

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): **June 9, 2022**

TUATARA CAPITAL ACQUISITION CORPORATION

(Exact name of registrant as specified in its charter)

Cayman Islands

001-40049

N/A

(State or other jurisdiction of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**655 Third Avenue, 8th Floor
New York, New York, 10017**

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(917) 460-7522**

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
Class A ordinary shares, par value \$0.0001 per share	TCAC	The Nasdaq Capital Market
Redeemable warrants, each whole warrant exercisable for one Class A ordinary share at an exercise price of \$11.50	TCACW	The Nasdaq Capital Market
Units, each consisting of one Class A ordinary share and one-half of one redeemable warrant	TCACU	The Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As described below under Item 5.07 of this Current Report on Form 8-K, on June 9, 2022, Tuatara Capital Acquisition Corporation (the “**Company**”, “**TCAC**” or “**we**”) convened an extraordinary general meeting (the “**General Meeting**”) to approve, among other things, the previously announced business combination of the Company and SpringBig, Inc. (the “**Business Combination**” and TCAC following the Business Combination, “**New SpringBig**”).

At the General Meeting, the Company’s shareholders approved, among other items, the New SpringBig 2022 Incentive Plan (the “**Incentive Plan**”). A description of the material terms of the Incentive Plan is included in the Company’s Definitive Proxy Statement filed with the Securities and Exchange Commission on May 17, 2022 and first mailed to TCAC’s shareholders on or about May 19, 2022 (the “**Proxy Statement**”), which descriptions are incorporated herein by reference. Such descriptions do not purport to be complete and are qualified in their entirety by reference to the full text of the Incentive Plan, which is attached as Annex D to the Proxy Statement and is also incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

Set forth below are the final voting results for each of the proposals submitted to a vote of the shareholders of the Company at the General Meeting:

	Votes For	Votes Against	Abstentions
1. A proposal to approve the transactions contemplated by the amended and restated agreement and plan of merger, dated as of April 14, 2022, as amended by the amendment no. 1, dated as of May 4, 2022 (as it may be further amended or modified from time to time, the “merger agreement”), by and among Tuatara Capital Acquisition Corporation (“Tuatara”), HighJump Merger Sub, Inc., a Delaware corporation and a wholly owned direct subsidiary of Tuatara (“Merger Sub”) and SpringBig, Inc., a Delaware corporation (“SpringBig”), pursuant to which Merger Sub will be merged with and into SpringBig, whereupon the separate corporate existence of Merger Sub will cease and SpringBig will be the surviving company and continue in existence as a subsidiary of New SpringBig (as defined below in proposal 4), on the terms and subject to the conditions set forth therein (the “business combination”);	17,520,107	1,065,945	13,282
2. A proposal to approve, for purposes of complying with applicable listing rules of The Nasdaq Stock Market LLC, the issuance by New SpringBig (as defined in proposal 4) of shares of common stock, par value \$0.0001 per share, to (i) certain accredited investors, in each case in a private placement, the proceeds of which will be used to finance the business combination and related transactions and the costs and expenses incurred in connection therewith and (ii) to stockholders of SpringBig;	17,487,872	1,098,180	13,282

	Votes For	Votes Against	Abstentions
3. A proposal to approve by special resolution the change of Tuatara’s jurisdiction of incorporation from the Cayman Islands to the State of Delaware by deregistering as an exempted company in the Cayman Islands and domesticating and continuing as a corporation incorporated under the laws of the State of Delaware (the “domestication”);	17,498,785	1,087,166	13,383

	Votes For	Votes Against	Abstentions
4. A proposal to approve by special resolution that the proposed organizational documents of Tuatara to (i) change our name from “Tuatara Capital Acquisition Corporation” to “SpringBig Holdings, Inc.” (Tuatara post-domestication, “New SpringBig”), (ii) adopt Delaware as the exclusive forum for certain stockholder litigation, (iii) make New SpringBig’s corporate existence perpetual, (iv) remove certain provisions related to our status as a blank check company that will no longer be applicable to us upon consummation of the business combination and (v) grant an explicit waiver regarding corporate opportunities to New SpringBig and its directors, subject to certain exceptions;	17,497,886	1,088,166	13,282

	Votes For	Votes Against	Abstentions
5. A proposal to approve by special resolution that the proposed organizational documents of Tuatara to divide the board of directors into three classes following the business combination, with each class generally serving for a term of three years and with only one class of directors being elected in each year;	16,603,964	1,108,435	886,935

	Votes For	Votes Against	Abstentions
6. A proposal to approve by special resolution that the proposed organizational documents of Tuatara to provide that the directors, except for Preferred Stock Directors (as defined in the proposed certificate of incorporation of New SpringBig upon the effective time of the domestication substantially in the form attached to this proxy statement/prospectus as Annex B (the “proposed charter”)), may only be removed for cause (as defined in the proposed charter);	17,495,782	1,090,269	13,283

	Votes For	Votes Against	Abstentions
7. A proposal to approve by special resolution that the proposed organizational documents of Tuatara to provide that, subject to the rights, if any, of the holders of any outstanding series of the Preferred Stock, shareholders will not have the ability to call a special meeting;	16,623,133	1,087,266	888,935

	Votes For	Votes Against	Abstentions
8. A proposal to approve by special resolution that the proposed organizational documents of Tuatara to remove the ability of shareholders to act by written consent in lieu of a meeting;	16,623,067	1,087,332	888,935

	Votes For	Votes Against	Abstentions
9. A proposal to approve by special resolution that the proposed organizational documents of Tuatara to authorize the change in the authorized capital stock of Tuatara from (i) 200,000,000 Class A ordinary shares, 20,000,000 Class B ordinary shares, and 1,000,000 preferred shares, par value \$0.0001 per share to (ii) 300,000,000 shares of common stock and 50,000,000 shares of preferred stock, par value \$0.0001 per share;	16,624,232	1,088,166	886,936

	Votes For	Votes Against	Abstentions
10. A proposal to approve by special resolution the amendment of Tuatara's existing organizational documents to remove the limitation on Tuatara's ability to consummate a business combination, or to redeem Class A ordinary shares in connection with a business combination, if it would cause Tuatara to have less than \$5,000,001 in net tangible assets;	16,623,343	1,088,166	887,825

	Votes For	Votes Against	Abstentions
11. A proposal to approve , for purposes of satisfying conditions to closing the transactions contemplated by the securities purchase agreement, dated as of April 29, 2022, by and between Tuatara and certain institutional investors, the issuance by New SpringBig of convertible notes, warrants and the underlying common stock of such convertible notes and warrants upon their conversion or exercise, as applicable;	17,485,869	1,098,180	15,285

	Votes For	Votes Against	Abstentions
12. A proposal to elect seven directors to our board of directors, effective upon the closing of the business combination, with each Class I director having a term that expires at New SpringBig's annual meeting of shareholders in 2023, each Class II director having a term that expires at New SpringBig's annual meeting of shareholders in 2024 and each Class III director having a term that expires at New SpringBig's annual meeting of shareholders in 2025, or in each case until their respective successors are duly elected and qualified, or until their earlier resignation, removal or death:			
Amanda Lannert (Class I)	5,000,000	-	-
Jon Trauben (Class I)	5,000,000	-	-
Patricia Glassford (Class II)	5,000,000	-	-
Phil Schwarz (Class II)	5,000,000	-	-
Steven Bernstein (Class III)	5,000,000	-	-
Jeffrey Harris (Class III)	5,000,000	-	-
Sergey Sherman (Class III)	5,000,000	-	-

	Votes For	Votes Against	Abstentions
13. A proposal to approve the Incentive Plan Proposal.	17,491,107	1,091,872	16,355

Based upon the submission of proxies and ballots, a majority of the shares of TCAC common stock issued and outstanding and entitled to vote at the close of business on the record date were present at the General Meeting by proxy or by attendance via the virtual meeting website, which constituted a quorum. Proposal 1 was approved by the required vote. Proposal 2 was approved by the required vote. Proposal 3 was approved by the required vote. Proposal 4 was approved by the required vote. Proposal 4 was approved by the required vote. Proposal 5 was approved by the required vote. Proposal 6 was approved by the required vote. Proposal 7 was approved by the required vote. Proposal 8 was approved by the required vote. Proposal 8 was approved by the required vote. Proposal 9 was approved by the required vote. Proposal 10 was approved by the required vote. Proposal 11 was approved by the required vote. Proposal 12 was approved by the required vote. Proposal 13 was approved by the required vote.

Item 8.01. Other Events.

In connection with the shareholder vote at the General Meeting, TCAC's public shareholders had the right to elect to redeem all or a portion of their Class A ordinary shares for a per share price calculated in accordance with TCAC's organizational documents. TCAC's public shareholders holding 19,123,806 Class A ordinary shares validly elected to redeem their public shares. TCAC's public shareholders who elected to redeem their public shares may revoke their elections at any time prior to the closing of the Business Combination.

The Closing is expected to occur on or about June 14, 2022, subject to the satisfaction or waiver of the conditions with respect to the Business Combination.

Item 9.01. Financial Statements and Exhibits

Exhibit No.	Description
99.1	Tuatara Capital Acquisition Corporation press release dated June 9, 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 thereunto duly authorized.

Dated: June 9, 2022

Tuatara Capital Acquisition Corporation

/s/ Albert Foreman

Albert Foreman

Chief Executive Officer

springbig and Tuatara Capital Acquisition Corporation Announce Voting Results of Special Meeting to Approve Business Combination

TCAC shareholders vote in favor of Business Combination

Transaction expected to close on or around June 14, 2022

BOCA RATON, Fla. June 9, 2022 – springbig (the “Company”), a leading provider of SaaS-based marketing solutions, consumer mobile app experiences, and omnichannel loyalty programs to the cannabis industry, and Tuatara Capital Acquisition Corporation (NASDAQ: TCAC) (“TCAC”) today announced that TCAC shareholders voted in favor of the proposed business combination (“Business Combination”) between TCAC and the Company, among other proposals, at the special general meeting of TCAC shareholders that took place today. The Business Combination was approved by a vote of approximately 94% of the shares voted, which represented approximately 74% of the outstanding shares. A Form 8-K disclosing the full voting results will be filed with the Securities and Exchange Commission. The Business Combination is expected to close on or around June 14, 2022, subject to the satisfaction of other closing conditions.

Upon closing of the Business Combination, TCAC intends to change its name to SpringBig Holdings, Inc. and expects its common stock and warrants to remain listed on the NASDAQ Global Select stock market under the new ticker symbols “SBIG” and “SBIGW,” respectively.

About springbig

springbig is a market-leading software platform providing customer loyalty and marketing automation solutions to cannabis retailers and brands in the U.S. and Canada. springbig’s platform connects consumers with retailers and brands, primarily through SMS marketing, as well as emails, customer feedback system, and loyalty programs, to support retailers’ and brands’ customer engagement and retention. springbig offers marketing automation solutions that provide for consistency of customer communication, thereby driving customer retention and retail foot traffic. Additionally, springbig’s reporting and analytics offerings deliver valuable insights that clients utilize to better understand their customer base, purchasing habits and trends. For more information, visit <https://springbig.com/>.

About Tuatara Capital Acquisition Corporation

Tuatara Capital Acquisition Corporation is a blank check company incorporated for the purpose of effecting a merger, amalgamation, share exchange, asset acquisition, share purchaser, reorganization or similar business combination with one or more businesses, pursuing targets that are focused on businesses in the cannabis industry that are compliant with all applicable laws and regulations within the jurisdictions in which they are located or operate. For more information, visit <https://tuataraspac.com/>.

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Forward-Looking Statements

Certain statements contained in this press release constitute "forward-looking statements" within the meaning of federal securities laws. Forward-looking statements may include, but are not limited to, statements with respect to (i) trends in the cannabis industry and springbig market size, including with respect to the potential total addressable market in the industry; (ii) springbig's growth prospects; (iii) springbig's projected financial and operational performance, including relative to its competitors; (iv) new product and service offerings springbig may introduce in the future; (v) the potential transaction, including the implied enterprise value, the expected post-closing ownership structure and the likelihood and ability of the parties to successfully consummate the potential transaction; (vi) the risk that the proposed business combination may not be completed in a timely manner or at all, which may adversely affect the price of TCAC's securities; (vii) the failure to satisfy the conditions to the consummation of the proposed business combination, including the approval of the proposed business combination by TCAC's stockholders; (viii) the effect of the announcement or pendency of the proposed business combination on TCAC's or springbig's business relationships, performance, and business generally; (ix) the outcome of any legal proceedings that may be instituted against TCAC or springbig related to the definitive agreement or the proposed business combination; (x) the ability to maintain the listing of TCAC's securities on the NASDAQ; (xi) the price of TCAC's securities, including volatility resulting from changes in the competitive and highly regulated industry in which springbig plans to operate, variations in performance across competitors, changes in laws and regulations affecting springbig's business and changes in the combined capital structure; (xii) the ability to implement business plans, forecasts, and other expectations after the completion of the proposed business combination, and identify and realize additional opportunities; and (xiii) other statements regarding springbig's and TCAC's expectations, hopes, beliefs, intentions or strategies regarding the future. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. The words "anticipate," "believe," "continue," "could," "estimate," "expect," "intends," "outlook," "may," "might," "plan," "possible," "potential," "predict," "project," "should," "would," and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. You should carefully consider the risks and uncertainties described in the "Risk Factors" section of TCAC's Annual Report on Form 10-K and registration statement on Form S-4 (the "Registration Statement"), the proxy statement/prospectus relating to the transaction, other documents filed by TCAC from time to time with SEC, and any risk factors made available to you in connection with TCAC, springbig and the transaction. These forward-looking statements involve a number of risks and uncertainties (some of which are beyond the control of springbig and TCAC), and other assumptions, that may cause the actual results or performance to be materially different from those expressed or implied by these forward-looking statements.
