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

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**SCHEDULE 13D**

Under the Securities Exchange Act of 1934  
(Amendment No. 1)

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**Janus International Group, Inc.**

(Name of Issuer)

Common Stock, par value \$0.0001 per share  
(Title of Class of Securities)

47103N106  
(CUSIP Number)

John Cannon  
c/o Clearlake Capital Group, L.P.  
233 Wilshire Blvd, Suite 800  
Santa Monica, California 90401  
(310) 400-8800

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**COPY TO:**  
Matthew R. Pacey, P.C.  
Lance Hancock  
Matthew Turner  
Kirkland & Ellis LLP  
609 Main Street  
Houston, Texas 77002  
(713) 836-3600

November 12, 2021  
(Date of Event Which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:

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**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

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The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1	Name of Reporting Persons Clearlake Capital Group, L.P.	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds (See Instructions) AF, WC	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(D) Or 2(E) <input type="checkbox"/>	
6	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned By Each Reporting Person With	7	Sole Voting Power
	8	Shared Voting Power 53,999,550 (1)
	9	Sole Dispositive Power
	10	Shared Dispositive Power 53,999,550 (1)
11	Aggregate Amount Beneficially Owned by Each Person 53,999,550 (1)	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13	Percent of Class Represented By Amount in Row (11) 37.8% (2)	
14	Type of Reporting Person (See Instructions) IA, PN	

- (1) Clearlake Capital Group, L.P. serves as the investment advisor and general partner of the managers of funds holding of record an aggregate of 53,999,550 shares of common stock, par value \$0.0001 per share (the "Common Stock") of Janus International Group, Inc. (the "Issuer").
- (2) Based on information provided by the Issuer in its Quarterly Report on Form 10-Q filed on November 9, 2021 (the "Form 10-Q"), reflecting 142,936,580 shares of Common Stock issued and outstanding as of November 5, 2021.

1	Name of Reporting Persons	
	José E. Feliciano	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds (See Instructions) AF, WC	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(D) Or 2(E) <input type="checkbox"/>	
6	Citizenship or Place of Organization United States of America	
Number of Shares Beneficially Owned By Each Reporting Person With	7	Sole Voting Power
	8	Shared Voting Power 53,999,550 (1)
	9	Sole Dispositive Power
	10	Shared Dispositive Power 53,999,550 (1)
11	Aggregate Amount Beneficially Owned by Each Reporting Person 53,999,550 (1)	
12	Check Box If The Aggregate Amount In Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent Of Class Represented By Amount In Row (11) 37.8% (2)	
14	Type Of Reporting Person IA, HC	

- (1) Clearlake Capital Group, L.P. serves as the investment advisor and general partner of the managers of funds holding of record an aggregate of 53,999,550 shares of Common Stock of the Issuer.
- (2) Based on information provided by the Issuer in its Form 10-Q, reflecting 142,936,580 shares of Common Stock issued and outstanding as of November 5, 2021.

1	Name of Reporting Persons Behdad Eghbali	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds (See Instructions) AF, WC	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(D) Or 2(E) <input type="checkbox"/>	
6	Citizenship or Place or Organization United States of America	
Number of Shares Beneficially Owned By Each Reporting Person With	7	Sole Voting Power
	8	Shared Voting Power 53,999,550 (1)
	9	Sole Dispositive Power
	10	Shared Dispositive Power 53,999,550 (1)
11	Aggregate Amount Beneficially Owned by Each Reporting Person 53,999,550 (1)	
12	Check Box If The Aggregate Amount In Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent Of Class Represented By Amount In Row (11) 37.8% (2)	
14	Type Of Reporting Person IA, HC	

- (1) Clearlake Capital Group, L.P. serves as the investment advisor and general partner of the managers of funds holding of record an aggregate of 53,999,550 shares of Common Stock of the Issuer.
- (2) Based on information provided by the Issuer in its Form 10-Q, reflecting 142,936,580 shares of Common Stock issued and outstanding as of November 5, 2021.

## EXPLANATORY NOTE

The Reporting Persons are hereby filing this Amendment No. 1 (this "Amendment") to the Schedule 13D filed by the Reporting Persons on June 7, 2021 (the "Original Schedule 13D" and, as amended and supplemented by this Amendment, the "Schedule 13D") to report the Reporting Persons' changes in beneficial ownership of common stock, par value \$0.0001 per share (the "Common Stock") of Janus International Group, Inc. (the "Issuer" or the "Company") in connection with the Issuer's announcement of its intention to redeem all outstanding warrants to purchase shares of Common Stock (the "Warrants").

### ITEM 4 PURPOSE OF TRANSACTION

The information set forth in Item 4 of the Original Schedule 13D is hereby amended and supplemented by adding the text set forth below after the initial paragraph thereof.

On October 13, 2021, the Company issued a notice of redemption of Warrants (the "Redemption Notice") announcing the redemption of all of its outstanding Warrants that were issued under the Warrant Agreements, dated June 7, 2021 and July 15, 2021, respectively, by and between the Company and Continental Stock Transfer & Trust Company, as warrant agent. As set forth in the Redemption Notice and in accordance with the Warrant Agreements, all outstanding Warrants, including 3,817,226 Warrants previously reported by the Reporting Persons, were exercised pursuant to such Redemption Notice or redeemed as of the expiration of the redemption period on November 12, 2021. In connection with and pursuant to the terms of such Warrant exercise, the Reporting Persons received 1,145,165 shares of Common Stock.

This summary of the Redemption Notice is qualified in its entirety by reference to the text of the Redemption Notice, which is attached hereto as Exhibit 1 and incorporated by reference.

### ITEM 5 INTERESTS IN THE SECURITIES OF THE ISSUER

(a)-(b) The information relating to the beneficial ownership of the Common Stock by each of the Reporting Persons set forth in Rows 7 through 13 of the cover pages hereto is incorporated by reference herein and is as of the date hereof. Such information assumes there are 142,936,580 shares of Common Stock issued and outstanding as of November 5, 2021, based on information furnished by the Issuer.

By virtue of the relationship among the Reporting Persons described in Item 2, including the role of each of Mr. Feliciano and Mr. Behdad as managers of CCG, each such Reporting Person may be deemed to share the power to vote or direct the vote and to share the power to dispose of or direct the disposition of the shares of Common Stock as set forth in rows 7 through 13 of the cover pages of this Statement. The filing of this Statement shall not be construed as an admission that any such individual is, for the purpose of Section 13(d) or 13(g) of the Exchange Act, the beneficial owner of any securities covered by this Statement.

- (c) Except as otherwise set forth in this Statement, none of the Reporting Persons or, to the best knowledge of such persons, the persons named in Schedule A, has effected any transactions in the Common Stock during the past 60 days.
- (d) Except as stated within this Item 5, to the knowledge of the Reporting Persons, only the Reporting Persons have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of, the Common Stock of the Issuer reported by this Statement.
- (e) Inapplicable.

### ITEM 7 MATERIAL TO BE FILED AS EXHIBITS

Exhibit 1 Notice of Redemption of Warrants, dated as of October 13, 2021.

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**SIGNATURES**

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: November 16, 2021

**Clearlake Capital Group, L.P.**

By: CCG Operations, L.L.C., its general partner,  
By: CCG Global LLC, its managing member.

/s/ John F. Cannon

John F. Cannon

**José Enrique Feliciano**

/s/ John F. Cannon

Name: John F. Cannon  
Title: Attorney-in-Fact

**Behded Eghbali**

/s/ John F. Cannon

Name: John F. Cannon  
Title: Attorney-in-Fact

October 13, 2021

## NOTICE OF REDEMPTION OF WARRANTS

(CUSIP 47103N 114)

Dear Warrant Holder,

Janus International Group, Inc. (the “*Company*”) hereby gives notice that it is redeeming, at 5:00 p.m. New York City time on November 12, 2021 (the “*Redemption Date*”), all of the Company’s outstanding warrants (the “*Warrants*”) to purchase shares of the Company’s common stock, \$0.0001 par value per share (the “*Common Stock*”) for a redemption price of \$0.10 per Warrant (the “*Redemption Price*”), that were issued under the Warrant Agreement, dated as of June 7, 2021 (the “*June Warrant Agreement*”), by and between the Company (f/k/a Juniper Industrial Holdings, Inc.) and Continental Stock Transfer & Trust Company (the “*Warrant Agent*”) and the Warrant Agreement, dated as of July 15, 2021 (the “*July Warrant Agreement*” and, together with the June Warrant Agreement, the “*Warrant Agreements*”), by and between the Company and the Warrant Agent. **As described in further detail below, following delivery of this notice of redemption, all Warrants may be exercised either for cash, or on a cashless basis, as further described below.** Any Warrants that remain unexercised at 5:00 p.m. New York City time on the Redemption Date will be void and no longer exercisable and their holders will have no rights with respect to those Warrants, except to receive the Redemption Price or as otherwise described in this notice for holders who hold their Warrants in “street name.”

The Warrants are listed on the New York Stock Exchange (the “*NYSE*”) under the symbol “*JB1 WS*” and the Common Stock is listed on the NYSE under the symbol “*JB1*.” On October 12, 2021, the last reported sale price of the Warrants was \$3.25 and the last reported sale price of the Common Stock was \$11.87.

We understand from the NYSE that November 11, 2021, the trading day prior to the Redemption Date, will be the last day on which the Warrants will be traded on the NYSE.

## TERMS OF REDEMPTION; CESSATION OF RIGHTS

**The rights of the Warrant holders to exercise their Warrants will terminate immediately prior to 5:00 p.m. New York City time on the Redemption Date.** At 5:00 p.m. New York City time on the Redemption Date and thereafter, holders of unexercised Warrants will have no rights with respect to those warrants, except to receive the Redemption Price. We encourage you to consult with your broker, financial advisor and/or tax advisor to consider whether or not to exercise your Warrants. **Note that the act of exercising is VOLUNTARY, meaning holders must instruct their broker to submit the Warrants for exercise.**

The Company is exercising this right to redeem the Warrants pursuant to Section 6 of the Warrant Agreements. Pursuant to Section 6.2 of the Warrant Agreements, the Company has the right to redeem all of the outstanding Warrants if the last sale price of the Common Stock has been at least \$10.00 per share on the trading day prior to the date on which a notice of redemption is given. The last reported sale price of the Common Stock on October 12, 2021, the trading day prior to the date on which this notice of redemption is being given, was at least \$10.00 per share.

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## EXERCISE PROCEDURES

Warrant holders have until immediately prior to 5:00 p.m. New York City time on the Redemption Date to exercise their Warrants to purchase shares of Common Stock. Warrants may be exercised for cash at the Cash Exercise Price pursuant to Section 3.3.1(a) of the Warrant Agreements, or pursuant to the make-whole exercise provisions pursuant to (x) Sections 3.3.1(c) and 6.2 of the June Warrant Agreement and (y) Sections 3.3.1(d) and 6.2 of the July Warrant Agreement (each, a “*Make-Whole Exercise*”) or as otherwise described for certain holders on a “cashless” basis.

**Cash Exercise:** Subject to the terms below and prior to the delivery of this notice of redemption, a Warrant entitles the holder thereof to purchase one share of Common Stock at a cash price of \$11.50 per Warrant exercised (the “*Cash Exercise Price*”). Payment of the Cash Exercise Price may be made by wire transfer of immediately available funds. Wire instructions will be provided to the Depository Trust Company and will otherwise be provided upon request.

**Cashless Exercise:** If exercising on a “cashless basis” as a Make-Whole Exercise, a holder exercising a Warrant will surrender Warrants for a certain number of shares of Common Stock as determined in the applicable Warrant Agreement. **Accordingly, by virtue of the cashless Make-Whole Exercise of the Warrants, exercising warrant holders will receive 0.3 of a share of Common Stock for each Warrant surrendered for exercise.**

The number of shares that each exercising warrant holder will receive by virtue of the Make-Whole Exercise was calculated in accordance with the provisions of Section 6.2 of the Warrant Agreements as set forth in the Election to Purchase (a form of which is attached as Annex A hereto) (the “*Election to Purchase*”). If any holder of Warrants would, after taking into account all of such holder’s Warrants exercised at one time, be entitled to receive a fractional interest in a share of Common Stock, the number of shares of Common Stock the holder will be entitled to receive will be rounded down to the nearest whole number of shares of Common Stock.

Certain Permitted Transferees of Private Warrants (each as defined in the July Warrant Agreement) may also elect to exercise their Private Warrants in accordance with Section 3.3.1(c) of the July Warrant Agreement, as further described in the Election to Purchase.

**Those who hold their Warrants in “street name” should immediately contact their broker to determine their broker’s procedure for exercising their Warrants since the process to exercise is VOLUNTARY.**



Persons who are holders of record of their Warrants may exercise their Warrants by sending a fully and properly completed Election to Purchase, duly executed and indicating, among of things, the number of Warrants being exercised to:

Continental Stock Transfer & Trust Company  
1 State Street, 30th Floor  
New York, NY 10004  
Attention: Compliance Department  
Telephone: (212) 509-4000

The method of delivery of the Warrants is at the option and risk of the holder, but if mail is used, registered mail properly insured is suggested.

**The fully and properly completed Election to Purchase and, if the applicable Warrants are exercised for cash, payment in full of the Cash Exercise Price, must be received by Continental Stock Transfer & Trust Company prior to 5:00 p.m. New York City time on the Redemption Date.** Subject to the following paragraph, any failure to deliver a fully and properly completed Election to Purchase before such time will result in such holder's Warrants being redeemed and not exercised.

#### **WARRANTS HELD IN STREET NAME**

For holders of Warrants who hold their Warrants in "street name," provided that a Notice of Guaranteed Delivery is received by the Warrant Agent prior to 5:00 p.m. New York City time on the Redemption Date, broker-dealers shall have two NYSE trading days from the Redemption Date, or 5:00 p.m. New York City time on November 12, 2021, to deliver the Warrants to the Warrant Agent. Any such Warrant received without the Election to Purchase or the Notice of Guaranteed Delivery having been duly executed and fully and properly completed will be deemed to have been delivered for redemption (at the Redemption Price of \$0.10 per Warrant), and not for exercise.

#### **PROSPECTUS**

A prospectus (and the supplements thereto) covering the Common Stock issuable upon the exercise of the Warrants is included in a registration statement filed with, and declared effective by, the Securities and Exchange Commission (Registration No. 333-257731) (the "**SEC**"). The SEC also maintains an Internet website that contains a copy of this prospectus (and the supplements thereto). The address of this site is [www.sec.gov](http://www.sec.gov). Alternatively, to obtain a copy of the prospectus (and the supplements thereto), please visit our investor relations website at <https://ir.janusintl.com/>.

#### **REDEMPTION PROCEDURE**

Payment of the Redemption Price will be made by the Company upon presentation and surrender of a Warrant for payment after 5:00 p.m. New York City time on the Redemption Date. Those who hold their shares in "street name" should contact their broker to determine their broker's procedure for redeeming their Warrants.

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Any questions you may have about redemption and exercising your Warrants may be directed to the Warrant Agent, Continental Stock Transfer & Trust, at its address and telephone number set forth above or to Morrow Sodali LLC at:

Morrow Sodali LLC  
470 West Avenue  
Stamford, Connecticut 06902  
Individuals, please call toll-free: (800) 662-5200  
Banks and brokerage, please call: (203) 658-9400  
Email: [JBI@info.morrowsodali.com](mailto:JBI@info.morrowsodali.com)

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Sincerely,  
JANUS INTERNATIONAL GROUP, INC.

/s/ Scott Sannes  
Scott Sannes  
Chief Financial Officer

ANNEX A

**JANUS INTERNATIONAL GROUP, INC.**

**Election to Purchase**

(To Be Executed Upon Exercise of Warrant)

The Warrants to purchase shares of Common Stock were called for redemption by the Company in the Notice of Redemption dated October 13, 2021 (the "**Redemption Notice**") pursuant to Section 6.2 of the Warrant Agreements. Pursuant to the terms of the Warrant Agreements, each whole Warrant is exercisable for one fully paid and non-assessable share of Common Stock. Any Warrants that remain unexercised at 5:00 p.m. New York City time on the redemption date will be void and no longer exercisable, and the holders of those Warrants will be entitled to receive only the redemption price of \$0.10 per Warrant. All capitalized terms used but not defined herein shall have the meanings assigned to them in the Redemption Notice.

The undersigned is the holder of \_\_\_\_\_ Warrants of the Company and hereby irrevocably elects to exercise the right to receive the number of shares of Common Stock as set forth below and herewith tenders payment for such shares of Common Stock, to the order of the Company, in accordance with the terms of the applicable Warrant Agreement, pursuant to (choose one of the following):

CHECK ONE BOX BELOW AND COMPLETE THE CORRESPONDING PARAGRAPH:

***Cash Exercise***

Section 3.3.1(a): in lawful money of the United States, in good certified check or good bank draft payable to the Warrant Agent or by wire transfer of immediately available funds in the amount calculated as follows:

- a. \_\_\_\_\_ is the number of shares of Common Stock underlying the Warrants the undersigned is exercising pursuant to Section 3.3.1(a).
- b. \$\_\_\_\_\_ is the aggregate Cash Exercise Price representing the product of the number of shares underlying the Warrants being exercised pursuant to Section 3.3.1(a) as represented above in "a." multiplied by the \$11.50 per share Cash Exercise Price.

***Cashless Exercise (all Warrants)***

Section 3.3.1(c) of the June Warrant Agreement / 3.3.1(d) of the July Warrant Agreement (with respect to Private Warrants): as a "Make-Whole Exercise" on a "cashless basis" calculated as follows:

- c. \_\_\_\_\_ is the number of shares of Common Stock underlying the Warrants the undersigned is exercising pursuant to Section 3.3.1(c) of the June Warrant Agreement / Section 3.3.1(d) of the July Warrant Agreement (with respect to Private Warrants).

d. 55 is the number of months from the Redemption Date to the expiration date of the Warrants.

e. \$12.48 is the "Fair Market Value" as calculated pursuant to Sections 3.3.1 and 6.2 of the Warrant Agreements. The Fair Market Value is the average last sale price of the Common Stock for the ten (10) trading days ending on the third trading day prior to October 13, 2021, which is the date on which this notice is being given to the holders of the Warrants. The calculations are set forth in Schedule A hereto.

f. 0.3 is the ratio obtained using the values obtained in "d." and "e." by reference to the table set forth in Section 6.2 of the Warrant Agreement.

g. \$\_\_\_\_\_ is the number of shares of Common Stock issued on exercise of the Warrants pursuant to Sections 3.3.1(c) and 6.2 of the June Warrant Agreement / Sections 3.3.1(d) and 6.2 of the July Warrant Agreement (with respect to Private Warrants only) (i.e., "f" multiplied by "c.").

***Cashless Exercise (Permitted Transferees of Private Warrants Only)***

h. \_\_\_\_\_ is the number of shares of Common Stock underlying the Private Warrants held by the undersigned Permitted Transferees (as defined in the July Warrant Agreement) that the undersigned is exercising pursuant to Section 3.3.1(c) of the July Warrant Agreement.

i. \$\_\_\_\_\_ is the fair market value calculated by the undersigned Permitted Transferees holding the Private Warrants pursuant to Section 3.3.1(c) of the July Warrant Agreement. Solely for purposes of calculation pursuant to such provision, the Fair Market Value is the average last sale price of the Common Stock for the ten (10) trading days ending on the third trading day prior to the date on which this notice of exercise of the Private Warrant is being sent to the Warrant Agent. The calculation is set forth on Schedule B hereto.

j. \_\_\_\_\_ is the product of the number of shares underlying the Private Warrants being exercised pursuant to Section 3.3.1(c) of the July Warrant Agreement multiplied by the excess of the "Sponsor Fair Market Value" over \$11.50 (i.e., "h." x ("i."—\$11.50))

k. \_\_\_\_\_ is the number of shares of Common Stock issued on exercise of the Private Warrants pursuant to Section 3.3.1(c) of the July Warrant Agreement (i.e., "j" divided by "i.")

[Signature Page Follows]

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(Date of Exercise)

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(Name of Investor)  
(Signature)

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(Address)

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(Tax Identification Number)

Signature Guaranteed:

THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM, PURSUANT TO SEC RULE 17Ad-15 (OR ANY SUCCESSOR RULE)) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED.

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**Schedule A**

- \$12.49 last reported sale price of the Common Stock on October 8, 2021 (3 trading days prior to October 13, 2021, the date on which the notice of redemption is sent to the holders of the Warrants)
- \$12.63 last reported sale price of the Common Stock on October 7, 2021 (4 trading days prior to October 13, 2021, the date on which the notice of redemption is sent to the holders of the Warrants)
- \$12.39 last reported sale price of the Common Stock on October 6, 2021 (5 trading days prior to October 13, 2021, the date on which the notice of redemption is sent to the holders of the Warrants)
- \$12.11 last reported sale price of the Common Stock on October 5, 2021 (6 trading days prior to October 13, 2021, the date on which the notice of redemption is sent to the holders of the Warrants)
- \$12.05 last reported sale price of the Common Stock on October 4, 2021 (7 trading days prior to October 13, 2021, the date on which the notice of redemption is sent to the holders of the Warrants)
- \$12.37 last reported sale price of the Common Stock on October 1, 2021 (8 trading days prior to October 13, 2021, the date on which the notice of redemption is sent to the holders of the Warrants)
- \$12.24 last reported sale price of the Common Stock on September 30, 2021 (9 trading days prior to October 13, 2021, the date on which the notice of redemption is sent to the holders of the Warrants)
- \$12.68 last reported sale price of the Common Stock on September 29, 2021 (10 trading days prior to October 13, 2021, the date on which the notice of redemption is sent to the holders of the Warrants)
- \$12.81 last reported sale price of the Common Stock on September 28, 2021 (11 trading days prior to October 13, 2021, the date on which the notice of redemption is sent to the holders of the Warrants)
- \$13.01 last reported sale price of the Common Stock on September 27, 2021 (12 trading days prior to October 13, 2021, the date on which the notice of redemption is sent to the holders of the Warrants)
- \$12.48 AVERAGE OF THE TEN NUMBERS ABOVE = "FAIR MARKET VALUE"**

**Schedule B**

- \$ \_\_\_\_\_ last reported sale price of the Common Stock on Continental Stock Transfer & Trust Company) , 2021 (3 trading days prior to the date on which the letter is delivered to
- \$ \_\_\_\_\_ last reported sale price of the Common Stock on Continental Stock Transfer & Trust Company) , 2021 (4 trading days prior to the date on which the letter is delivered to
- \$ \_\_\_\_\_ last reported sale price of the Common Stock on Continental Stock Transfer & Trust Company) , 2021 (5 trading days prior to the date on which the letter is delivered to
- \$ \_\_\_\_\_ last reported sale price of the Common Stock on Continental Stock Transfer & Trust Company) , 2021 (6 trading days prior to the date on which the letter is delivered to
- \$ \_\_\_\_\_ last reported sale price of the Common Stock on Continental Stock Transfer & Trust Company) , 2021 (7 trading days prior to the date on which the letter is delivered to
- \$ \_\_\_\_\_ last reported sale price of the Common Stock on Continental Stock Transfer & Trust Company) , 2021 (8 trading days prior to the date on which the letter is delivered to
- \$ \_\_\_\_\_ last reported sale price of the Common Stock on Continental Stock Transfer & Trust Company) , 2021 (9 trading days prior to the date on which the letter is delivered to
- \$ \_\_\_\_\_ last reported sale price of the Common Stock on Continental Stock Transfer & Trust Company) , 2021 (10 trading days prior to the date on which the letter is delivered to
- \$ \_\_\_\_\_ last reported sale price of the Common Stock on Continental Stock Transfer & Trust Company) , 2021 (11 trading days prior to the date on which the letter is delivered to
- \$ \_\_\_\_\_ last reported sale price of the Common Stock on Continental Stock Transfer & Trust Company) , 2021 (12 trading days prior to the date on which the letter is delivered to

\$ \_\_\_\_\_ **AVERAGE OF THE TEN NUMBERS ABOVE = “FAIR MARKET VALUE” solely for purposes of calculations by Permitted Transferees pursuant to Section 3.3.1(c) of the July Warrant Agreement.**