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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): August 13, 2021

NAVSIGHT HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39493
(Commission
File Number)

85-1276957
(IRS Employer
Identification No.)

**12020 Sunrise Valley Drive, Suite 100
Reston, Virginia 20191**
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (571) 500-2236

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Units, each consisting of one share of Class A Common Stock, par value \$0.0001 per share, and one-half of one Warrant	NSH.U	The New York Stock Exchange
Class A Common Stock, par value \$0.0001 per share	NSH	The New York Stock Exchange
Warrants, each whole Warrant exercisable for one share of Class A Common Stock at an exercise price of \$11.50 per share	NSH.WS	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On August 13, 2021, NavSight Holdings, Inc., a Delaware corporation (“NavSight”), held a special meeting of its stockholders (the “Special Meeting”) in connection with the proposed merger of NavSight Merger Sub Inc., a Delaware corporation and a direct wholly-owned subsidiary of NavSight (“Merger Sub”) with and into Spire Global, Inc. (“Spire”), with Spire surviving the merger as a wholly-owned subsidiary of NavSight and NavSight changing its name to “Spire Global, Inc.”, pursuant to the terms of the Business Combination Agreement, dated as of February 28, 2021 (the “Business Combination Agreement”), by and among NavSight, Merger Sub, Spire and certain of Spire’s stockholders (the “Merger” and the other transactions contemplated by the Business Combination Agreement are collectively herein referred to as the “Business Combination”).

At the Special Meeting, NavSight’s stockholders approved the nine proposals below (the “Proposals”), each of which is defined and described in more detail in the definitive proxy statement/prospectus/information statement filed by NavSight with the Securities and Exchange Commission on July 22, 2021. Only stockholders of record as of the close of business on June 21, 2021, the record date for the Special Meeting, were entitled to vote at the Special Meeting. As of the record date, 28,531,727 shares of NavSight’s common stock were outstanding and entitled to vote at the Special Meeting. At the Special Meeting, there were 17,866,883 shares voted by proxy or in person, which number constituted a quorum. The Business Combination is expected to close on August 16, 2021.

Final voting results for each of the Proposals are presented below:

Proposal 1: BCA Proposal

Votes Cast For	Votes Cast Against	Abstentions
15,307,819	1,883,825	12,458

Proposal 2: Organizational Documents Proposal A

Votes Cast For	Votes Cast Against	Abstentions
14,695,993	2,437,908	70,201

Proposal 3: Organizational Documents Proposal B

Votes Cast For	Votes Cast Against	Abstentions
14,694,294	2,439,041	70,767

Proposal 4: Organizational Documents Proposal C

Votes Cast For	Votes Cast Against	Abstentions
15,202,441	1,931,637	70,024

Proposal 5: Organizational Documents Proposal D

Votes Cast For	Votes Cast Against	Abstentions
15,248,021	1,887,099	68,982

Proposal 6: Director Election Proposal

Votes Cast For	Votes Cast Against	Abstentions
15,248,464	1,883,797	71,841

Proposal 7: Stock Issuance Proposal

Votes Cast For	Votes Cast Against	Abstentions
15,235,595	1,897,754	70,753

Proposal 8: Equity Incentive Plan Proposal

Votes Cast For	Votes Cast Against	Abstentions
15,183,024	1,943,299	77,779

Proposal 9: ESPP Proposal

Votes Cast For	Votes Cast Against	Abstentions
15,194,601	1,936,617	72,884

A vote regarding adjournment of the Special Meeting (Proposal 10) was deemed not necessary or appropriate because there were sufficient votes at the time of the Special Meeting to approve each of the foregoing matters.

Item 7.01 Regulation FD Disclosure.

The information set forth below under this Item 7.01 is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

On August 13, 2021, NavSight issued a press release announcing the approval of the Proposals at the Special Meeting. A copy of the press release is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits.**

Exhibit No.	Description
99.1	Press release dated August 13, 2021.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NAVSIGHT HOLDINGS, INC.

By: /s/ Jack Pearlstein

Name: Jack Pearlstein

Title: Chief Financial Officer

Dated: August 13, 2021



NavSight Holdings Inc. Shareholders Approve Business Combination with Spire Global

Vienna, VA & Reston, VA – August 13, 2021—NavSight Holdings Inc. (“NavSight”) (NYSE: NSH) today announced that its stockholders approved all proposals related to the previously announced merger, (the “Business Combination”) with Spire Global, Inc. (“Spire Global”, “Spire”, or “the Company”), a leading global provider of space-based data, analytics and space services, at a special meeting of stockholders held today. A Form 8-K disclosing the full voting results is expected to be filed with the Securities and Exchange Commission.

The closing of the Business Combination is anticipated to occur on August 16, 2021. Following closing, the combined company will be known as Spire Global, Inc. and is expected to trade on the New York Stock Exchange under the new ticker symbol “SPIR.”

The previously announced Business Combination is expected to provide approximately \$265 million in cash proceeds to Spire through the merger, inclusive of a \$245 million PIPE.

About Spire Global, Inc.

Spire is a leading global provider of space-based data, analytics, and space services, offering access to unique datasets and powerful insights about Earth from the ultimate vantage point so that organizations can make decisions with confidence, accuracy, and speed. Spire uses one of the world’s largest multi-purpose satellite constellations to source hard to acquire, valuable data and enriches it with predictive solutions. Spire then provides this data as a subscription to organizations around the world so they can improve business operations, decrease their environmental footprint, deploy resources for growth and competitive advantage, and mitigate risk. Spire gives commercial and government organizations the competitive advantage they seek to innovate and solve some of the world’s toughest problems with insights from space. Spire has offices in San Francisco, Boulder, Washington DC, Glasgow, Luxembourg, and Singapore. To learn more, visit <http://www.spire.com>.

About NavSight Holdings, Inc.

NavSight (NYSE: NSH) is a newly organized blank check company formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses.

Additional Information and Where to Find It

This press release relates to the Business Combination involving NavSight and Spire. In connection with the proposed Business Combination (the “Proposed Transaction”), NavSight has filed a registration statement on Form S-4 (File No. 333-256112) (the “Registration Statement”), which includes a proxy statement which has been 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 Transaction and other matters as described in the Registration Statement, a prospectus relating to the offer of the securities to be issued to Spire’s stockholders in connection with the Proposed Transaction, and an information statement to Spire’s stockholders regarding the Proposed Transaction. Investors and security holders may obtain free copies of the proxy statement/prospectus/information statement and other documents filed with the SEC by NavSight through the website maintained by the SEC at <http://www.sec.gov>, or by directing a request to: NavSight Holdings, Inc., 12020 Sunrise Valley Drive, Suite 100, Reston, VA 20191.



Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995 including with respect to the Business Combination. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result are subject to risks and uncertainties. Many factors could cause actual future events to differ materially from the forward-looking statements in this communication. Such factors can be found in NavSight’s most recent filings with the SEC, which are available, free of charge, at the SEC’s website at <http://www.sec.gov>, and also in the Registration Statement on Form S-4 and NavSight’s definitive proxy statement/prospectus relating to the Business Combination.

This press release is not intended to be all-inclusive or to contain all the information that a person may desire in considering an investment in NavSight and is not intended to form the basis of an investment decision in NavSight. New risks and uncertainties arise from time to time, and it is impossible for us to predict these events or how they may affect us or the Business Combination with Spire. You are cautioned not to place undue reliance upon any forward-looking statements, which speak only as of the date made, and NavSight and Spire undertake no obligation to update or revise the forward-looking statements, whether as a result of new information, changes in expectations, future events or otherwise.

Contacts

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