

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-1  
REGISTRATION STATEMENT**

*UNDER  
THE SECURITIES ACT OF 1933*

**Hudson Executive Investment 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)

84-4636604  
(I.R.S. Employer  
Identification Number)

570 Lexington Avenue, 35th Floor  
New York, NY 10022  
(212) 521-8495

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

Douglas G. Bergeron  
Chief Executive Officer  
570 Lexington Avenue, 35th Floor  
New York, NY 10022  
(212) 521-8495

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

*Copies to:*

Joel L. Rubinstein  
Daniel E. Nussen  
Winston & Strawn LLP  
200 Park Avenue  
New York, New York 10166  
Tel: (212) 294-6700

Christian Nagler  
Peter Seligson  
Kirkland & Ellis LLP  
601 Lexington Avenue  
New York, New York 10022  
Tel: (212) 446-4800

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. 333-238583)

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  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	Proposed Maximum Offering Price per Security(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(5)
Units, each consisting of one share of Class A common stock, \$0.0001 par value, and one-half of one redeemable warrant(2)	6,900,000 Units	\$10.00	\$69,000,000	\$8,956.20
Shares of Class A common stock included as part of the units(3)	6,900,000 Shares	—	—	— (4)
Redeemable warrants included as part of the units(3)	3,450,000 Warrants	—	—	— (4)
<b>Total</b>			<b>\$69,000,000</b>	<b>\$8,956.20</b>

- (1) Estimated solely for the purpose of calculating the registration fee.  
(2) Includes 900,000 units, consisting of 900,000 shares of Class A common stock and 450,000 redeemable 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 indeterminate 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 \$345,000,000 on its Registration Statement on Form S-1, as amended (File No. 333-238583), which was declared effective by the U.S. Securities and Exchange Commission on June 8, 2020. In accordance with Rule 462(b) under the Securities Act, an additional number of securities having a proposed maximum offering price of \$69,000,000 is hereby registered, which includes securities issuable upon the exercise of the underwriters' over-allotment option.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

---

## EXPLANATORY NOTE

This Registration Statement on Form S-1 is being filed with respect to the registration of 6,900,000 additional units, each consisting of one share of Class A common stock, \$0.0001 par value per share, and one-half of one redeemable warrant of Hudson Executive Investment 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, including 900,000 units that may be purchased by the underwriters to cover over-allotments, if any. 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. Only whole warrants are exercisable. No fractional warrants will be issued upon separation of the units and only whole warrants will trade. This Registration Statement relates to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-238583) (the "Prior Registration Statement"), initially filed by the Registrant on May 21, 2020 and declared effective by the U.S. Securities and Exchange Commission (the "Commission") on June 8, 2020. The required opinions 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. 333-238583) 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:

<u>Exhibit No.</u>	<u>Description</u>
5.1	<a href="#"><u>Opinion of Winston &amp; Strawn LLP, counsel to the Registrant.</u></a>
23.1	<a href="#"><u>Consent of WithumSmith+Brown, PC.</u></a>
23.2	<a href="#"><u>Consent of Winston &amp; Strawn LLP (included on Exhibit 5.1).</u></a>
24	<a href="#"><u>Power of Attorney (included on signature page).</u></a>

**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 New York, New York, on the 8th day of June, 2020.

**HUDSON EXECUTIVE INVESTMENT CORP.**

By: /s/ Jonathan Dobres  
Jonathan Dobres  
Chief Financial Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Douglas L. Braunstein and Douglas G. Bergeron his true and lawful attorney-in-fact, with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacities to sign any and all amendments including post-effective amendments to this registration statement and any and all registration statements filed pursuant to Rule 462 under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the SEC, hereby ratifying and confirming all that said attorney-in-fact or his substitute, each acting alone, may lawfully do or cause to be done by virtue thereof.

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.

<u>Name</u>	<u>Position</u>	<u>Date</u>
<u>/s/ Douglas G. Bergeron</u> Douglas G. Bergeron	Chief Executive Officer and Director (Principal Executive Officer)	June 8, 2020
<u>/s/ Jonathan Dobres</u> Jonathan Dobres	Chief Financial Officer (Principal Financial and Accounting Officer)	June 8, 2020
<u>/s/ Douglas L. Braunstein</u> Douglas L. Braunstein	President, Chairman and Director	June 8, 2020



North America Europe Asia

200 Park Avenue  
New York, NY 10166  
T +1 212 294 6700  
F +1 212 294 4700

June 8, 2020

Hudson Executive Investment Corp.  
570 Lexington Avenue, 35<sup>th</sup> Floor  
New York, NY 10022

Re: Form S-1 Registration Statement

Ladies and Gentlemen:

We have acted as special counsel to Hudson Executive Investment Corp., a Delaware corporation (the "Company"), in connection with the preparation of the Company's registration statement on Form S-1 filed with the U.S. Securities and Exchange Commission (the "Commission") on June 8, 2020 (the "Registration Statement"), under the Securities Act of 1933, as amended (the "Securities Act").

The Registration Statement incorporates by reference the registration statement on Form S-1 (Registration No. 333-238583) initially filed with the Commission on May 21, 2020, as amended to date (the "Prior Registration Statement"), which was declared effective by the Commission on June 8, 2020. The Registration Statement relates to the registration, pursuant to Rule 462(b) under the Securities Act, of the offer and sale of up to 6,900,000 Units of the Company (the "Units") (including up to 900,000 Units subject to the Underwriters' (as defined below) over-allotment option), with each Unit consisting of (i) one share of the Company's Class A common stock, par value \$0.0001 per share (the "Class A Common Stock") and the Class A Common Stock underlying the Units, the "Shares"), for an aggregate of up to 6,900,000 Shares (including up to 900,000 Shares included in the Units subject to the Underwriters' over-allotment option) and (ii) one-half of one redeemable warrant (a "Warrant"), with each whole Warrant entitling the holder to purchase one share of Class A Common Stock, for an aggregate of up to 3,450,000 Warrants (including up to 450,000 Warrants included in the Units subject to the Underwriters' over-allotment option) to be issued under a Warrant Agreement, dated June 8, 2020 (the "Warrant Agreement"), by and between the Company and Continental Stock Transfer & Trust Company, as Warrant Agent, pursuant to the terms of an underwriting agreement, dated June 8, 2020 (the "Underwriting Agreement"), by and among the Company, Citigroup Global Markets Inc. and J.P. Morgan Securities LLC, as representatives of the underwriters named therein (the "Underwriters").

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

In rendering the opinions set forth below, we examined and relied upon such certificates, corporate records, agreements, instruments and other documents, and examined such matters of law, that we considered necessary or appropriate as a basis for the opinions. In rendering the opinions set forth below, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of the Registration Statement, the Prior Registration Statement, the Underwriting Agreement and such other documents as we have deemed necessary or appropriate as a basis for the opinions set forth below. In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies, the authenticity of the originals of such latter documents, that all parties to such documents had the power, corporate or other, to enter into and perform all obligations thereunder and all such documents have been duly authorized by all requisite action, corporate or other, and duly executed and delivered by all parties thereto. As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied upon oral or written statements and representations of officers and other representatives of the Company and others. In rendering the opinions set forth below, we have further assumed that, before the issuance of the Units, the Shares and the Warrants, the conditions to consummating the transactions contemplated by the Underwriting Agreement will have been satisfied or duly waived and such transactions are consummated.

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

1. When the Units are delivered to the Underwriters against payment of the agreed consideration therefor in accordance with the Underwriting Agreement, each Unit will be a valid and binding agreement of the Company, enforceable against the Company in accordance with its terms.
2. When the Units are delivered to the Underwriters against payment of the agreed consideration therefor in accordance with the Underwriting Agreement, each Warrant included in the Units will be a valid and binding agreement of the Company, enforceable against the Company in accordance with its terms.

The opinions expressed herein are based upon and limited to the laws of the State of New York. We express no opinion herein as to any other laws, statutes, regulations or ordinances. The opinions expressed herein that are based on the laws of the State of New York are limited to the laws generally applicable in transactions of the type covered by the Registration Statement.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement and to the reference to our firm under the caption "Legal Matters" in the prospectus included in the Registration Statement. In giving such consent, we do not thereby admit that we are experts within the meaning of the Securities Act or the rules and regulations of the Commission or that this consent is required by Section 7 of the Securities Act.

Very truly yours,

/s/ Winston & Strawn 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 February 20, 2020, relating to the balance sheet of Hudson Executive Investment Corp. as of February 14, 2020, and the related statements of operations, changes in stockholder's equity and cash flows for the period from February 6, 2020 (inception) through February 14, 2020 appearing in the Registration Statement on Form S-1, File No. 333-238583.

/s/ WithumSmith+Brown, PC

New York, New York  
June 8, 2020