

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): April 22, 2021

DRAGONEER GROWTH OPPORTUNITIES CORP.

(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction
of incorporation)

001-39447
(Commission
File Number)

98-1546280
(I.R.S. Employer
Identification No.)

**One Letterman Drive
Building D, Suite M500
San Francisco, CA**
(Address of principal executive offices)

94129
(Zip Code)

(415) 539-3099
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 Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Units, each consisting of one Class A Ordinary Share, \$0.0001 par value, and one-fifth of one redeemable warrant	DGNR.U	New York Stock Exchange LLC
Class A Ordinary Shares included as part of the units	DGNR	New York Stock Exchange LLC
Redeemable warrants included as part of the units, each whole warrant exercisable for one Class A Ordinary Share at an exercise price of \$11.50	DGNR WS	New York Stock Exchange LLC

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

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 1.01 Entry Into A Material Definitive Agreement

As previously disclosed, on February 2, 2021, Dragoneer Growth Opportunities Corp., a Cayman Islands exempted company (“*Dragoneer*”), entered into a Business Combination Agreement (the “*Business Combination Agreement*”), by and among Dragoneer, Chariot Opportunity Merger Sub, Inc., a Delaware corporation (“*Chariot Merger Sub*”), and Cypress Holdings, Inc., a Delaware corporation (“*CCC*”), providing for, among other things, the merger of Chariot Merger Sub with and into CCC, with CCC as the surviving company in the merger and, after giving effect to such merger, continuing as a wholly owned subsidiary of Dragoneer (the “*Business Combination*”).

On April 22, 2021, Dragoneer and CCC entered into Amendment No. 1 to Business Combination Agreement (the “*Amendment*”). Capitalized terms used and not otherwise defined in this current report on Form 8-K have the meanings given to such terms in the Business Combination Agreement. Pursuant to the Amendment, if holders of options to acquire shares of CCC common stock as of February 2, 2021 (“*Optionholders*”) terminate employment prior to the later of the Company Triggering Event and the vesting of such options, the Company Earnout Shares allocated to such Optionholder will be forfeited and reallocated pro rata to other Optionholders. Prior to the Amendment, the Business Combination Agreement had provided that such forfeited Company Earnout Shares would be reallocated to both Optionholders and existing CCC stockholders.

Furthermore, pursuant to the Amendment, the initial number of Dragoneer shares reserved for issuance under the Dragoneer Incentive Equity Plan will be 15%, with automatic increases of 5% annually. Prior to the Amendment, the Business Combination Agreement had provided that such reservation was to be 12%.

Finally, pursuant to the Amendment, Dragoneer will deliver to the Exchange Agent a letter of instruction prior to the Closing directing the Exchange Agent to carry out the Exchange in accordance with such letter of instruction. Prior to the Amendment, Dragoneer was required to deliver an executed exchange agent agreement as a condition to the Closing.

A copy of the Amendment is filed with this Current Report on Form 8-K as Exhibit 2.1 and is incorporated herein by reference, and the foregoing description of the Amendment is qualified in its entirety by reference thereto.

Additional Information

In connection with the Business Combination, Dragoneer has filed with the U.S. Securities and Exchange Commission’s (“*SEC*”) a Registration Statement on Form S-4 (the “*Registration Statement*”), which included a preliminary prospectus and preliminary proxy statement. Dragoneer will mail a definitive proxy statement/final prospectus and other relevant documents to its shareholders. This communication is not a substitute for the Registration Statement, the definitive proxy statement/final prospectus or any other document that Dragoneer will send to its shareholders in connection with the Business Combination. **Investors and security holders of Dragoneer are advised to read the proxy statement/prospectus in connection with Dragoneer’s solicitation of proxies for its extraordinary general meeting of shareholders to be held to approve the Business Combination (and related matters) because the proxy statement/prospectus contains important information about the Business Combination and the parties to the Business Combination.** The definitive proxy statement/final prospectus will be mailed to shareholders of Dragoneer as of a record date to be established for voting on the Business Combination. Shareholders may also obtain copies of the proxy statement/prospectus, without charge, at the SEC’s website at www.sec.gov or by directing a request to: Dragoneer Growth Opportunities Corp., One Letterman Drive, Building D, Suite M500, San Francisco, California, 94129.

Participants in the Solicitation

Dragoneer, CCC and their respective directors, executive officers, other members of management, and employees, under SEC rules, may be deemed to be participants in the solicitation of proxies of Dragoneer's shareholders in connection with the Business Combination. Investors and security holders may obtain more detailed information regarding the names and interests in the Business Combination of Dragoneer's directors and officers in Dragoneer's filings with the SEC, including the Registration Statement filed with the SEC by Dragoneer, which includes the proxy statement of Dragoneer for the Business Combination, and such information and names of CCC's directors and executive officers are also included in such Registration Statement.

Forward Looking Statements

This communication contains forward-looking statements that are based on beliefs and assumptions and on information currently available. In some cases, you can identify forward-looking statements by the following words: "may," "will," "could," "would," "should," "expect," "intend," "plan," "anticipate," "believe," "estimate," "predict," "project," "potential," "continue," "ongoing" or the negative of these terms or other comparable terminology, although not all forward-looking statements contain these words. These statements involve risks, uncertainties and other factors that may cause actual results, levels of activity, performance or achievements to be materially different from the information expressed or implied by these forward-looking statements. We caution you that these statements are based on a combination of facts and factors currently known by us and our projections of the future, which are subject to a number of risks. Forward-looking statements in this communication include, but are not limited to, statements regarding future events, such as the proposed Business Combination between Dragoneer and CCC, including the timing and structure of the transaction, the likelihood and ability of the parties to successfully consummate the Business Combination, the Amendment and other transactions contemplated by the Business Combination Agreement. We cannot assure you that the forward-looking statements in this communication will prove to be accurate. These forward looking statements are subject to a number of risks and uncertainties, including, among others, the general economic, political, business and competitive conditions; the inability of the parties to consummate the Business Combination or the occurrence of any event, change or other circumstances that could give rise to the termination of the Business Combination Agreement or any related agreements or could otherwise cause the transaction to fail to close; the outcome of any legal proceedings that may be instituted against the parties following the announcement of the Business Combination and the transactions contemplated by the Business Combination; the ability of existing investors to redeem the ability to complete the Business Combination due to the failure to obtain approval from Dragoneer's shareholders, or the risk that the approval of the shareholders of Dragoneer for the potential transaction is otherwise not obtained; the failure to satisfy other closing conditions in the Business Combination Agreement or otherwise, the occurrence of any event that could give rise to the termination of the Business Combination Agreement; the failure to obtain financing to complete the Business Combination, including to consummate the PIPE or the transactions contemplated by the forward purchase agreements (each as described in the Registration Statement); the ability to recognize the anticipated benefits of the Business Combination; the impact of COVID-19 on CCC's business and/or the ability of the parties to complete the Business Combination; the receipt of an unsolicited offer from another party for an alternative business transaction that could interfere with the Business Combination; changes to the proposed structure of the Business Combination that may be required or appropriate as a result of applicable laws or regulations or as a condition to obtaining regulatory approval of the Business Combination; failure to realize the anticipated benefits of the Business Combination, including as a result of a delay in consummating the potential transaction or difficulty in integrating the businesses of Dragoneer and CCC; the risk that the Business Combination disrupts current plans and operations of Dragoneer or CCC as a result of the announcement and consummation of the Business Combination; the ability of the combined company to grow and manage growth profitably and retain its key employees; the inability to obtain or maintain the listing of the post-acquisition company's securities on the New York Stock Exchange following the Business Combination; changes in applicable laws or regulations and delays in obtaining, adverse conditions contained in, or the inability to obtain regulatory approvals required to complete the Business Combination; costs related to the Business Combination; and other risks and uncertainties, including those included under the header "Risk Factors" in the Registration Statement and those included under the header "Risk Factors" in the final prospectus of Dragoneer related to its initial public offering. Furthermore, if the forward-looking statements prove to be inaccurate, the inaccuracy may be material. In addition, you are cautioned that past performance may not be indicative of future results. In light of the significant uncertainties in these forward-looking statements, you should not rely on these statements in making an investment decision or regard these statements as a representation or warranty by us or any other person that we will achieve our objectives and plans in any specified time frame, or at all. The forward-looking statements in this communication represent our views as of the date of this communication. We anticipate that subsequent events and developments will cause our views to change. However, while we may elect to update these forward-looking statements at some point in the future, we have no current intention of doing so except to the extent required by applicable law. You should, therefore, not rely on these forward-looking statements as representing our views as of any date subsequent to the date of this communication.

Disclaimer

This communication is for informational purposes only and is neither an offer to purchase, nor a solicitation of an offer to sell, subscribe for or buy any securities or the solicitation of any vote in any jurisdiction pursuant to the Business Combination or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	<u>Description</u>
2.1	<u>Amendment No. 1 to Business Combination Agreement, dated April 22, 2021.</u>

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.

Dated: April 22, 2021

DRAGONEER GROWTH OPPORTUNITY CORP.

By: /s/ Pat Robertson

Name: Pat Robertson

Title: President and Chief Operating Officer

AMENDMENT NO. 1 TO BUSINESS COMBINATION AGREEMENT

This AMENDMENT NO. 1 TO BUSINESS COMBINATION AGREEMENT (this "Amendment") is dated as of April 22, 2021, by and between Dragoneer Growth Opportunities Corp., a Cayman Islands exempted company ("Dragoneer"), and Cypress Holdings, Inc., a Delaware corporation (the "Company"), and together with Dragoneer, each, a "Party" and collectively, the "Parties").

This Amendment is entered into by the Parties in accordance with Section 8.3 (Amendment) of the Business Combination Agreement, dated as of February 2, 2021, by and among Dragoneer, Chariot Opportunity Merger Sub, Inc., a Delaware corporation, and the Company (as may be amended, supplemented or otherwise modified from time to time, the "Business Combination Agreement"). Capitalized terms used and not otherwise defined in this Amendment have the meanings given to such terms in the Business Combination Agreement.

Subject to and upon the terms and conditions set forth herein, the Business Combination Agreement is hereby amended effective from and after the date hereof.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements contained in this Amendment, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties, intending to be legally bound, hereby agree as follows:

1. Section 2.4(a). Section 2.4(a) of the Business Combination Agreement is hereby amended by replacing the last sentence in its entirety with the following:

"In addition, each holder of Company Options (whether vested or unvested) as of the date of this Agreement will have the right to receive, with respect to each Company Common Share issuable pursuant to such holder's Company Options as of immediately prior to the Effective Time, a number of Dragoneer Shares issuable as Company Earnout Shares pursuant to Section 2.7; provided that if such holder's employment or service with the Surviving Company or its Affiliate terminates prior to the later of (1) the vesting date of the applicable Company Option and (2) the occurrence of a Company Triggering Event, the right of such holder to receive his or her applicable number of Company Earnout Shares will be forfeited, and such forfeited number of Company Earnout Shares shall be allocated pro rata among the other holders of Company Options entitled to receive Company Earnout Shares pursuant to Section 2.7."

2. Section 2.5(a). Section 2.5(a) of the Business Combination Agreement is hereby amended and restated in its entirety as follows:

"The Parties agree that Continental will serve as an exchange agent (the "Exchange Agent") for the purpose of exchanging Certificates, if any, representing the Company Common Shares and each Company Share held in book-entry form on the stock transfer books of the Company immediately prior to the Effective Time, in either case, for the portion of the Transaction Share

Consideration issuable in respect of such Company Shares pursuant to Section 2.1(b)(vii) and on the terms and subject to the other conditions set forth in this Agreement (the "Exchange"). Dragoneer shall deliver to the Exchange Agent on or prior to the Closing a letter of instruction in form and substance reasonably satisfactory to the Company (the "Instruction Letter") directing the Exchange Agent to carry out the Exchange in accordance with the Instruction Letter and this Section 2.5."

3. Schedule 5.19. Section 5.19 of the Company Disclosure Schedules is hereby amended and restated in its entirety as follows:

"The Dragoneer Board shall reserve up to 15% of Dragoneer Shares outstanding as of the Effective Time for grant under the Dragoneer Incentive Equity Plan, plus the number of Dragoneer Shares issuable upon the exercise or conversion of the Company Options. The Dragoneer Shares reserved for issuance under the Dragoneer Incentive Equity Plan will automatically increase annually on the first day of each fiscal year beginning with the 2022 fiscal year in an amount equal to up to 5% of Dragoneer Shares outstanding on the last day of the immediately preceding fiscal year or such lesser amount as determined by the administrator of the Dragoneer Incentive Equity Plan."

4. Amended Agreement. Each reference to "this Agreement," "herein," "hereto," "hereof" and words of similar import set forth in the Business Combination Agreement and each reference to the Business Combination Agreement in any other agreement, document or other instrument shall, in each case, refer to the Business Combination Agreement as modified by this Amendment. Except as specifically set forth in this Amendment, the Business Combination Agreement shall remain unaltered and in full force and effect and the respective terms, conditions or covenants thereof are hereby in all respects confirmed.

5. Conflict. The Parties agree and acknowledge that to the extent any terms, conditions or provisions of this Amendment are in any way inconsistent with or in conflict with any term, condition or provision of the Business Combination Agreement, this Amendment shall govern and control.

6. General Provisions; Incorporation by Reference. Sections 8.2 through 8.5, Section 8.7, Section 8.10, Section 8.11 and Sections 8.13 through 8.18 of the Business Combination Agreement are hereby incorporated by reference into this Amendment *mutatis mutandis*.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the Parties have executed this Amendment as of the date first written above.

DRAGONEER GROWTH OPPORTUNITIES CORP.

By: /s/ Pat Robertson

Name: Pat Robertson

Title: Director, President and Chief Operating Officer

Signature Page – Amendment to Business Combination Agreement

CYPRESS HOLDINGS, INC.

By: /s/ Githesh Ramamurthy

Name: Githesh Ramamurthy

Title: Chief Executive Officer

Signature Page – Amendment to Business Combination Agreement