

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

**FORM S-1
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

ADIT EDTECH ACQUISITION CORP.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

6770
(Primary Standard Industrial
Classification Code Number)

85-3477678
(I.R.S. Employer
Identification Number)

1345 Avenue of the Americas, 33rd Floor
New York, New York 10105
(646) 291-6930

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

David L. Shrier
Chief Executive Officer
1345 Avenue of the Americas , 33rd Floor
New York, New York 10105
(646) 291-6930

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

Copies to:

Patrick B. Costello, Esq.
Joseph Walsh, Esq.
Troutman Pepper Hamilton Sanders LLP
875 Third Avenue
New York, New York 10022
Telephone: (212) 704-6000

David Alan Miller, Esq.
Jeffrey M. Gallant, Esq.
Graubard Miller
The Chrysler Building
405 Lexington Avenue
New York, New York 10174
Telephone: (212) 818-8800

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 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. 333-251641

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
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 share of common stock, \$0.0001 par value, and one-half of one redeemable warrant (2)	4,600,000 Units	\$ 10.00	\$46,000,000	\$5,019
Shares of common stock included as part of the units (3)	4,600,000 Shares	—	—	—(4)
Redeemable warrants included as part of the units (3)	2,300,000 Warrants	—	—	—(4)
Shares underlying warrants included as part of the units	2,300,000 Shares	\$11.50	\$26,450,000	\$2,886
Total			\$72,450,000	\$7,905(5)

- (1) Estimated solely for the purpose of calculating the registration fee.
- (2) Represents only the additional number of securities being registered. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-251641).
- (3) Pursuant to Rule 416, there are also being registered an indeterminable number of additional securities as may be issued to prevent dilution resulting from share splits, share capitalizations or similar transactions.
- (4) No fee pursuant to Rule 457(g).
- (5) The Registrant previously registered securities having a proposed maximum aggregate offering price of \$362,250,000 on its Registration Statement on Form S-1, as amended (File No. 333-251641), which was declared effective by the Securities and Exchange Commission on January 11, 2021. In accordance with Rule 462(b) under the Securities Act, an additional number of securities having a proposed maximum offering price of \$72,450,000 is hereby registered, which includes securities issuable upon the exercise of the underwriters' over-allotment option.

The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement on Form S-1 is being filed with respect to the registration of (i) 4,600,000 additional units of Adit EdTech Acquisition Corp., a Delaware corporation (the "Registrant"), each consisting of one share of common stock, par value \$0.0001 per share, and one-half of one redeemable warrant, (ii) 2,300,000 additional shares of common stock that may be issued upon exercise of the Warrants included in the Units, in each case pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction V to Form S-1. Each whole warrant entitles the holder thereof to purchase one share of common stock at a price of \$11.50 per share, subject to adjustment, and only whole warrants are exercisable. This Registration Statement relates to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-251641) (the "Prior Registration Statement"), initially filed by the Registrant on December 23, 2020 and declared effective by the Securities and Exchange Commission (the "Commission") on January 11, 2021. The required opinion of counsel and related consent and accountant's consent are attached hereto and filed herewith. Pursuant to Rule 462(b), the contents of the Prior Registration Statement, including the exhibits thereto, are incorporated by reference into this Registration Statement.

CERTIFICATION

The Registrant hereby certifies to the Commission that (1) it has instructed its bank to pay the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission's account at U.S. Bank as soon as practicable (but no later than the close of business as of January 12, 2021), (2) it will not revoke such instructions, (3) it has sufficient funds in the relevant account to cover the amount of such filing fee and (4) it will confirm receipt of such instructions by its bank during regular business hours no later than January 12, 2021.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

(a) All exhibits filed with or incorporated by reference in the Prior Registration Statement on FormS-1 (File No. 333-251641) are incorporated by reference into, and shall be deemed a part of, this Registration Statement, and the following additional exhibits are filed herewith, as part of this Registration Statement.

Exhibit No.	Description
5.1	<u>Opinion of Troutman Pepper Hamilton Sanders LLP</u>
23.1	<u>Consent of Marcum LLP</u>
23.2	<u>Consent of Troutman Pepper Hamilton Sanders LLP (included in Exhibit 5.1)</u>
24	<u>Power of Attorney (included on signature page to the Registrant's Prior Registration Statement on FormS-1 (File No. 333-251641) filed on December 23, 2020)</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of New York, State of New York, on the 11th day of January, 2021.

ADIT EDTECH ACQUISITION CORP.

By: /s/ David L. Shrier
Name: David L. Shrier
Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Position</u>	<u>Date</u>
<u>*</u> Eric L. Munson	Non-executive Chairman	January 11, 2021
<u>/s/ David L. Shrier</u> David L. Shrier	Director, President and Chief Executive Officer (Principal Executive Officer)	January 11, 2021
<u>/s/ John J. D'Agostino</u> John J. D'Agostino	Chief Financial Officer (Principal Financial and Accounting Officer)	January 11, 2021
<u>*</u> Jacob Cohen	Director	January 11, 2021
<u>*</u> Sharmila Kassam	Director	January 11, 2021
<u>*</u> Sheldon Levy	Director	January 11, 2021
By: <u>/s/ David L. Shrier</u> David L. Shrier Attorney-in-Fact		January 11, 2021

Troutman Pepper Hamilton Sanders LLP
875 Third Avenue
New York, New York 10022
troutman.com



January 11, 2021

Adit EdTech Acquisition Corp.
1345 Avenue of the Americas, 33rd Floor
New York, New York 10105

**Re: Adit EdTech Acquisition Corp.
Registration Statement on Form S-1**

Ladies and Gentlemen:

We have acted as counsel to Adit EdTech Acquisition Corp., a Delaware corporation (the "**Company**"), in connection with the preparation of the Company's registration statement on Form S-1 (the "**462(b) Registration Statement**"), filed with the U.S. Securities and Exchange Commission (the "**Commission**") on January 11, 2021 under the Securities Act of 1933, as amended (the "**Securities Act**"), which relates to the Company's Registration Statement on Form S-1, as amended (File No. 333-251641) (the "**Registration Statement**"), initially filed by the Company on December 23, 2020 and declared effective by the Commission on January 11, 2021.

The 462(b) Registration Statement relates to the offer and sale by the Company of up to (A) an additional 4,600,000 units of the Company (the "**Units**"), each Unit consisting of (i) one share of the Company's common stock, par value \$0.0001 per share ("**Common Stock**," and the shares of Common Stock underlying the Units, the "**Shares**"), for an aggregate of up to 4,600,000 Shares; and (ii) one-half of one redeemable warrant (each whole warrant, a "**Warrant**") with each Warrant entitling the holder to purchase one share of Common Stock, for an aggregate of up to 2,300,000 Warrants to be issued under a Warrant Agreement (the "**Warrant Agreement**") to be entered into by the Company and Continental Stock Transfer & Trust Company, as Warrant Agent, pursuant to the terms of an underwriting agreement (the "**Underwriting Agreement**") to be executed by the Company and EarlyBirdCapital, Inc., as representative of the several underwriters named therein (the "**Underwriters**"); and (B) an aggregate of 2,300,000 additional shares (the "**Warrant Shares**") of Common Stock that may be issued upon exercise of the Warrants included in the Units.

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

We have examined originals or copies, certified or otherwise identified to our satisfaction, of such corporate records, agreements, and other instruments, certificates, orders, opinions, correspondence with public officials, certificates provided by the Company's officers and representatives, and other documents as we have deemed necessary or advisable for the purposes of rendering the opinion set forth herein, including (i) the corporate and organizational documents of the Company, including the Certificate of Incorporation, as amended to date, and the Bylaws of the Company, (ii) the resolutions of the Board of Directors of the Company with respect to the 462(b) Registration Statement and the registration of the Units, the Shares, the Warrants and the Warrant Shares, (iii) a specimen certificate representing the Common Stock, (iv) a specimen certificate representing the Warrants, (v) the Underwriting Agreement, and (vi) the 462(b) Registration Statement and the Registration Statement and exhibits thereto, including the prospectus (the "**Prospectus**") contained therein.

For purposes of the opinions expressed below, we have assumed (i) the authenticity of all documents submitted to us as originals, (ii) the conformity to the originals of all documents submitted as certified, photostatic or electronic copies and the authenticity of the originals thereof, (iii) the legal capacity of natural persons, (iv) the genuineness of signatures not witnessed by us, (v) the due authorization, execution and delivery of all documents by all parties, other than the Company, and the validity, binding effect and enforceability thereof, and (vi) the truth, accuracy and completeness of the information, representations and warranties contained in the records, documents, instruments and certificates we have reviewed. In rendering the opinions set forth below, we have further assumed that, before the issuance of the Units, the Shares, the Warrants and the Warrant Shares, the conditions to consummating the transactions contemplated by the Underwriting Agreement will have been satisfied or duly waived and such transactions are consummated.

Based upon the foregoing, and subject to all of the other assumptions, limitations and qualifications set forth herein, we are of the opinion as follows:

1. When the Units are delivered to the Underwriters against payment of the agreed consideration therefor in accordance with the Underwriting Agreement, such Units will be validly issued, fully paid and non-assessable and will be legally binding obligations of the Company, enforceable against the Company in accordance with their terms, except to the extent that enforcement thereof may be limited by (i) bankruptcy, insolvency, reorganization, fraudulent conveyance, moratorium or other similar laws now or hereafter in effect relating to creditors' rights generally, and (ii) general principles of equity (regardless of whether enforceability is considered in a proceeding at law or in equity).
2. The Shares included in the Units have been duly authorized and, when the Units are delivered to the Underwriters against payment of the agreed consideration therefor in accordance with the Underwriting Agreement, the Shares included in the Units will be validly issued, fully paid and non-assessable.

3. When the Units are delivered to the Underwriters against payment of the agreed consideration therefor in accordance with the Underwriting Agreement, the Warrants included in the Units will be validly issued, fully paid and non-assessable will be legal binding obligations of the Company, enforceable against the Company in accordance with their terms, except to the extent that enforcement thereof may be limited by (i) bankruptcy, insolvency, reorganization, fraudulent conveyance, moratorium or other similar laws now or hereafter in effect relating to creditors' rights generally, and (ii) general principles of equity (regardless of whether enforceability is considered in a proceeding at law or in equity).

4. The Warrant Shares that may be issued upon exercise of the Warrants have been duly authorized and when the Warrant Shares have been issued and paid for in accordance with the terms of the Warrant Agreement and the Warrants, will be validly issued, fully paid and nonassessable.

We express no opinion as to the laws of any jurisdiction other than (i) the laws of the State of New York and (ii) the General Corporation Law of the State of Delaware. As used herein, the term "General Corporation Law of the State of Delaware" includes the statutory provisions contained therein and all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting these laws.

This opinion is limited to the matters expressly opined on herein, and no opinion may be implied or inferred beyond those expressly stated. This opinion is rendered as of the date hereof, and we make no undertaking and expressly disclaim any duty to supplement or update such opinion, if, after the date hereof, facts or circumstances come to our attention or changes in the law occur which could affect such opinion.

We hereby consent to the filing of this opinion as an exhibit to the 462(b) Registration Statement and to the use of our name under the caption "Legal Matters" in the Prospectus and Registration Statement. In giving this consent, we do not hereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act, or the rules or regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Troutman Pepper Hamilton Sanders LLP

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Adit EdTech Acquisition Corp. (the "Company") on FormS-1 pursuant to Rule 462 (b) under the Securities Act of 1933, as amended, of our report dated November 3, 2020, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, with respect to our audit of the financial statements of Adit EdTech Acquisition Corp. as of October 23, 2020, and for the period from October 15, 2020 (inception) through October 23, 2020, which report appears in the Prospectus on Amendment No. 1 to Form S-1, which is part of the Registration Statement of Adit EdTech Acquisition Corp. (File No. 333-251641).

/s/ Marcum LLP

Marcum LLP
New York, NY
January 11, 2021