

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

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

Churchill Capital Corp IV

(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)

85-0891392
(I.R.S. Employer
Identification Number)

640 Fifth Avenue, 12th Floor
New York, NY 10019
Telephone: (212) 380-7500

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

Jay Taragin
c/o Churchill Capital Corp IV
640 Fifth Avenue, 12th Floor
New York, NY 10019
Telephone: (212) 380-7500

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

Copies to:

Raphael M. Russo, Esq.
Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, NY 10019
(212) 373-3000

Joel L. Rubinstein, Esq.
Daniel E. Nussen, Esq.
White & Case LLP
1221 Avenue of the Americas
New York, NY 10020
(212) 819-8200

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. (File No. 333-239856)

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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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

Proposed	Proposed	Amount of
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Title of Each Class of Security Being Registered	Amount Being Registered	Maximum Offering Price per Security ⁽¹⁾	Maximum Aggregate Offering Price ⁽¹⁾	Registration Fee
Units, each consisting of one share of Class A common stock, \$0.0001 par value, and one-fifth of one redeemable warrant ⁽²⁾	34,500,000 Units	\$ 10.00	\$ 345,000,000	\$ 44,781
Shares of Class A common stock included as part of the units ⁽³⁾	34,500,000 Shares	-	-	-(4)
Redeemable warrants included as part of the units ⁽³⁾	6,900,000 Warrants	-	-	-
Total			\$ 345,000,000	\$ 44,781

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended (the "Securities Act").
- (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. 333-239856).
- (3) Pursuant to Rule 416 under the Securities Act, 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) under the Securities Act.
- (5) The Registrant previously registered securities having a proposed maximum aggregate offering price of \$1,725,000,000 on its Registration Statement on Form S-1, as amended (File No. 333-239856), which was declared effective by the Securities and Exchange Commission on July 29, 2020. In accordance with Rule 462(b) under the Securities Act, an additional number of securities having a proposed maximum offering price of \$345,000,000 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 34,500,000 additional units of Churchill Capital Corp IV, a Delaware corporation (the “Registrant”), each consisting of one share of Class A common stock and one-fifth of one redeemable warrant, 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 Class A common stock at a price of \$11.50 per share, subject to certain adjustments, and only whole warrants are exercisable. This Registration Statement relates to the Registrant’s Registration Statement on Form S-1, as amended (File No. 333-239856) (the “Prior Registration Statement”), initially filed by the Registrant on July 14, 2020 and declared effective by the Securities and Exchange Commission on July 29, 2020. The required opinions of counsel and related consents 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.* The following exhibits are being filed herewith:

Exhibit	Description
<u>5.1</u>	<u>Opinion of Paul, Weiss, Rifkind, Wharton & Garrison LLP</u>
<u>23.1</u>	<u>Consent of Marcum LLP</u>
<u>23.2</u>	<u>Consent of Paul, Weiss, Rifkind, Wharton & Garrison LLP (included in Exhibit 5.1)</u>

(b) *Financial Statements.* Not Applicable.

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 29th of July, 2020.

CHURCHILL CAPITAL CORP IV

By: /s/ Jay Taragin
Name: Jay Taragin
Title: Chief Financial Officer

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael Klein</u> Michael Klein	Chief Executive Officer, Chairman of the Board of Directors and Director (Principal Executive Officer)	July 29, 2020
<u>/s/ Jay Taragin</u> Jay Taragin	Chief Financial Officer (Principal Accounting Officer and Financial Officer)	July 29, 2020

212-373-3000
212-757-3990

July 29, 2020

Churchill Capital Corp IV
640 Fifth Avenue, 12th Floor
New York, NY 10019

Registration Statement on Form S-1 (CIK No.
0001811210)

Ladies and Gentlemen:

We have acted as special counsel to Churchill Capital Corp IV, a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-1 (the "Registration Statement") of the Company, filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (the "Act"), and the rules and regulations thereunder (the "Rules"). You have asked us to furnish our opinion as to the legality of the securities being registered under the Registration Statement. The Registration Statement relates to the registration under the Act of (i) 34,500,000 additional units (the "Units") of the Company (including Units issuable by the Company upon exercise of the underwriters' over-allotment option), each such unit consisting of one share of the Company's Class A common stock, par value \$0.0001 per share (the "Common Stock"), and one-fifth of one warrant of the Company (each whole warrant, a "Warrant") to purchase a share of Common Stock and (ii) all shares of Common Stock (the "Unit Shares") and all Warrants issued as part of the Units, as specified in the Registration Statement.

In connection with the furnishing of this opinion, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (collectively, the “Documents”):

1. the Registration Statement;
2. the form of the underwriting agreement (the “Underwriting Agreement”), proposed to be entered into between the Company and the underwriters named in the Registration Statement;
3. the Specimen Unit Certificate, included as Exhibit 4.1 to the Registration Statement;
4. the Specimen Class A Common Stock Certificate, included as Exhibit 4.2 to the Registration Statement;
5. the Specimen Warrant Certificate, included as Exhibit 4.3 to the Registration Statement; and
6. the form of warrant agreement proposed to be entered into by and between Continental Stock Transfer & Trust Company (the “Warrant Agent”) and the Company, included as Exhibit 4.4 to the Registration Statement (the “Warrant Agreement”).

In addition, we have examined (i) such corporate records of the Company that we have considered appropriate, including a copy of the certificate of incorporation, as amended, and by-laws, of the Company, certified by the Company as in effect on the date of this letter and copies of resolutions of the board of directors of the Company relating to the issuance of the Units, Unit Shares and the Warrants, certified by the Company and (ii) such other certificates, agreements and documents that we deemed relevant and necessary as a basis for the opinions expressed below. We have also relied upon the factual matters contained in the representations and warranties of the Company made in the Documents and upon certificates of public officials and the officers of the Company.

In our examination of the documents referred to above, we have assumed, without independent investigation, the genuineness of all signatures, the legal capacity of all individuals who have executed any of the documents reviewed by us, the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as certified, photostatic, reproduced or conformed copies of valid existing agreements or other documents, the authenticity of all the latter documents and that the statements regarding matters of fact in the certificates, records, agreements, instruments and documents that we have examined are accurate and complete.

Based upon the above, and subject to the stated assumptions, exceptions and qualifications, we are of the opinion that:

1. The Units, when duly issued, delivered and paid for as contemplated in the Registration Statement and in accordance with the terms of the Underwriting Agreement, and assuming the due authorization, execution and delivery thereof by Continental Stock Transfer & Trust Company, as transfer agent, will constitute the legal, valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, except that the enforceability of the Units may be subject to bankruptcy, insolvency, reorganization, fraudulent conveyance or transfer, moratorium or similar laws affecting creditors' rights generally.

2. The Unit Shares have been duly authorized by all necessary corporate action on the part of the Company and, when the Units are duly issued, delivered and paid for as contemplated in the Registration Statement and in accordance with the terms of the Underwriting Agreement, the Unit Shares will be validly issued, fully paid and non-assessable.

3. The Warrants included in the Units, when the Units are duly issued, delivered and paid for as contemplated in the Registration Statement and in accordance with the terms of the Underwriting Agreement and the Warrant Agreement, and assuming the due authorization, execution and delivery of the Warrants by the Warrant Agent, will constitute the legal, valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, except that (i) the enforceability of the Warrants may be subject to bankruptcy, insolvency, reorganization, fraudulent conveyance or transfer, moratorium or similar laws affecting creditors' rights generally, possible judicial action and general principles of equity (regardless of whether enforceability is considered in a proceeding in equity or at law) and (ii) we express no opinion as to the validity, legally binding effect or enforceability of the second proviso in Section 4.4 of the Warrant Agreement or any related provision in the Warrants that requires or relates to adjustments to the conversion rate in an amount that a court would determine in the circumstances under applicable law to be commercially unreasonable or a penalty or forfeiture.

The opinions expressed above are limited to the laws of the State of New York and the General Corporation Law of the State of Delaware. Our opinion is rendered only with respect to the laws, and the rules, regulations and orders under those laws, that are currently in effect.

We hereby consent to use of this opinion as an exhibit to the Registration Statement and to the use of our name under the heading "Legal Matters" contained in the prospectus included in the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required by the Act or the Rules.

Very truly yours,

/s/ PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Churchill Capital Corp IV (formerly known as Annetta Acquisition Corp) (the "Company") on Form S-1, pursuant to Rule 462 (b) under Securities Act of 1933, as amended, of our report dated July 27, 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 Churchill Capital Corp IV as of May 22, 2020 and for the period from April 30, 2020 (inception) through May 22, 2020 appearing in the Prospectus, which is part of this Registration Statement on Form S-1, File No 333-239856.

/s/ Marcum LLP

Marcum LLP
New York, NY
July 29, 2020
