

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>Nebula Holdings LLC</u> (Last) (First) (Middle) FOUR EMBARCADERO CENTER, SUITE 2350 (Street) SAN FRANCISCO CA 94111 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/09/2018	3. Issuer Name and Ticker or Trading Symbol <u>Nebula Acquisition Corp [NEBU]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 01/10/2018 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class B Common Stock	(1)	(1)	Class A Common Stock	7,087,500 ⁽²⁾⁽³⁾	(1)	D	

1. Name and Address of Reporting Person* <u>Nebula Holdings LLC</u> (Last) (First) (Middle) FOUR EMBARCADERO CENTER, SUITE 2350 (Street) SAN FRANCISCO CA 94111 (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>CLAMMER ADAM</u> (Last) (First) (Middle) C/O NEBULA ACQUISITION CORPORATION FOUR EMBARCADERO CENTER, SUITE 2350 (Street) SAN FRANCISCO CA 94111 (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>GREENE JAMES H JR</u> (Last) (First) (Middle) C/O NEBULA ACQUISITION CORPORATION FOUR EMBARCADERO CENTER, SUITE 2350 (Street) SAN FRANCISCO CA 94111 (City) (State) (Zip)
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(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
True Wind Capital GP, LLC		
(Last)	(First)	(Middle)
C/O NEBULA ACQUISITION CORPORATION		
FOUR EMBARCADERO CENTER, SUITE 2350		
(Street)		
SAN FRANCISCO	CA	94111
(City) (State) (Zip)		

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
True Wind Capital, L.P.		
(Last)	(First)	(Middle)
C/O NEBULA ACQUISITION CORPORATION		
FOUR EMBARCADERO CENTER, SUITE 2350		
(Street)		
SAN FRANCISCO	CA	94111
(City) (State) (Zip)		

Explanation of Responses:

- As described in the issuer's registration statement on Form S-1 (File No. 333-222317) 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, or earlier at the option of the holder, on a one-for-one basis, subject to adjustment for stock splits, stock dividends, reorganizations, recapitalizations and the like, and certain anti-dilution rights and has no expiration date.
- These shares represent Class B common stock held by Nebula Holdings, LLC, acquired pursuant to a subscription agreement by and between Nebula Holdings, LLC and the issuer. The Class B common stock owned by the reporting person includes up to 937,500 shares that are subject to forfeiture in the event the underwriters of the initial public offering of the issuer's securities do not exercise in full their over-allotment option as described in the issuer's registration statement.
- True Wind Capital, L.P. is the managing member of Nebula Holdings, LLC and has voting and investment discretion with respect to the common stock held of record by Nebula Holdings, LLC. Adam Clammer and James Greene, Jr. are the managing members of True Wind Capital GP, LLC, the general partner of True Wind Capital, L.P. As such, True Wind Capital, L.P., Mr. Clammer and Mr. Greene may be deemed to have shared beneficial ownership of the common stock held directly by Nebula Holdings, LLC. Each such entity or 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/ Adam Clammer, as managing member of True Wind Capital GP, LLC, the general partner of True Wind Capital, L.P., the managing member of Nebula Holdings, LLC</u>	<u>01/12/2018</u>
<u>/s/ Adam Clammer, as managing member of True Wind Capital GP, LLC, the general partner of True Wind Capital, L.P.</u>	<u>01/12/2018</u>
<u>/s/ Adam Clammer, as managing member of True Wind Capital GP, LLC</u>	<u>01/12/2018</u>
<u>/s/ James Greene, Jr.</u>	<u>01/12/2018</u>
<u>/s/ Adam Clammer</u>	<u>01/12/2018</u>
** 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.