
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): **April 4, 2019 (March 29, 2019)**

TRINE ACQUISITION CORP.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-38835

(Commission
File Number)

83-2044042

(IRS Employer
Identification No.)

**405 Lexington Avenue, 48th Floor
New York, New York 10174**

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(212) 503-2855**

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))

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 8.01. Other Events.

As previously reported on a Current Report on Form 8-K of Trine Acquisition Corp. (the “Company”), on March 19, 2019, the Company consummated its initial public offering (the “IPO”) of 26,100,000 units (the “Units”). Each Unit consists of one share of Class A common stock of the Company, par value \$0.0001 per share (“Class A Common Stock”), and one-half of one redeemable warrant of the Company (“Warrant”), with each whole Warrant entitling the holder thereof to purchase one share of Class A Common Stock for \$11.50 per share. The Units were sold at a price of \$10.00 per Unit, generating gross proceeds to the Company of \$261,000,000. The Company granted the underwriters in the IPO (the “Underwriters”) a 45-day option to purchase up to 3,915,000 additional Units to cover over-allotments, if any. On March 29, 2019, the Underwriters exercised the over-allotment option in full and purchased an additional 3,915,000 Units (the “Over-Allotment Units”), generating gross proceeds of \$39,150,000.

As previously reported on a Current Report on Form 8-K of the Company, simultaneously with the closing of the IPO, the Company completed the private sale (the “Private Placement”) of an aggregate of 7,720,000 warrants (the “Private Placement Warrants”) to Trine Sponsor IH LLC (the “Sponsor”) at a purchase price of \$1.00 per Private Placement Warrant, generating gross proceeds to the Company of \$7,720,000. In connection with the Underwriters’ exercise of their over-allotment option, the Sponsor purchased an additional 783,000 Private Placement Warrants, generating gross proceeds to the Company of \$783,000.

A total of \$300,150,000, comprised of \$294,097,914.47 of the proceeds from the IPO (which amount includes \$10,505,250 of the Underwriters’ deferred discount) and \$6,052,085.53 of the proceeds of the sale of the Private Placement Warrants, was placed in a U.S.-based trust account at J.P. Morgan Chase Bank, N.A., maintained by Continental Stock Transfer & Trust Company, LLC, acting as trustee.

An audited balance sheet as of March 19, 2019 reflecting receipt of the proceeds upon consummation of the IPO and the Private Placement has been issued by the Company and previously filed as Exhibit 99.1 to a Current Report on Form 8-K on March 25, 2019. The Company’s unaudited pro forma balance sheet as of March 29, 2019, reflecting receipt of the proceeds from the sale of the Over-Allotment Units and the Private Placement consummated on the same day is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Pro Forma Balance Sheet
99.2	Press Release, dated March 29, 2019

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.

TRINE ACQUISITION CORP.

Dated: April 4, 2019

By: /s/ Leo Hindery, Jr.
Name: Leo Hindery, Jr.
Title: Chief Executive Officer

TRINE ACQUISITION CORP.
BALANCE SHEET
MARCH 19, 2019

	<u>March 19, 2019</u>	<u>Pro Forma Adjustments (unaudited)</u>	<u>As Adjusted (unaudited)</u>
ASSETS			
Current assets			
Cash	\$ 1,743,930	\$ —	\$ 1,743,930
Prepaid expenses	23,200	—	23,200
Total Current Assets	1,767,130	—	1,767,130
Security deposits	23,800	—	23,800
Cash held in Trust Account	261,000,000	39,150,000	300,150,000
Total Assets	\$ 262,790,930	\$ 39,150,000	\$ 301,940,930
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current liabilities			
Accounts payable and accrued expenses	\$ 10,150	\$ —	\$ 10,150
Accrued offering costs	1,699	—	1,699
Total Current Liabilities	11,849	—	11,849
Deferred underwriting fee payable	9,135,000	1,370,250	10,505,250
Total Liabilities	9,146,849	1,370,250	10,517,099
Commitments and Contingencies			
Common stock subject to possible redemption, 24,864,407 and 28,642,383 shares at redemption value	248,644,071	37,779,758	286,423,829
Stockholders' Equity			
Preferred stock, \$0.0001 par value; 1,000,000 shares authorized, none issued and outstanding	—	—	—
Class A common stock, \$0.0001 par value; 100,000,000 share authorized; 1,235,593 and 1,372,617 shares issued and outstanding (excluding 24,864,407 and 28,642,383 shares subject to possible redemption)	124	13	137
Class B common stock, \$0.0001 par value; 10,000,000 authorized; 7,503,750 shares issued and outstanding	750	—	750
Additional paid in capital	5,170,665	(21)	5,170,644
Accumulated deficit	(171,529)	—	(171,529)
Total Stockholders' Equity	5,000,010	(8)	5,000,002
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 262,790,930	\$ 39,150,000	\$ 301,940,930



Trine Acquisition Corp. Announces Closing of Underwriters' Over-Allotment Option In Connection With Its Initial Public Offering

NEW YORK, March 29, 2019 (GLOBE NEWSWIRE) -- Trine Acquisition Corp. (NYSE: TRNE.U) (the "Company") announced today that it closed the issuance of an additional 3,915,000 units pursuant to the full exercise of the underwriters' over-allotment option in connection with its initial public offering at \$10.00 per unit, resulting in gross proceeds of \$39,150,000 and bringing the total gross proceeds of the initial public offering to \$300,150,000.

The Company's units are listed on The New York Stock Exchange ("NYSE") and commenced trading on March 15, 2019 under the symbol "TRNE.U". Each unit consists of one share of the Company's Class A common stock and one-half of one warrant. Only whole warrants will trade and are exercisable. Once the securities comprising the units begin separate trading, the Class A common stock and warrants are expected to be listed on the NYSE under the symbols "TRNE", and "TRNE WS", respectively.

Of the proceeds received from the consummation of the initial public offering, the full exercise of the over-allotment option and simultaneous private placements of warrants, \$300,150,000 (or \$10.00 per unit sold in the public offering) was placed in trust.

BTIG, LLC and Cantor Fitzgerald & Co. acted as joint book-running managers and I-Bankers Securities, Inc. acted as co-manager of the offering.

About Trine Acquisition Corp.

Trine Acquisition Corp. is a blank check company organized for the purpose of effecting a merger, share exchange, asset acquisition, stock purchase, recapitalization, reorganization, or other similar business combination with one or more businesses or entities. The Company's efforts to identify a prospective target business will not be limited to any particular industry or geographic region, although the Company initially intends to focus on target businesses in the technology, and/or media and communications sectors.

Forward Looking Statements

This press release includes forward-looking statements that involve risks and uncertainties. Forward looking statements are statements that are not historical facts. Such forward-looking statements, including the anticipated use of the proceeds thereof, are subject to risks and uncertainties, which could cause actual results to differ from the forward looking statements, including those set forth in the risk factors section of the prospectus used in connection with the Company's initial public offering. No assurance can be given that the net proceeds of the offering will be used as indicated. The Company expressly disclaims any obligations or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with respect thereto or any change in events, conditions or circumstances on which any statement is based, except as required by law.

Contacts

Pierre M. Henry
Chief Financial Officer
Trine Acquisition Corp.
+1 212-503-2842