SEC Form 3

FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL
OMB Number: 3235-0104

Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

ate of Event uiring Statement nth/Day/Year) 27/2019	3. Issuer Name <b>and</b> Ticker or Trading Symbol <u>DiamondPeak Holdings Corp.</u> [ DPHCU ]					
	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner		(Mor	5. If Amendment, Date of Original Filed (Month/Day/Year)		
	Officer (give title below)	Other (spec below)	Appl	icable Line) Form filed b	/Group Filing (Check y One Reporting Person y More than One erson	
ole I - Non-Deriva	tive Securities Beneficia	ally Owned	I			
1. Title of Security (Instr. 4)		Form: Direc	t (D)   (Instr.	4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Table II - Derivative Securities Beneficially Owned           (e.g., puts, calls, warrants, options, convertible securities)						
ate Exercisable and ration Date nth/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4		4. Conversion or Exercise	se Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
Expiration Cisable Date	Title	Amount or Number of Shares	Price of Derivative Security	or Indirect (I) (Instr. 5)		
(1) (1)	Class A Common Stock	6,375,000 <sup>(2)</sup>	(1)	I	See Footnote <sup>(2)(3)</sup>	
	IIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIII	uiring Statement       DiamondPeak Holdin         th/Day/Year)       4. Relationship of Reporting Pe         (Check all applicable)       Director         Director       2         Officer (give title below)       0         le I - Non-Derivative Securities Beneficial         2. Amount of Securities Beneficially Owned (Instr. 4)         able II - Derivative Securities Beneficially puts, calls, warrants, options, convertib         te Exercisable and ation Date th/Day/Year)       3. Title and Amount of Security         Sisable       Expiration Date         Title       Title	uiring Statement       DiamondPeak Holdings Corp. [ I         th/Day/Year)       A. Relationship of Reporting Person(s) to Issuer (Check all applicable)         Director       X         Difficer (give title       Other (spectbelow)         Ite I - Non-Derivative Securities Beneficially Owned         2. Amount of Securities         Beneficially Owned (Instr. 4)         2. Amount of Securities Beneficially Owned         able II - Derivative Securities Beneficially Owned         puts, calls, warrants, options, convertible securities         te Exercisable and ation Date         3. Title and Amount of Security (Instr. 4)         Sisable       Title	uiring Statement (th/Day/Year)       DiamondPeak Holdings Corp. [DPHCU]         4. Relationship of Reporting Person(s) to Issuer (Check all applicable)       5. If (Mor Officer (give title below)         Director       X         10% Owner       6. Im Appli Director         Officer (give title below)       Other (specify below)         Ite I - Non-Derivative Securities Beneficially Owned         2. Amount of Securities Beneficially Owned (Instr. 4)         3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)         able II - Derivative Securities Beneficially Owned puts, calls, warrants, options, convertible securities)         te Exercisable and ation Date th/Day/Year)       3. Title and Amount of Security (Instr. 4)         4. Conversion or Exercise Price of Date       3. Title and Amount of Security (Instr. 4)         Expiration Date       Title	DiamondPeak Holdings Corp.       [DPHCU]         4. Relationship of Reporting Person(s) to Issuer (Check all applicable)       5. If Amendment, Da (Month/Day/Year)         Director       X       10% Owner         Officer (give title below)       Other (specify below)       6. Individual or Joint Applicable Line)         X       Form filed b Reporting P         Ie I - Non-Derivative Securities Beneficially Owned       3. Ownership Form: Direct (I) (Instr. 5)       4. Nature of Indirect (Instr. 5)         Ie I - Derivative Securities Beneficially Owned puts, calls, warrants, options, convertible securities)       3. Ownership Form: Direct (I) (Instr. 5)       4. Nature of Indirect (Instr. 5)         te Exercisable and ation Date th/Day/Year)       3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)       4. Conversion or Exercise Derivative Security       5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	

As described in the issuer's registration statement on Form S-1 (File No. 333-229286) under the heading "Description of Securities--Founder Shares", the shares of Class B common stock will automatically convert into shares of Class A common stock at the time of the issuer's initial business combination on a one-for-one basis, subject to certain adjustments described therein and have no expiration date.
 These shares represent Class B common stock held by DiamondPeak Sponsor LLC (the "Sponsor") acquired pursuant to a subscription agreement by and between the Sponsor and the issuer. The Class B common stock word by the Sponsor includes up to 937,500 shares that are subject to forfeiture in the event the underwriters of the issuer's initial public offering do not exercise in full their over-allotment option as described in the issuer's registration statement.

3. DHP SPAC Sponsor LLC and SP SPAC Sponsor LLC are the managing members of the Sponsor and have voting and investment discretion with respect to the securities held by the Sponsor. David Hamamoto, the Chief Executive Officer and Chairman of the issuer, is the sole managing member of Diamond Head Partners LLC, the sole managing member of DHP SPAC Sponsor LLC. Mark Walsh, a director of the issuer, is a managing member of SP SPAC Sponsor LLC. As such, each of Mr. Hamamoto and Mr. Walsh may be deemed to share beneficial ownership of the shares of Class B common stock held directly by the Sponsor. Each such person disclaims any beneficial ownership of the reported shares other than to the extent of any pecuniary interest they may have therein, directly or indirectly.

## <u>/s/ David T. Hamamoto,</u> <u>Authorized Signatory</u>

02/27/2019

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.