

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

HumanCo 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)

85-3357217
(I.R.S. Employer
Identification No.)

P.O. Box 90608
Austin, TX 78709
(512) 535-0440

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

Ross Berman
Chief Executive Officer

P.O. Box 90608
Austin, TX 78709
(512) 535-0440

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

Copies to:

Paul D. Tropp, Esq.
Ropes & Gray LLP
1211 Avenue of the Americas
New York, New York 10036
Telephone: (212) 596-9000

Derek J. Dostal
Deanna L. Kirkpatrick
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017
(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 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. 333-250630

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, 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 securities to be registered	Amount to be Registered	Proposed maximum offering price per share ⁽¹⁾	Proposed maximum aggregate offering price ⁽¹⁾	Amount of registration fee
Units, each consisting of one share of Class A Common Stock, \$0.0001 par value, and one-half of one redeemable warrant ⁽²⁾	2,875,000 Units	\$10.00	\$28,750,000	\$3,136.63
Shares of Class A Common Stock included as part of the Units ⁽³⁾	2,875,000 Shares	—	—	— ⁽⁴⁾
Redeemable warrants included as part of the Units ⁽³⁾	1,437,500 Warrants	—	—	— ⁽⁴⁾
Total			\$28,750,000	\$3,136.63 ⁽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. 333-250630). Includes 375,000 units, consisting of 375,000 Class A common stock and 187,500 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, there are also being registered an indeterminable number of additional securities as may be issued to prevent dilution resulting from stock splits, stock dividends 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 \$258,750,000 on its Registration Statement on Form S-1, as amended (File No. 333-250630), which was declared effective by the Securities and Exchange Commission on December 8, 2020. In accordance with Rule 462(b) under the Securities Act, an additional number of securities having a proposed maximum offering price of \$28,750,000 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 by HumanCo Acquisition Corp., a Delaware corporation (the “Registrant”), pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction V to Form S-1. This Registration Statement relates to the Registrant’s Registration Statement on Form S-1, as amended (File No. 333-250630) (the “Prior Registration Statement”), initially filed by the Registrant on November 20, 2020 and declared effective by the Securities and Exchange Commission on December 8, 2020. This Registration Statement covers the registration of an additional 2,875,000 of the Registrant’s units (including 375,000 units, which may be issued upon exercise of a 45-day option granted to the underwriters to cover over-allotments, if any), each consisting of one share of the Registrant’s Class A common stock, \$0.0001 par value per share, and one-half of one redeemable warrant, each whole warrant entitling the holder thereof to purchase one share of the Registrant’s Class A common stock. 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.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

(a) *Exhibits.* All exhibits filed with or incorporated by reference in the Registration Statement on Form S-1 (SEC File No. 333-250630) 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	Opinion of Ropes & Gray LLP
23.1	Consent of WithumSmith+Brown, PC
23.2	Consent of Ropes & Gray LLP (included in Exhibit 5.1)
24	Power of Attorney (included in signature page to the Registrant's Prior Registration Statement (File No. 333-250630) filed on November 20, 2020

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, on the 8th day of December, 2020.

HumanCo Acquisition Corp.

By: /s/ Ross Berman
Name: Ross Berman
Title: 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 date indicated.

Signature	Title	Date
<u>*</u> Jason H. Karp	Executive Co-Chairman	December 8, 2020
<u>s/ Ross Berman</u> Ross Berman	Chief Executive Officer and Director (Principal Executive Officer)	December 8, 2020
<u>*</u> Amy Zipper	Chief Operating Officer (Principal Financial and Accounting Officer)	December 8, 2020
<u>/s/ Katrina Cole</u> Katrina Cole	Director	December 8, 2020
<u>/s/ John Foraker</u> John Foraker	Director	December 8, 2020
<u>/s/ Dean Hollis</u> Dean Hollis	Director	December 8, 2020
<u>/s/ Brian Kelley</u> Brian Kelley	Director	December 8, 2020

*By: /s/ Ross Berman
Ross Berman
Attorney-in-Fact



ROPES & GRAY LLP
1211 AVENUE OF THE AMERICAS
NEW YORK, NY 10036-8704
WWW.ROPESGRAY.COM

December 8, 2020
HumanCo Acquisition Corp.
P.O. Box 90608
Austin, TX 78709

Ladies and Gentlemen:

We have acted as special counsel to HumanCo Acquisition Corp., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-1 (the "462(b) Registration Statement") filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), for the registration of 2,875,000 units of the Company, including the underwriter's over-allotment option to purchase an additional 375,000 units (collectively, the "Units"), with each Unit consisting of one share of Class A common stock, par value \$0.0001 per share (the "Common Stock"), of the Company and one-half of one warrant of the Company to purchase one share of Common Stock (the "Warrants"). The 462(b) Registration Statement relates to the Company's Registration Statement on Form S-1, as amended (File No. 333-250630) (the "Registration Statement"), initially filed by the Company on November 20, 2020 and declared effective by the Commission on December 8, 2020.

In rendering the opinions stated herein, we have reviewed the following:

- (a) the form of Underwriting Agreement proposed to be entered into by and between the Company and Citigroup Global Markets Inc. (the "Underwriter"), relating to the sale by the Company to the Underwriter of the Units (the "Underwriting Agreement"), filed as Exhibit 1.1 to the Registration Statement;
 - (b) the Amended and Restated Certificate of Incorporation of the Company in the form filed as Exhibit 3.2 to the Registration Statement and to be filed with the Secretary of State of the State of Delaware prior to the sale of any Units (the "New Charter");
 - (c) the Bylaws of the Company (the "Bylaws"), filed as Exhibit 3.3 to the Registration Statement;
 - (d) the form of Unit certificate, filed as Exhibit 4.1 to the Registration Statement;
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- (e) the form of Common Stock certificate, filed as Exhibit 4.2 to the Registration Statement;
- (f) the form of Warrant certificate, filed as Exhibit 4.3 to the Registration Statement;
- (g) the form of Warrant Agreement proposed to be entered into by and between the Company and Continental Stock Transfer & Trust Company, a New York corporation, as warrant agent (the “Warrant Agreement”), filed as Exhibit 4.4 to the Registration Statement;
- (h) the minutes and records of the corporate proceedings of the Company with respect to the issuance of the Units;
- (i) the Registration Statement and the exhibits thereto; and
- (j) the 462(b) Registration Statement.

In connection with this opinion letter, we have examined such certificates, documents and records and have made such investigation of fact and such examination of law as we have deemed appropriate in order to enable us to render the opinions set forth herein. In conducting such investigation, we have relied, as to questions of fact, without independent verification, upon certificates of officers of the Company, public officials and other appropriate persons.

The opinions expressed below are limited to the laws of the State of New York and the Delaware General Corporation Law.

Based upon and subject to the foregoing and the assumptions, qualifications and limitations set forth below, we are of the opinion that:

1. When the Units are delivered to the Underwriter against payment of the agreed upon consideration therefor in accordance with the terms of the Underwriting Agreement, each Unit will constitute a valid and binding obligation of the Company, enforceable against the Company in accordance with its terms.

2. The shares of Common Stock included in the Units will be validly issued, fully paid and nonassessable when, as and if (i) the Units are delivered to and paid for by the Underwriter in accordance with the Underwriting Agreement, (ii) the Registration Statement shall have become effective pursuant to the provisions of the Securities Act and (iii) a prospectus with respect to the Common Stock shall have been filed (or transmitted for filing) with the Commission pursuant to Rule 424(b) of the Securities Act.

3. When the Units are delivered to the Underwriter against payment of the agreed upon consideration therefor in accordance with the Underwriting Agreement, each Warrant included in such Units will constitute a valid and binding obligation of the Company, enforceable against the Company in accordance with its terms.

Our opinions set forth above are subject to (i) bankruptcy, insolvency, reorganization, moratorium, fraudulent conveyance and similar laws affecting the rights and remedies of creditors generally, (ii) general principles of equity, (iii) an implied covenant of good faith and fair dealing and (iv) public policy considerations which may limit the rights of parties to obtain certain remedies. Our opinions are also subject to the qualification that the enforceability of provisions in the Warrant Agreement providing for indemnification or contribution, broadly worded waivers, waivers of rights to damages or defenses, waivers of unknown or future claims, and waivers of statutory, regulatory or constitutional rights may be limited on public policy or statutory grounds.

We do not find it necessary for the purposes of this opinion, and accordingly do not purport to cover herein, the application of the securities or “Blue Sky” laws of the various states to the issuance of the Units and the Warrants and shares of Common Stock included in the Units.

We hereby consent to your filing 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 forming a part of the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Ropes & Gray LLP

Ropes & Gray LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1, of our report dated November 19, 2020, relating to the balance sheet of HumanCo Acquisition Corp. as of October 12, 2020, and the related statements of operations, changes in stockholder's equity and cash flows for the period from October 5, 2020 (inception) through October 12, 2020, appearing in the Registration Statement on Form S-1, as amended (File No. 333-250630), and to the reference to our Firm under the caption "Experts" in the Prospectus.

/s/ WithumSmith+Brown, PC

New York, New York
December 8, 2020
