statement (i) to clarify the identity of the principal financial and accounting officer and (ii) to provide the signature of the company's authorized representative. Accordingly, this Amendment consists only of the facing page, this explanatory note, Part II of the Registration Statement, the signature page to the Registration Statement and the exhibit list. The remainder of the Registration Statement is unchanged and has therefore been omitted

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 13. Other Expenses of Issuance and Distribution.

The estimated expenses payable by us in connection with the offering described in this registration statement (other than the underwriting discount and commissions) will be as follows:

SEC expenses	\$ 59,708
FINRA expenses	69,500
Accounting fees and expenses	30,000
Printing and engraving expenses	40,000
Legal fees and expenses	300,000
NYSE listing and filing fees	85,000
Director & Officers liability insurance premiums(1)	300,000
Miscellaneous	115,792
Total	<u>1,000,000</u>

- (1) This amount represents the approximate amount of annual director and officer liability insurance premiums the registrant anticipates paying following the completion of its initial public offering and until it completes a business combination.

Item 14. Indemnification of Directors and Officers.

Cayman Islands law does not limit the extent to which a company's memorandum and articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as to provide indemnification against willful default, willful neglect, civil fraud or the consequences of committing a crime. Our amended and restated memorandum and articles of association will provide for indemnification of our officers and directors to the maximum extent permitted by law, including for any liability incurred in their capacities as such, except through their own actual fraud, willful default or willful neglect. We will enter into agreements with our directors and officers to provide contractual indemnification in addition to the indemnification provided for in our amended and restated memorandum and articles of association. We expect to purchase a policy of directors' and officers' liability insurance that insures our officers and directors against the cost of defense, settlement or payment of a judgment in some circumstances and insures us against our obligations to indemnify our officers and directors.

Our officers and directors have agreed to waive any right, title, interest or claim of any kind in or to any monies in the trust account, and have agreed to waive any right, title, interest or claim of any kind they may have in the future as a result of, or arising out of, any services provided to us and will not seek recourse against the trust account for any reason whatsoever (except to the extent they are entitled to funds from the trust account due to their ownership of public shares). Accordingly, any indemnification provided will only be able to be satisfied by us if (i) we have sufficient funds outside of the trust account or (ii) we consummate an initial business combination.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling us pursuant to the foregoing provisions, we have been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Item 15. Recent Sales of Unregistered Securities.

On July 31, 2020, we issued 11,500,000 Class B ordinary shares to our sponsor as the founder shares. On August 4, 2020, we effected a share capitalization whereby a further 2,875,000 Class B ordinary shares were issued to our sponsor resulting in our sponsor holding 14,375,000 Class B ordinary shares. On September 14, we irrevocably surrendered to the Company for cancellation and for nil consideration 2,875,000 Class B ordinary shares resulting in our sponsor holding 11,500,000 Class B ordinary shares. In September 2020, the Sponsor transferred 25,000 Class B ordinary shares to each of its independent directors. These 50,000 shares shall not be subject to forfeiture in the event the underwriters' over-allotment option is not exercised. Such securities were issued in connection with our organization pursuant to the exemption from registration contained in Section 4(a)(2) of the Securities Act. The total number of Class B ordinary shares outstanding after this offering and the expiration of the underwriters' option to purchase additional units will equal 20% of the total number of Class A ordinary shares and Class B ordinary shares outstanding at such time. The Class B ordinary shares will automatically convert into Class A ordinary shares concurrently with or immediately following the consummation of our initial business combination, or earlier at the option of the holder thereof, on a one-for-one basis, subject to adjustment, as described in this prospectus. If we increase or decrease the size of this offering, we will effect a share capitalization or a share repurchase or redemption or other appropriate mechanism, as applicable, with respect to our Class B ordinary shares prior to the consummation of this offering in such amount as to maintain the number of founder shares at 20% of the total number of Class A ordinary shares and Class B ordinary shares outstanding at such time (assuming the underwriters exercise their option to purchase additional units in full).

Our sponsor is an accredited investor for purposes of Rule 501 of Regulation D. Each of the equity holders in our sponsor is an accredited investor under Rule 501 of Regulation D. The sole business of our sponsor is to act as the company's sponsor in connection with this offering.

Our sponsor has committed, pursuant to a written agreement, to purchase an aggregate of 11,000,000 private placement warrants (or 12,200,000 private placement warrants if the underwriters' over-allotment option is exercised in full), each exercisable to purchase one ordinary share at \$11.50 per share, subject to adjustment, at a price of \$1.00 per warrant (\$11,000,000 in the aggregate or \$12,200,000 if the underwriters' over-allotment option is exercised in full), in a private placement that will close simultaneously with the closing of this offering. This issuance will be made pursuant to the exemption from registration contained in Section 4(a)(2) of the Securities Act.

No underwriting discounts or commissions were paid with respect to such sales.

Item 16. Exhibits and Financial Statement Schedules.

- (a) The Exhibit Index is incorporated herein by reference.

Item 17. Undertakings.

(i) The undersigned registrant hereby undertakes to provide to the underwriters at the closing specified in the underwriting agreements, certificates in such denominations and registered in such names as required by the underwriters to permit prompt delivery to each purchaser.

(ii) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

(iii) The undersigned registrant hereby undertakes that:

1. For purposes of determining any liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.
2. For the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
1.1	<u>Form of Underwriting Agreement.***</u>
3.1	<u>Memorandum and Articles of Association.***</u>
3.2	<u>Form of Amended and Restated Memorandum and Articles of Association.***</u>
4.1	<u>Specimen Unit Certificate.***</u>
4.2	<u>Specimen Class A Ordinary Share Certificate.***</u>
4.3	<u>Specimen Warrant Certificate.***</u>
4.4	<u>Form of Warrant Agreement between Continental Stock Transfer & Trust Company and the Registrant.***</u>
5.1	<u>Opinion of Kirkland & Ellis LLP.***</u>
5.2	<u>Opinion of Maples and Calder, Cayman Islands Legal Counsel to the Registrant.***</u>
10.1	<u>Form of Investment Management Trust Agreement between Continental Stock Transfer & Trust Company and the Registrant.***</u>
10.2	<u>Form of Registration and Shareholder Rights Agreement among the Registrant, the Sponsor and the Holders signatory thereto.***</u>
10.3	<u>Form of Private Placement Warrants Purchase Agreement between the Registrant and the Sponsor.***</u>
10.4	<u>Form of Indemnity Agreement.***</u>
10.5	<u>Form of Administrative Services Agreement between the Registrant and the Sponsor.***</u>
10.6	<u>Promissory Note, dated as of July 31, 2020, between the Registrant and the Sponsor.***</u>
10.7	<u>Securities Subscription Agreement, dated July 31, 2020, between the Registrant and the Sponsor.***</u>
10.8	<u>Form of Letter Agreement between the Registrant, the Sponsor and each director and executive officer of the Registrant.***</u>
23.1	<u>Consent of WithumSmith+Brown, PC.***</u>
23.2	<u>Consent of Kirkland & Ellis LLP (included on Exhibit 5.1).***</u>
23.3	<u>Consent of Maples and Calder (included on Exhibit 5.2).***</u>
24	<u>Power of Attorney (included on signature page to the initial filing of this Registration Statement) ***</u>
99.1	<u>Consent of John Garcia ***</u>
99.2	<u>Consent of Michele Giddens ***</u>
99.3	<u>Consent of Ramzi Gedeon ***</u>
99.4	<u>Consent of Brian Trelstad ***</u>
99.5	<u>Consent of John Replogle ***</u>
99.6	<u>Consent of George Serafeim ***</u>

* To be filed by amendment.

** 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 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of London, England, on the 29th day of September, 2020.

AEA-BRIDGES IMPACT CORP.

By: /s/ John Garcia
Name: John Garcia
Title: Chair and Co-Chief Executive Officer

By: /s/ Michele Giddens
Name: Michele Giddens
Title: Co-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 persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Position</u>	<u>Date</u>
<u>/s/ John Garcia</u> John Garcia	Chairman, Co-Chief Executive Officer and Director	September 29, 2020
<u>/s/ Michele Giddens</u> Michele Giddens	Co-Chief Executive Officer and Director	September 29, 2020
<u>/s/ Ramzi Gedeon</u> Ramzi Gedeon	Chief Financial Officer, Secretary and Director (Principal Financial and Accounting Officer)	September 29, 2020
<u>/s/ Brian Trelstad</u> Brian Trelstad	Director	September 29, 2020
<u>*</u> John Replogle	Independent Director	September 29, 2020
<u>*</u> George Serafeim	Independent Director	September 29, 2020

*By: /s/ John Garcia
John Garcia
Attorney-in-Fact

AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of Section 6(a) of the Securities Act of 1933, the undersigned has signed this registration statement, solely in its capacity as the duly authorized representative of AEA-Bridges Impact Corp., in the City of Boston, United States, on the 29th day of September, 2020.

By: /s/ Brian Trelstad
Name: Brian Trelstad
Title: Authorized Representative