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

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**FORM S-4**

**REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

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**KINS Technology Group Inc.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation or organization)

**7372**  
(Primary Standard Industrial Classification Code Number)

**85-2104918**  
(I.R.S. Employer Identification Number)

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**Four Palo Alto Square, Suite 200  
3000 El Camino Real  
Palo Alto, CA 94306  
(650) 575-4456**  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**Khurram P. Sheikh,  
Chief Executive Officer  
KINS Technology Group Inc.  
Four Palo Alto Square, Suite 200  
3000 El Camino Real  
Palo Alto, CA 94306  
(650) 575-4456**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copies to:*

**Michael J. Mies  
Skadden, Arps, Slate, Meagher & Flom LLP  
525 University Avenue, Suite 1400  
Palo Alto, California 94301  
(650) 470-4500**

**Nimish Patel, Esq.  
Blake Baron, Esq.  
Mitchell Silberberg & Knupp LLP  
2049 Century Park East, 18th Floor  
Los Angeles, California 90064  
Telephone: (310) 312-2000**

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**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.  333-267938

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, 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

Accelerated filer

Non-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.

**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.**

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## EXPLANATORY NOTE

This Registration Statement on Form S-4 is being filed with respect to the registration of 135,000 additional shares of common stock of KINS Technology Group Inc., a Delaware corporation (the "Registrant"), representing 13,500 Class A common stock and 121,500 Class C common stock, pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction K to Form S-4. This Registration Statement relates to the Registrant's Registration Statement on Form S-4 (File No. 333-267938) (the "Prior Registration Statement"), initially filed by the Registrant on October 19, 2022 and declared effective by the Securities and Exchange Commission (the "Commission") on February 13, 2023. 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.

## 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 March 14, 2023), (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 March 14, 2023.

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**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 Prior Registration Statement on Form S-4 (File No. 333-267938) 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:

<b>Exhibit</b>	<b>Description</b>
<a href="#"><u>5.1</u></a>	<a href="#"><u>Opinion of Skadden, Arps, Slate, Meagher &amp; Flom LLP</u></a>
<a href="#"><u>23.1</u></a>	<a href="#"><u>Consent of WithumSmith+Brown, PC</u></a>
<a href="#"><u>23.2</u></a>	<a href="#"><u>Consent of Skadden, Arps, Slate, Meagher &amp; Flom LLP (included in Exhibit 5.1)</u></a>
<a href="#"><u>107</u></a>	<a href="#"><u>Filing Fee Table</u></a>

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Palo Alto, California on the 13<sup>th</sup> day of March, 2023.

### KINS TECHNOLOGY GROUP INC.

By:

/s/ Khurram P. Sheikh

Name: Khurram P. Sheikh

Title: Chief Executive Officer

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

<b>Name</b>	<b>Position</b>	<b>Date</b>
<u>/s/ Khurram P. Sheikh</u> Khurram P. Sheikh	Chairman of the Board of Directors, Chief Executive Officer and Chief Financial Officer (Principal Executive, Financial and Accounting Officer)	March 13, 2023
* <u>Eric Zimits</u>	Chief Corporate Development Officer and Secretary	March 13, 2023
* <u>Hassan Ahmed</u>	Director	March 13, 2023
* <u>Di-Ann Eisnor</u>	Director	March 13, 2023
* <u>Camillo Martino</u>	Director	March 13, 2023
* <u>Atif Rafiq</u>	Director	March 13, 2023
* <u>Allen Salmasi</u>	Director	March 13, 2023
* By: <u>/s/ Khurram P. Sheikh</u> Khurram P. Sheikh Attorney-in-Fact		

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SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
 ONE MANHATTAN WEST  
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 SINGAPORE  
 TOKYO  
 TORONTO

March 13, 2023

KINS Technology Group Inc.  
 Four Palo Alto Square, Suite 200,  
 3000 El Camino Real  
 Palo Alto, CA 94306

RE: KINS Technology Group Inc.  
Registration Statement on Form S-4

Ladies and Gentlemen:

We have acted as special United States counsel to KINS Technology Group Inc., a Delaware corporation ("KINS"), in connection with its filing with the Securities and Exchange Commission (the "Commission") of a registration statement on Form S-4 (the "462(b) Registration Statement") for the purpose of registering with the Commission pursuant to Rule 462(b) under the Securities Act of 1933 (the "Securities Act"), the sale by KINS of 135,000 additional shares of common stock of KINS, par value \$0.0001 per share, representing 13,500 Class A common stock (the "Class A Common Stock") and 121,500 Class C common stock (the "Class C Common Stock"), in connection with the merger contemplated by the Agreement and Plan of Merger (the "Merger Agreement"), dated September 25, 2022, by and among KINS, KINS Merger Sub Inc., a Delaware corporation and wholly-owned subsidiary of KINS ("Merger Sub"), Inpixon, a Nevada corporation ("Inpixon"), and CXApp Holding Corp., a Delaware corporation ("CXApp").

Pursuant to the Merger Agreement, and subject to the terms and conditions set forth therein, among others: (i) Merger Sub will merge with and into CXApp, (ii) the separate corporate existence of Merger Sub will cease and CXApp will be the surviving corporation and a wholly owned subsidiary of KINS, (iii) the CXApp common stock, par value \$0.0001 per share, will be converted into shares of KINS common stock, par value \$0.0001 per share, and (iv) KINS will change its name to CXApp Inc. and is referred to herein as "New CXApp."

The 462(b) Registration Statement relates to KINS' Registration Statement on Form S-4 (File No. 333-267938) (the "Registration Statement"), initially filed by KINS on October 19, 2022 and declared effective by the Commission on February 13, 2023. The Class A Common Stock and Class C Common Stock are collectively referred to herein as the "Securities."

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

In rendering the opinion stated herein, we have examined and relied upon the following:

- (a) the Registration Statement relating to (1) the issuance of an aggregate of 690,000 shares of KINS Class A Common Stock and (2) the issuance of an aggregate of 6,210,000 shares of KINS Class C Common Stock;
  - (b) an executed copy of a certificate of Eric Zimits, Secretary and Chief Corporate Development Officer of KINS, dated February 9, 2023 (the "Secretary's Certificate");
  - (c) a copy of the Certificate of Incorporation of KINS (the "Existing Charter"), in effect as of September 25, 2022, and as of the date hereof, certified by the Secretary of State of the State of Delaware (the "DE Secretary of State") as of December 14, 2022, and certified pursuant to the Secretary's Certificate;
  - (d) the form of Certificate of Incorporation of New CXApp, to become effective upon the consummation of the Business Combination, filed as Annex C to the proxy statement (the "Proxy Statement") forming part of the Registration Statement (the "Proposed Charter");
  - (e) a copy of the Bylaws of KINS (the "Existing Bylaws"), in effect as of September 25, 2022, and as of the date hereof, and certified pursuant to the Secretary's Certificate;
  - (f) the form of Bylaws of New CXApp, to become effective upon the consummation of the Merger, filed as Annex D to the Proxy Statement (the "Proposed Bylaws");
  - (g) a copy of certain resolutions of the Board of Directors of KINS adopted on September 25, 2022, certified pursuant to the Secretary's Certificate;
  - (h) a copy of the Merger Agreement, filed as Annex A to the Proxy Statement and Exhibit 2.1 to the Registration Statement;
  - (i) a copy of the Separation and Distribution Agreement, dated as of September 25, 2022, filed as Annex B to the Proxy Statement and Exhibit 2.2 to the Registration Statement;
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(j) a copy of the Sponsor Support Agreement (as defined below), filed as Annex H to the Proxy Statement and Exhibit 10.1 to the Registration Statement; and

(k) a copy of a certificate, dated February 9, 2023, from the DE Secretary of State with respect to KINS' existence and good standing in the State of Delaware.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of KINS and KINS' subsidiaries and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of KINS and KINS' subsidiaries and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinion stated below.

In our examination, we have assumed the genuineness of all signatures, including electronic signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photocopied copies, and the authenticity of the originals of such copies. As to any facts relevant to the opinion stated herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of KINS and others and of public officials, including the facts and conclusions set forth in the Secretary's Certificate and the representations and warranties contained in the Pre-Closing Documents (defined below).

We do not express any opinion with respect to the laws of any jurisdiction other than the General Corporation Law of the State of Delaware (the "DGCL") (all of the foregoing being referred to as "Opined-on Law"). The opinion stated below presume that:

(a) The Proposed Charter, in the form filed as Annex C to the Proxy Statement, without alteration or amendment (other than identifying the appropriate date), will be duly authorized and executed and thereafter be duly filed with the DE Secretary of State and have become effective in accordance with Sections 103 and 388 of the DGCL, that no other certificate or document has been, or prior to the filing of the Proposed Charter will be, filed by or in respect of New CXApp with the DE Secretary of State and that New CXApp will pay any fees and other charges required to be paid in connection with the filing of the Proposed Charter;

(b) The Proposed Bylaws, in the form attached as Annex D to the Proxy Statement, without alteration or amendment (other than identifying the appropriate date), will become effective upon the effective time of the Merger; and

(c) Prior to the issuance of the Securities: (i) the Registration Statement, as finally amended (including all necessary post-effective amendments) and the 462(b) Registration Statement, will have become effective under the Securities Act; (ii) the stockholders of KINS will have approved, among other things, the Merger Agreement, including the Proposed Charter and the Proposed Bylaws; and (iii) the other transactions contemplated by the Merger Agreement, the Sponsor Support Agreement (the "Sponsor Support Agreement"), dated as of September 25, 2022, by and among KINS Capital, LLC, a Delaware limited liability company, KINS and CXApp, the Warrant Agreement and the Separation and Distribution Agreement (collectively, the "Pre-Closing Documents") to be consummated concurrent with or prior to the Merger, will have been consummated.

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As used herein, "Transaction Documents" means the Pre-Closing Documents, together with the Warrant Certificate.

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

1. The Securities, when issued in the manner and on the terms described in the Registration Statement, the 462(b) Registration Statement and the Merger Agreement, as applicable, will have been duly authorized by all requisite corporate action on the part of KINS under the DGCL and will be validly issued, fully paid and nonassessable.

The opinion stated herein are subject to the following qualifications:

(a) we do not express any opinion with respect to the effect on the opinion stated herein of any bankruptcy, insolvency, reorganization, moratorium, fraudulent transfer, preference and other similar laws or governmental orders affecting creditors' rights generally, and the opinion stated herein are limited by such laws and orders and by general principles of equity (regardless of whether enforcement is sought in equity or at law);

(b) we do not express any opinion with respect to any law, rule or regulation that is applicable to any party to any Transaction Document or the transactions contemplated thereby solely because such law, rule or regulation is part of a regulatory regime applicable to any such party or any of its affiliates as a result of the specific assets or business operations of such party or such affiliates;

(c) we do not express any opinion with respect to the enforceability of any provision contained in any Transaction Document relating to any indemnification, contribution, non-reliance, exculpation, release, limitation or exclusion of remedies, waiver or other provisions having similar effect that may be contrary to public policy or violative of federal or state securities laws, rules or regulations, or to the extent any such provision purports to, or has the effect of, waiving or altering any statute of limitations;

(d) we call to your attention that irrespective of the agreement of the parties to any Transaction Document, a court may decline to hear a case on grounds of forum non conveniens or other doctrine limiting the availability of such court as a forum for resolution of disputes; in addition, we call to your attention that we do not express any opinion with respect to the subject matter jurisdiction of the federal courts of the United States of America in any action arising out of or relating to any Transaction Document; and

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(e) except to the extent expressly stated in the opinion contained herein, we have assumed that each of the Transaction Documents constitutes the valid and binding obligation of each party to such Transaction Document, enforceable against such party in accordance with its terms.

In addition, in rendering the foregoing opinion we have assumed that, at all applicable times:

(a) neither the execution and delivery by KINS of the Transaction Documents nor the performance by KINS of its obligations thereunder, including the issuance and sale of the Securities or consummation of the Merger and the other transactions contemplated by the Transaction Documents: (i) conflicted or will conflict with the Proposed Charter or the Proposed Bylaws, (ii) constituted or will constitute a violation of, or a default under, any lease, indenture, agreement or other instrument to which KINS or its property is subject (except that we do not make the assumption set forth in this clause, (ii) contravened or will contravene any order or decree of any governmental authority to which KINS or its property is subject, or (iii) violated or will violate any law, rule or regulation to which KINS or its property is subject (except that we do not make the assumption set forth in this clause (iii) with respect to the Opined-on Law);

(b) neither the execution and delivery by KINS of the Transaction Documents nor the performance by KINS of its obligations thereunder, including the issuance and sale of the Securities or the consummation of the Merger and the other transactions contemplated by the Transaction Documents, required or will require the consent, approval, licensing or authorization of, or any filing, recording or registration with, any governmental authority under any law, rule or regulation of any jurisdiction; and

(c) the issuance of the Securities does not violate or conflict with any agreement or instrument binding on KINS (except that we do not make this assumption with respect to the Proposed Charter or the Proposed Bylaws).

We hereby consent to the reference to our firm under the heading "Legal Matters" in the prospectus forming part of the Registration Statement. We also hereby consent to the filing of this opinion with the Commission as an exhibit to the 462(b) Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the General Rules and Regulations under the Securities Act.

Very truly yours,

/s/ Skadden, Arps, Slate, Meagher & Flom LLP

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-4 pursuant to Rule 462(b) under the Securities Act of 1933, as amended of our report dated March 30, 2022, relating to the financial statements of KINS Technology Group Inc. appearing in Amendment No. 3 to the Registration Statement on Form S-4, File No. 333-267938.

/s/ WithumSmith+Brown, PC

New York, New York  
March 13, 2023

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## CALCULATION OF REGISTRATION FEE

<b>Title of Each Class of Security Being Registered</b>	<b>Amount Being Registered(2)</b>	<b>Proposed Maximum Offering Price per Security</b>	<b>Proposed Maximum Aggregate Offering Price(1)</b>	<b>Amount of Registration Fee</b>
Common Stock, \$0.0001 par value per share (2) (3)	135,000	\$ 9.30(4)	\$ 1,255,500	\$ 138.36(5)
<b>Total</b>	<b>135,000</b>		\$ 1,255,500	\$ 138.36(6)

(1) 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-4 (File No. 333-267938).

(2) The number of shares of common stock, par value \$0.0001 per share, being registered is equal to 135,000 and represents 13,500 Class A common stock, par value \$0.0001 per share (the "KINS Class A Common Stock"), and 121,500 Class C common stock, par value \$0.0001 per share.

(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 dividends or similar transactions.

(4) Estimated solely for the purpose of calculating the registration fee, based on the average of the high and low prices of the KINS Class A Common Stock on the Nasdaq Capital Market on March 10, 2023 (\$9.30 per KINS Class A Common Stock). This calculation is in accordance with Rule 457(f)(1) of the Securities Act.

(5) Applicable fee rate is \$110.20 per \$1,000,000.

(6) The Registrant previously registered securities having a proposed maximum aggregate offering price of \$230,000,000 on its Registration Statement on Form S-4, as amended (File No. 333-267938), which was declared effective by the Securities and Exchange Commission on February 13, 2023. In accordance with Rule 462(b) under the Securities Act, an additional number of securities having a proposed maximum offering price of \$1,255,500 is hereby registered, which includes securities issuable upon the exercise of the underwriters' over-allotment option.