

**Filing Pursuant to Rule 425
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**Filer: NavSight Holdings, Inc.
Commission File No. 001-39493**

Subject Company: NavSight Holdings, Inc.

This filing relates to the proposed merger involving NavSight Holdings, Inc. with Spire Global, Inc. pursuant to the terms of that certain Business Combination Agreement, dated as of February 28, 2021, by and among NavSight Holdings, inc. ("NavSight"), NavSight Merger Sub Inc. and Spire Global, Inc. ("Spire").

Barron's
More Space Stocks Are Coming. Investors Are Pleased.
By Al Root and Nicholas Jasinski
March 1, 2021

Space is cold, but space investing continues to be hot. Two special purpose acquisition companies announced mergers with space companies Monday.

Spire Global, for starters, is merging with the SPAC NavSight (ticker: NSH).

Spire is a data provider to global companies. "We collect data once, refine it, and sell it a million times," says CEO Peter Platzer. A constellation of more than 100 Spire satellites sends terabytes of data down to Earth each day. "We are fully deployed," he said.

The merger values Spire stock at about \$1.6 billion, based on 164 million shares outstanding on a fully diluted basis. NavSight stock was up about 7% to \$11.15 in morning trading, making Spire stock worth about \$1.8 billion.

Spire will get about \$445 million in cash after fees from the deal—\$230 million from NavSight's trust and \$245 million from a public investment in private equity, or PIPE, funded by Tiger Global Management, BlackRock, and other investors at \$10 a share. Spire plans to have about \$900 million in sales and \$425 million in earnings before interest, taxes, depreciation and amortization, or Ebitda, by 2025.

The larger of the two transactions is a combination of Vector Acquisition Corp (VACQ) and Rocket Lab USA, which comes in at an enterprise value of \$4.1 billion based on 483 million shares outstanding on a fully diluted basis.

Vector stock was up almost 30% Monday, which values Rocket Lab stock at about \$6.4 billion. That makes it one of the most valuable pure-play space stocks. Other space stocks coming to market via SPAC mergers include BlackSky, Momentus, and Astra.

Black Sky is merging with Osprey Technology Acquisition (SFTW). Momentus is merging with Stable Road Acquisition (SRAC) and Astra is merging with Holicity (HOL).

Rocket Lab is a miniature version of Elon Musk's SpaceX, which is valued at about \$74 billion. That's more than Rocket Lab, but the company can deliver satellites with its own rockets and plans to offer services from its own satellites, similar to SpaceX's strategy. SpaceX is planning to offer space-based high-speed internet using its Starlink satellites.

Vector's deal with Rocket Lab will provide the company with about \$740 million in cash after expenses, coming from the SPAC's \$320 million trust and a \$470 million PIPE from institutional investors including Vector Capital (the SPAC's sponsor), BlackRock, and Neuberger Berman.

Rocket Lab expects to have close to \$1.6 billion in revenue in 2027, up from a forecast \$69 million this year. Management also sees the company first breaking even on a free cash flow basis in 2024. Spire expects to begin generating free cash flow in 2023.

Forward-Looking Statements

This document contains certain forward-looking statements within the meaning of the federal securities laws with respect to the proposed business combination transactions (the “Transactions”) between Spire Global, Inc. (“Spire”) and NavSight Holdings, Inc. (NavSight”), including statements regarding the benefits of the Transactions and the anticipated timing of the Transactions. Forward-looking statements generally are identified by the words “believe,” “project,” “expect,” “anticipate,” “estimate,” “intend,” “strategy,” “future,” “opportunity,” “plan,” “may,” “should,” “will,” “would” and similar expressions. These forward-looking statements include, but are not limited to, statements regarding estimates and forecasts of financial and performance metrics, expectations of achieving and maintaining profitability, projections of total addressable markets, market opportunity and market share, net proceeds from the Transactions, potential benefits of the Transaction and the potential success of Spire’s market and growth strategies, and expectations related to the terms and timing of the Transactions. These statements are based on various assumptions and on the current expectations of NavSight’s and Spire’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 factors could cause actual future events to differ materially from the forward-looking statements in this document, including but not limited to: (i) the risk that the Transactions may not be completed in a timely manner or at all, which may adversely affect the price of NavSight’s securities, (ii) the risk that the Transactions may not be completed by NavSight’s business combination deadline and the potential failure to obtain an extension of the business combination deadline if sought by NavSight, (iii) the failure to satisfy the conditions to the consummation of the Transactions, including the approval by the stockholders of NavSight, the satisfaction of the minimum trust account amount following redemptions by NavSight’s public stockholders and the receipt of certain governmental and regulatory approvals, (iv) the inability to complete the PIPE investment in connection with the Transactions, (v) the risk that the proposed Transactions may not generate expected net proceeds to the combined company; (vi) the occurrence of any event, change or other circumstance that could give rise to the termination of the Transactions, (vii) the effect of the announcement or pendency of the Transactions on Spire’s business relationships, performance, and business generally, (viii) risks that the Transactions disrupt current plans of Spire and potential difficulties in Spire employee retention as a result of the Transactions, (ix) the outcome of any legal proceedings that may be instituted against Spire or against NavSight related to the Transactions, (x) the ability to maintain the listing of NavSight’s securities on The New York Stock Exchange, (xi) volatility in the price of NavSight’s securities, (xii) the ability to implement business plans, forecasts, and other expectations after the completion of the Transactions, and identify and realize additional opportunities, and (x) the risk of downturns, new entrants and a changing regulatory landscape in the highly competitive space-based data analytics industry. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties described in the “Risk Factors” section of NavSight’s final prospectus filed on September 11, 2020, and other documents filed, or to be filed, by NavSight with the U.S. Securities and Exchange Commission (the “SEC”). These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and Spire and NavSight assume no obligation and do not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise. Neither Spire nor NavSight gives any assurance that either Spire or NavSight will achieve its expectations.

Additional Information and Where to Find It

In connection with the proposed Transactions contemplated by the business combination agreement, NavSight intends to file a registration statement on Form S-4 that includes a joint proxy statement/prospectus (the “Registration Statement/Proxy Statement”) with the SEC, which will include a preliminary proxy statement to be distributed to holders of NavSight’s common stock in connection with NavSight’s solicitation of proxies for the vote by NavSight’s stockholders with respect to the proposed Transactions and other matters as described in the Registration Statement/Proxy Statement and a prospectus relating to the offer of the securities to be issued to Spire’s stockholders in connection with the proposed Transactions. The Registration Statement/Proxy Statement will be sent to all NavSight stockholders once it has been filed and declared effective. NavSight also will file other documents regarding the proposed Transactions with the SEC.

Investors and security holders of NavSight and other interested parties are urged to read the Registration Statement/Proxy Statement, any amendments thereto and all other relevant documents filed or that will be filed with the SEC in connection with the proposed Transactions as they become available because they will contain important information about the proposed Transactions.

Investors and security holders will be able to obtain free copies of the Registration Statement/Proxy Statement and all other relevant documents filed or that will be filed with the SEC by NavSight through the website maintained by the SEC at www.sec.gov or by directing a request to: NavSight Holdings, Inc., 12020 Sunrise Valley Drive, Suite 100, Reston, VA 20191.

Participants in Solicitation

NavSight and Spire and their respective directors and officers may be deemed to be participants in the solicitation of proxies from NavSight's stockholders in connection with the proposed Transactions. Information about NavSight's directors and executive officers and their ownership of NavSight's securities is set forth in NavSight's filings with the SEC. Additional information regarding the interests of those persons and other persons who may be deemed participants in the proposed Transactions may be obtained by reading the Registration Statement/Proxy Statement and other relevant materials to be filed with the SEC regarding the proposed Transactions when they become available. You may obtain free copies of these documents as described in the preceding paragraph.

No Offer or Solicitation

This document shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.