

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-1

REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

KINS Technology Group Inc.

(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)

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

**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)

**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)

Copies to:

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

**Paul D. Tropp
Rachel D. Phillips
Ropes & Gray LLP
1211 Avenue of the Americas
New York, NY 10036
(212) 596-9000**

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. 333-249177

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.

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Security Being Registered | Amount Being Registered(2) | Proposed Maximum Offering Price per Security(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 per share, and one-half of one redeemable warrant | 4,600,000 | \$10.00 | \$46,000,000 | \$5,018.60 |
| Class A common stock included as part of the units(3) | 4,600,000 | — | — | — (4) |
| Redeemable warrants included as part of the units(3) | 2,300,000 | — | — | —(4) |
| Total | | | \$46,000,000 | \$5,018.60(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. 333-249177).

(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) No fee pursuant to Rule 457(g).

(5) The Registrant previously registered securities having a proposed maximum aggregate offering price of \$230,000,000 on its Registration Statement on Form S-1, as amended (File No. 333-249177), which was declared effective by the Securities and Exchange Commission on December 14, 2020. In accordance with Rule 462(b) under the Securities Act, an additional number of securities having a proposed maximum offering price of \$46,000,000 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 4,600,000 additional units of KINS Technology Group Inc., a Delaware corporation (the “Registrant”), each consisting of one share of Class A common stock and one-half 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 adjustment, and only whole warrants are exercisable. This Registration Statement relates to the Registrant’s Registration Statement on Form S-1 (File No. [333-249177](#)) (the “Prior Registration Statement”), initially filed by the Registrant on September 30, 2020 and declared effective by the Securities and Exchange Commission (the “Commission”) on December 14, 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.

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 December 15, 2020), (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 December 15, 2020.

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-1 (File No. 333-249177) 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 | Description |
|----------------------|---|
| 5.1 | Opinion of Skadden, Arps, Slate, Meagher & Flom LLP |
| 23.1 | Consent of WithumSmith+Brown, PC |
| 23.2 | Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1) |
| 24 | Power of Attorney (included in signature page to the Registrant's Prior Registration Statement (File No 333-249177) filed on September 30, 2020). |

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 14th day of December, 2020.

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.

| Name | Position | Date |
|---|---|-------------------|
| <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) | December 14, 2020 |
| * <u>Hassan Ahmed</u> | Director | December 14, 2020 |
| * <u>Di-Ann Eisnor</u> | Director | December 14, 2020 |
| * <u>Camillo Martino</u> | Director | December 14, 2020 |
| * <u>Atif Rafiq</u> | Director | December 14, 2020 |
| * <u>Allen Salmasi</u> | Director | December 14, 2020 |

* By: /s/ Khurram P. Sheikh
Khurram P. Sheikh
Attorney-in-Fact

[Signature Page to S-1MEF]

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
ONE MANHATTAN WEST
NEW YORK, NY 10001

TEL: (212) 735-3000
FAX: (212) 735-2000
www.skadden.com

December 14, 2020

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-1

Ladies and Gentlemen:

We have acted as special United States counsel to KINS Technology Group Inc., a Delaware corporation (the "Company"), in connection with its filing with the Securities and Exchange Commission (the "Commission") of a registration statement on Form S-1 (the "462(b) Registration Statement") for the purpose of registering with the Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), the sale by the Company of (a) up to 4,600,000 units of the Company (the "Units"), each Unit consisting of one share of Class A common stock of the Company, par value \$0.0001 per share ("Class A Common Stock"), and one-half of one redeemable warrant of the Company (each whole warrant, a "Warrant"), each Warrant exercisable for the purchase of one share of Class A Common Stock, and (b) all shares of Class A Common Stock and all Warrants to be issued as part of the Units. The 462(b) Registration Statement relates to the Company's Registration Statement on Form S-1 (File No. 333-249177) (the "Registration Statement"), initially filed by the Company on September 30, 2020 and declared effective by the Commission on December 14, 2020. The Units, and the Class A Common Stock and Warrants, in each case, included as part of the Units, 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 opinions stated herein, we have examined and relied upon the following:

- (a) the Registration Statement;
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(b) the 462(b) Registration Statement;

(c) an executed copy of a certificate of Eric Zimits, Secretary and Chief Corporate Development Officer of the Company, dated the date hereof (the "Secretary's Certificate");

(d) a copy of the Company's Certificate of Incorporation, as amended, certified by the Secretary of State of the State of Delaware as of July 20, 2020, and certified pursuant to the Secretary's Certificate;

(e) the form of the Company's Amended and Restated Certificate of Incorporation, filed as Exhibit 3.2 to the Registration Statement (the "Amended and Restated Certificate of Incorporation");

(f) a copy of the Company's Bylaws, as amended and in effect as of the date hereof and certified pursuant to the Secretary's Certificate;

(g) a copy of certain resolutions of the Board of Directors of the Company adopted on July 27, 2020, October 14, 2020 and December 14, 2020, certified pursuant to the Secretary's Certificate;

(h) the form of Underwriting Agreement (the "Underwriting Agreement") proposed to be entered into by and among the Company and UBS Securities LLC, Stifel, Nicolaus & Company, Incorporated, and BTIG, LLC, as representatives of the several underwriters named therein (the "Underwriters"), relating to the sale by the Company to the Underwriters of the Units, filed as Exhibit 1.1 to the Registration Statement;

(i) the form of Unit certificate (the "Unit Certificate"), filed as Exhibit 4.1 to the Registration Statement;

(j) the form of Class A Common Stock certificate, filed as Exhibit 4.2 to the Registration Statement;

(k) the form of Warrant certificate (the "Warrant Certificate"), filed as Exhibit 4.3 to the Registration Statement;

(l) the form of Warrant Agreement (the "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 Agent"), filed as Exhibit 4.4 to the Registration Statement; and

(m) a copy of a certificate, dated the date hereof, from the Secretary of State of the State of Delaware with respect to the Company's 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 the Company and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinions 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 opinions stated herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials, including the facts and conclusions set forth in the Secretary's Certificate.

We do not express any opinion with respect 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 (all of the foregoing being referred to as "Opined-on Law").

As used herein, "Transaction Documents" means the Underwriting Agreement, the Unit Certificate, the Warrant Certificate, and the Warrant Agreement.

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

1. When the Units are delivered by the Company in accordance with the Underwriting Agreement upon payment of the agreed upon consideration therefor, the Units will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms under the laws of the State of New York.
2. When the Units are delivered by the Company in accordance with the Underwriting Agreement upon payment of the agreed upon consideration therefor, the shares of Class A Common Stock included in the Units will be validly issued, fully paid and nonassessable, provided that the consideration therefor is not less than \$0.0001 per share.
3. When the Units are delivered by the Company in accordance with the Underwriting Agreement upon payment of the agreed upon consideration therefor, the Warrants included in the Units will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms under the laws of the State of New York.

The opinions stated herein are subject to the following qualifications:

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

(e) we have assumed that the Warrant Agent has the power, corporate or other, to enter into and perform all obligations under the Warrant Agreement and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by the Warrant Agent of the Warrant Agreement and that the Warrant Agreement constitutes the valid and binding obligation of the Warrant Agent, enforceable against the Warrant Agent in accordance with its terms; and

(f) to the extent that any opinion relates to the enforceability of the choice of New York law and choice of New York forum provisions contained in the Units or the Warrant Agreement, the opinions stated herein are subject to the qualification that such enforceability may be subject to, in each case, (i) the exceptions and limitations in New York General Obligations Law sections 5-1401 and 5-1402 and (ii) principles of comity and constitutionality.

In addition, in rendering the foregoing opinions we have assumed that:

(a) neither the execution and delivery by the Company of the Transaction Documents nor the performance by the Company of its obligations thereunder, including the issuance and sale of the Securities, (i) constitutes or will constitute a violation of, or a default under, any lease, indenture, instrument or other agreement to which the Company or its property is subject, (ii) contravenes or will contravene any order or decree of any governmental authority to which the Company or its property is subject, or (iii) violates or will violate any law, rule or regulation to which the Company 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); and

(b) neither the execution and delivery by the Company of the Transaction Documents nor the performance by the Company of its obligations thereunder, including the issuance and sale of the Securities, requires 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.

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

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 pursuant to Rule 462(b) under the Securities Act of 1933, as amended, of our report dated October 14, 2020, relating to the financial statements of KINS Technology Group Inc., appearing in Amendment No. 3 to the Registration Statement on Form S-1, File No. 333-249177.

/s/ WithumSmith+Brown, PC

New York, New York
December 14, 2020
