

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

**POST-EFFECTIVE AMENDMENT NO. 2  
TO  
FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**SPRINGBIG HOLDINGS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**7371**  
(Primary Standard Industrial  
Classification Code Number)

**88-2789488**  
(I.R.S. Employer  
Identification Number)

**621 NW 53rd Street  
Suite 260  
Boca Raton, Florida 33487  
(800) 772-9172**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Jeffrey Harris  
Chief Executive Officer  
621 NW 53rd Street  
Suite 260**

**Boca Raton, Florida 33487  
(800) 772-9172**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of agent for service)

*Copy to:*

**William E. Doran  
Aslam A. Rawoof  
Benesch, Friedlander, Coplan & Aronoff LLP  
71 South Wacker Drive, Suite 1600  
Chicago, Illinois 60606  
Telephone: (312) 212-4949**

**Approximate date of commencement of proposed sale to the public:** From time to time 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, 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(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, anon-accelerated filer, a 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 Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

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.

**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 Commission, acting pursuant to said Section 8(a), may determine.**

## EXPLANATORY NOTE

### TERMINATION OF REGISTRATION STATEMENT AND DEREGISTRATION OF SECURITIES

SpringBig Holdings, Inc. (the “Company”) filed with the Securities and Exchange Commission a Registration Statement on Form S-1 (File No. 333-266293) on July 22, 2022, which was declared effective on September 8, 2022, as amended by Post-Effective Amendment No. 1 to the Registration Statement on Form S-1, which was declared effective on May 22, 2023 (as supplemented and amended, the “Registration Statement”).

The Registration Statement was filed to register the offer and sale of up to 5,055,524 shares of the Company’s common stock, \$0.0001 par value per share (“Common Stock”), by CF Principal Investments LLC (the “Holder”). The shares of Common Stock offered by the Selling Stockholder had been or were to be issued pursuant to the Common Stock Purchase Agreement, dated as of April 29, 2022, by and between Tuatara Capital Acquisition Corporation, which was the predecessor of the Company, and the Holder, as amended by Amendment No. 1 on July 20, 2022 (together, the “Purchase Agreement”), establishing a committed equity facility. Effective August 30, 2023, the Company terminated the Purchase Agreement in accordance with its terms.

The Company has no further obligation to maintain the effectiveness of the Registration Statement. Pursuant to the Company’s undertaking as required by Item 512(a)(3) of Regulation S-K, this Post-Effective Amendment No. 2 is being filed to terminate the effectiveness of the Registration Statement and to deregister, as of the effective date of this Post-Effective Amendment No. 2, all the shares of Common Stock that remain unsold under the Registration Statement as of the date hereof.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-1 and has duly caused this post-effective amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, on September 8, 2023.

### SPRINGBIG HOLDINGS, INC.

By: /s/ Jeffrey Harris

Name: Jeffrey Harris

Title: Chief Executive Officer

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-1 has been signed below by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jeffrey Harris</u> Jeffrey Harris	Chief Executive Officer and Director (principal executive officer)	September 8, 2023
<u>/s/ Paul Sykes</u> Paul Sykes	Chief Financial Officer (principal financial officer and principal accounting officer)	September 8, 2023
<u>*</u> Phil Schwarz	Director	September 8, 2023
<u>*</u> Sergey Sherman	Director	September 8, 2023
<u>*</u> Jon Trauben	Director	September 8, 2023

\*By: /s/ Jeffrey Harris

Name: Jeffrey Harris  
Attorney-in-fact