

**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): July 30, 2021

TAILWIND ACQUISITION CORP.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-39489
(Commission File Number)

85-1288435
(I.R.S. Employer Identification No.)

1545 Courtney Ave.
Los Angeles, CA
(Address of principal executive offices)

90046
(Zip Code)

(Registrant's telephone number, including area code): (646) 432-0610

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communication 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-commencements 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
Units, each consisting of one share of Class A common stock, \$0.0001 par value, and one-half of one redeemable warrant	TWND.U	The New York Stock Exchange
Share of Class A common stock included as part of the units	TWND	The New York Stock Exchange
Warrants included as part of the units, each whole warrant exercisable for one share of Class A common stock at an exercise price of \$11.50	TWND WS	The New York Stock Exchange

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 5.07 Submission of Matters to a Vote of Security Holders

On July 30, 2021, Tailwind Acquisition Corp. (“Tailwind”) convened and then adjourned, without conducting any other business, Tailwind’s special meeting of stockholders (the “Special Meeting”) relating to its previously announced proposed business combination with QOMPLX, Inc. (“QOMPLX”) until a later date. The only proposal submitted for a vote of the stockholders at the Special Meeting was the approval of the adjournment of such meeting to August 17, 2021 at 9:00 a.m. Eastern Time (the “Adjournment Proposal”). The Adjournment Proposal is described in greater detail in the definitive proxy statement of Tailwind, which was filed with the Securities and Exchange Commission (the “SEC”) on June 25, 2021 (the “Proxy Statement”).

As of the close of business on June 2, 2021, the record date for the Special Meeting, there were 33,421,570 shares of Class A common stock, par value \$0.0001 per share (“Class A common stock”), 8,355,393 shares of Class B common stock, par value \$0.0001 per share (the “Class B common stock”, and together with Class A common stock, the “common stock”), outstanding. Each share of common stock was entitled to one vote on the Adjournment Proposal. The shares of Class A common stock and Class B

common stock were voted as a single class. A total of 31,647,760 shares of common stock, representing approximately 75.75% of the outstanding shares of common stock entitled to vote, were present in person or by proxy, constituting a quorum to conduct business.

The Company's stockholders approved the adjournment proposal by the votes set forth below:

	For	Against	Abstain
	28,588,825	3,058,572	363

Item 7.01 Regulation FD Disclosure

Furnished as Exhibit 99.1 hereto is a press release, dated July 30, 2021 (the "Press Release"), issued by Tailwind announcing that Tailwind convened and then adjourned, without conducting any other business, the Special Meeting. The Special Meeting has been adjourned until August 17, 2021 at 9:00 a.m. Eastern Time.

The information in this item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise be subject to liabilities under that section, and shall not be deemed to be incorporated by reference into any filings of the Company under the Securities of 1933, as amended (the "Securities Act"), or the Exchange Act, regardless of any general incorporation language in such filings. This Current Report on Form 8-K (the "Current Report") shall not be deemed an admission as to the materiality of any information in this Item 7.01, including Exhibit 99.1.

Additional Information

In connection with the transactions contemplated by the Business Combination Agreement, dated March 1, 2021 (the "Business Combination Agreement"), by and among Tailwind, Compass Merger Sub, Inc., QOMPLX and Rationem, LLC, in its capacity as the representative of the stockholders of QOMPLX (such transactions, the "Business Combination"), Tailwind has filed a Registration Statement on Form S-4 (the "Registration Statement"), which includes a definitive proxy statement/prospectus, with the U.S. Securities and Exchange Commission ("SEC"). Tailwind has mailed the definitive proxy statement/prospectus and other relevant documents to its stockholders. This communication is not a substitute for the Registration Statement, the definitive proxy statement/prospectus or any other document that Tailwind has sent or will send to its stockholders in connection with the Business Combination. **Investors and security holders of Tailwind are advised to read the proxy statement/prospectus in connection with the special meeting to be held to approve the Business Combination (and related matters) because the proxy statement/prospectus contains important information about the Business Combination and the parties to the Business Combination.** The proxy statement/prospectus was mailed to stockholders of Tailwind as of June 2, 2021, the record date established for voting on the Business Combination. Stockholders will also be able to obtain copies of the proxy statement/prospectus, without charge at the SEC's website at www.sec.gov or by directing a request to: 1545 Courtney Avenue, Los Angeles, California 90046.

Participants in the Solicitation

Tailwind, QOMPLX and their respective directors, executive officers, other members of management, and employees, under SEC rules, may be deemed to be participants in the solicitation of proxies of Tailwind's stockholders in connection with the Business Combination. Investors and security holders may obtain more detailed information regarding the names and interests in the Business Combination of Tailwind's directors and officers in Tailwind's filings with the SEC, including the Registration Statement filed with the SEC by Tailwind, including the definitive proxy statement/prospectus filed with the SEC by Tailwind on June 25, 2021, relating to the Business Combination. The names and interests of QOMPLX's directors and executive officers are also in the definitive proxy statement/prospectus filed with the SEC by Tailwind.

Forward Looking Statements

Certain statements made herein are not historical facts but are forward-looking statements for purposes of the safe harbor provisions under The Private Securities Litigation Reform Act of 1995. Forward-looking statements generally are accompanied by words such as "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "expect," "should," "would," "plan," "predict," "potential," "seem," "seek," "future," "outlook" and similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements include, but are not limited to, statements regarding future events, the Business Combination between Tailwind and QOMPLX, the estimated or anticipated future results and benefits of the combined company following the Business Combination, including the likelihood and ability of the parties to successfully consummate the Business Combination, future opportunities for the combined company, and other statements that are not historical facts. These statements are based on the current expectations of Tailwind's and QOMPLX's management and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on, by any investor as a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond the control of Tailwind and QOMPLX. These statements are subject to a number of risks and uncertainties regarding Tailwind's businesses and the Business Combination, and actual results may differ materially. These risks and uncertainties include, but are not limited to, general economic, political and business conditions generally and competitive factors impacting the businesses of any of Tailwind, QOMPLX, Sentar, Inc. ("Sentar") and RPC Tyche LLP ("Tyche"); the inability of the parties to consummate the Business Combination or the occurrence of any event, change or other circumstances that could give rise to the termination of the Business Combination Agreement; the inability of QOMPLX to consummate a Pipeline Acquisition or the occurrence of any event, change or other circumstances that could give rise to the termination of the transaction agreement for such Pipeline Acquisition; the outcome of any legal proceedings that may be instituted against the parties following the announcement of the Business Combination; the receipt of an unsolicited offer from another party for an alternative business transaction that could interfere with the Business Combination; the risk that the approval of the stockholders of Tailwind or QOMPLX for the potential transaction is not obtained; failure to realize the anticipated benefits of the Business Combination, including as a result of a delay in consummating the potential transaction or difficulty in integrating the businesses of Tailwind, QOMPLX, Sentar and Tyche; the risk that the Business Combination disrupts current plans and operations as a result of the announcement and consummation of the Business Combination; the ability of the combined company to grow and manage growth profitably and retain its key employees; the amount of redemption requests made by Tailwind's stockholders; the inability to obtain or maintain the listing of the post-acquisition company's securities on the New York Stock Exchange following the Business Combination; costs related to the Business Combination; inaccuracies for any reason in the estimates of expenses and profitability and the projected financial information (including on a pro forma basis giving effect to the acquisitions of Hyperion Gray, LLC, Sentar and Tyche) for QOMPLX; and other risks and uncertainties, including those included under the header "Risk Factors" in the definitive proxy statement/prospectus filed with the SEC by Tailwind and those included under the header "Risk Factors" in Tailwind's Annual Report on Form 10-K/A for the fiscal year ended December 31, 2020. There may be additional risks that are presently unknown or believed to be immaterial that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements provide Tailwind's and QOMPLX's expectations, plans or forecasts of future events and views as of the date of this communication. Tailwind and QOMPLX anticipate that subsequent events and developments will cause these assessments to change. However, while Tailwind and QOMPLX may elect to update these forward-looking statements at some point in the future, Tailwind and QOMPLX specifically disclaim any obligation to do so. These forward-looking statements should not be relied upon as representing Tailwind's or QOMPLX's assessments as of any date subsequent to the date of this communication. Accordingly, undue reliance should not be placed upon the forward-looking statements.

Disclaimer

This communication is for informational purposes only and is neither an offer to purchase, nor a solicitation of an offer to sell, subscribe for or buy any securities or the solicitation of any vote in any jurisdiction pursuant to the Business Combination or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1 104	Press Release, dated July 30, 2021. 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 hereunto duly authorized.

Tailwind Acquisition Corp.

Date: July 30, 2021

By: /s/ Chris Hollod
Name: Chris Hollod
Title: Chief Financial Officer

Tailwind Acquisition Corp. Announces Adjournment of Special Meeting of Stockholders

Los Angeles, California — July 30, 2021 — Tailwind Acquisition Corp. (“Tailwind”) (NYSE: TWND), announced today that it convened and then adjourned, without conducting any other business, Tailwind’s special meeting of stockholders (the “Special Meeting”) held on July 30, 2021. The Special Meeting has been adjourned until August 17, 2021 at 9:00 a.m. Eastern Time.

The Special Meeting is being held to vote on the proposals described in Tailwind’s definitive proxy statement, filed with the Securities and Exchange Commission (the “SEC”) on June 25, 2021 (the “Definitive Proxy Statement”), relating to its proposed business combination (the “Business Combination”) with QOMPLX, Inc.

Additional Information

In connection with the transactions contemplated by the Business Combination Agreement, dated March 1, 2021 (the “Business Combination Agreement”), by and among Tailwind, Compass Merger Sub, Inc., QOMPLX and Rationem, LLC, in its capacity as the representative of the stockholders of QOMPLX (such transactions, the “Business Combination”), Tailwind has filed a Registration Statement on Form S-4 (the “Registration Statement”), which includes a definitive proxy statement/prospectus, with the U.S. Securities and Exchange Commission (“SEC”). Tailwind has mailed the definitive proxy statement/prospectus and other relevant documents to its stockholders. This communication is not a substitute for the Registration Statement, the definitive proxy statement/prospectus or any other document that Tailwind has sent or will send to its stockholders in connection with the Business Combination. **Investors and security holders of Tailwind are advised to read the proxy statement/prospectus in connection with the special meeting to be held to approve the Business Combination (and related matters) because the proxy statement/prospectus contains important information about the Business Combination and the parties to the Business Combination.** The proxy statement/prospectus was mailed to stockholders of Tailwind as of June 2, 2021, the record date established for voting on the Business Combination. Stockholders will also be able to obtain copies of the proxy statement/prospectus, without charge at the SEC’s website at www.sec.gov or by directing a request to: 1545 Courtney Avenue, Los Angeles, California 90046.

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Tailwind, QOMPLX and their respective directors, executive officers, other members of management, and employees, under SEC rules, may be deemed to be participants in the solicitation of proxies of Tailwind’s stockholders in connection with the Business Combination. Investors and security holders may obtain more detailed information regarding the names and interests in the Business Combination of Tailwind’s directors and officers in Tailwind’s filings with the SEC, including the Registration Statement filed with the SEC by Tailwind, including the definitive proxy statement/prospectus filed with the SEC by Tailwind on June 25, 2021, relating to the Business Combination. The names and interests of QOMPLX’s directors and executive officers are also in the definitive proxy statement/prospectus filed with the SEC by Tailwind.

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Certain statements made herein are not historical facts but are forward-looking statements for purposes of the safe harbor provisions under The Private Securities Litigation Reform Act of 1995. Forward-looking statements generally are accompanied by words such as “believe,” “may,” “will,” “estimate,” “continue,” “anticipate,” “intend,” “expect,” “should,” “would,” “plan,” “predict,” “potential,” “seem,” “seek,” “future,” “outlook” and similar expressions that predict or indicate future events or trends or that are not statements of historical matters. 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(“Sentar”) and RPC Tyche LLP (“Tyche”); the inability of the parties to consummate the Business Combination or the occurrence of any event, change or other circumstances that could give rise to the termination of the Business Combination Agreement; the inability of QOMPLX to consummate a Pipeline Acquisition or the occurrence of any event, change or other circumstances that could give rise to the termination of the transaction agreement for such Pipeline Acquisition; the outcome of any legal proceedings that may be instituted against the parties following the announcement of the Business Combination; the receipt of an unsolicited offer from another party for an alternative business transaction that could interfere with the Business Combination; the risk that the approval of the stockholders of Tailwind or QOMPLX for the potential transaction is not obtained; failure to realize the anticipated benefits of the Business Combination, including as a result of a delay in consummating the potential transaction or difficulty in integrating the businesses of Tailwind, QOMPLX, Sentar and Tyche; the risk that the Business Combination disrupts current plans and operations as a result of the announcement and consummation of the Business Combination; the ability of the combined company to grow and manage growth profitably and retain its key employees; the amount of redemption requests made by Tailwind’s stockholders; the inability to obtain or maintain the listing of the post-acquisition company’s securities on the New York Stock Exchange following the Business Combination; costs related to the Business Combination; inaccuracies for any reason in the estimates of expenses and profitability and the projected financial information (including on a pro forma basis giving effect to the acquisitions of Hyperion Gray, LLC, Sentar and Tyche) for QOMPLX; and other risks and uncertainties, including those included under the header “Risk Factors” in the definitive proxy statement/prospectus filed with the SEC by Tailwind and those included under the header “Risk Factors” in Tailwind’s Annual Report on Form 10-K/A for the fiscal year ended December 31, 2020. There may be additional risks that are presently unknown or believed to be immaterial that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements provide Tailwind’s and QOMPLX’s expectations, plans or forecasts of future events and views as of the date of this communication. Tailwind and QOMPLX anticipate that subsequent events and developments will cause these assessments to change. However, while Tailwind and QOMPLX may elect to update these forward-looking statements at some point in the future, Tailwind and QOMPLX specifically disclaim any obligation to do so. These forward-looking statements should not be relied upon as representing Tailwind’s or QOMPLX’s assessments as of any date subsequent to the date of this communication. Accordingly, undue reliance should not be placed upon the forward-looking statements.

Disclaimer

This communication is for informational purposes only and is neither an offer to purchase, nor a solicitation of an offer to sell, subscribe for or buy any securities or the solicitation of any vote in any jurisdiction pursuant to the Business Combination or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act.

Contacts:

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