

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

FORM 8-K
(Amendment No. 1)

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

Date of Report (Date of earliest event reported): February 15, 2021 (February 4, 2021)

Compute Health Acquisition Corp.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-40001
(Commission
File Number)

85-3449307
(I.R.S. Employer
Identification No.)

1105 North Market Street
Suite 1300
Wilmington, DE
(Address of principal executive offices)

19801
(Zip Code)

(212) 829-3500
(Registrant's telephone number, including area code)

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 Securities Exchange Act of 1934:

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 and one-quarter of one redeemable warrant	CPUH.U	The New York Stock Exchange
Class A common stock, par value \$0.0001 per share	CPUH	The New York Stock Exchange
Redeemable warrants, each whole warrant exercisable for one share of Class A common stock at an exercise price of \$11.50	CPUH.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.

Explanatory Note

This Amendment amends the Current Report on Form 8-K of Compute Health Acquisition Corp., filed with the Securities Exchange Commission (the "SEC") on February 9, 2021 (the "February 9 Current Report"), in which Compute Health Acquisition Corp. reported, among other things, the issuance of a press release announcing the closing of its initial public offering (the "IPO").

Item 8.01 Other Events.

On February 9, 2021, the Company issued a press release announcing the closing of the IPO (the "February 9 Press Release"). On February 14, 2021, the Company issued a corrected press release, a copy of which is attached as exhibit 99.1 to this Current Report on Form 8-K, correcting and replacing the February 9 Press Release.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibits</u>
99.1	Press Release, announcing the closing of the IPO.

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.

Compute Health Acquisition Corp.

Date: February 16, 2021

By: /s/ Joshua Fink

Name: Joshua Fink

Title: Co-Chief Executive Officer

FOR IMMEDIATE RELEASE

CORRECTING and REPLACING Compute Health Acquisition Corp. Announces Full Exercise of Over-Allotment Option and Closing of \$862,500,000 Initial Public Offering

CORRECTION...by Compute Health Acquisition Corp.

WILMINGTON, DE, February 14, 2021 – In the release dated February 9, 2021, the sentences that begin with “The Company’s management team...” should read: The Company’s management team is led by Omar Ishrak, Jean Nehmé and Joshua Fink.

The updated release reads:

Compute Health Acquisition Corp. Announces Full Exercise of Over-Allotment Option and Closing of \$862,500,000 Initial Public Offering

Compute Health Acquisition Corp. (the “Company”) (NYSE: CPUH.U), a newly formed special purpose acquisition company, today announced the closing of its initial public offering of 86,250,000 units, including 11,250,000 units sold pursuant to the full exercise of the underwriters’ over-allotment option, at a price of \$10.00 per unit. Total gross proceeds from the offering were \$862,500,000, before deducting underwriting discounts and commissions and other offering expenses. The units began trading on the New York Stock Exchange (“NYSE”) under the ticker symbol “CPUH.U” on February 5, 2021. Each unit consists of one share of Class A common stock and one-quarter of one redeemable warrant. Each whole warrant may be exercised for one share of Class A common stock at a price of \$11.50 per share following the later of 30 days after the completion of the Company’s initial business combination and 12 months from the closing of the Company’s initial public offering. Once the securities comprising the units begin separate trading, the shares of Class A common stock and warrants are expected to be listed on the NYSE under the symbols “CPUH” and “CPUH WS,” respectively.

The Company is a 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. The Company intends to focus on healthcare businesses that are already leveraging, or have the potential to leverage, computational power, with an emphasis on companies in the medical device space, including imaging and robotics, and companies operating in the virtual care space, including telehealth, care delivery and next-generation payor and provider models. The Company’s management team is led by Omar Ishrak, Jean Nehmé and Joshua Fink.

Goldman Sachs & Co. LLC acted as the sole book-running manager for this offering. Copies of the final prospectus related to the initial offering by the Company may be obtained for free by visiting Edgar on the website of the Securities and Exchange Commission (“SEC”) at www.sec.gov or from Goldman Sachs & Co. LLC, 200 West Street, New York, NY 10282, Attn: Prospectus Department, by telephone at 866-471-2526, facsimile at 212-902-9316 or by emailing prospectus-ny@ny.email.gs.com.

A registration statement relating to the securities was filed with, and declared effective by, the SEC. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Forward-Looking Statements

This press release includes certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements relating to the use of proceeds from the Company’s initial public offering and the listing on NYSE of the shares and warrants underlying the units. These forward-looking statements involve many risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements, including, without limitation, general market conditions. These forward-looking statements speak only as of the date of this press release, and the Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein to reflect any change in the expectations of the Company with regard thereto or any change in events, conditions or circumstances on which any such statement is based. Forward-looking statements are subject to numerous conditions, many of which are beyond the control of the Company, including those set forth in the Risk Factors section of the prospectus related to the Company’s initial public offering.

About Compute Health Acquisition Corp.

The Company is a 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. The Company intends to focus on healthcare businesses that are already leveraging, or have the potential to leverage, computational power, with an emphasis on companies in the medical device space, including imaging and robotics, and companies operating in the virtual care space, including telehealth, care delivery and next-generation payor and provider models. The Company’s management team is led by Omar Ishrak, Jean Nehmé and Joshua Fink.

Investor Contact:

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