FORM 3

# **UNITED STATES SECURITIES AND EXCHANGE** COMMISSION

Washington, D.C. 20549

# OMB APPROVAL

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# INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 2. Date of Event 3. Issuer Name and Ticker or Trading Symbol 1. Name and Address of Reporting Person Requiring Statement (Month/Day/Year) HighCape Capital Acquisition Corp. [ CAPA ] Zuga Matt 09/03/2020 (Last) (First) (Middle) 4. Relationship of Reporting Person(s) to 5. If Amendment, Date of Original Filed (Month/Day/Year) Issuer C/O HIGHCAPE CAPITAL (Check all applicable) ACQUISITION CORP. Director X 10% Owner 6. Individual or Joint/Group Filing 452 FIFTH AVENUE, 21ST FLOOR Officer (give Other (specify (Check Applicable Line) title below) below) Form filed by One Reporting Person (Street) Form filed by More than One **NEW** Reporting Person NY 10018 **YORK** (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 3. Ownership 1. Title of Security (Instr. 4) 2 Amount of Securities 4. Nature of Indirect Beneficial Form: Direct Beneficially Owned (Instr. Ownership (Instr. 5) (D) or Indirect (I) (Instr. 5) **Table II - Derivative Securities Beneficially Owned** (e.g., puts, calls, warrants, options, convertible securities) 3. Title and Amount of Securities 1. Title of Derivative Security (Instr. 4) 2. Date Exercisable and 6. Nature of **Expiration Date Underlying Derivative Security** Conversion Ownership Indirect (Month/Day/Year) (Instr. 4) or Exercise Form: Beneficial Direct (D) Ownership (Instr. Price of Amount or Derivative or Indirect Expiration Date Number of Security (I) (Instr. 5) Title Exercisable Date Shares Class A Common  $D^{(2)}$ Class B Common Stock (1) (1)2,785,000 Stock

1. Name and Address	ess of Reporting	g Person <sup>*</sup>		
(Last)	(First)	(Middle)		
C/O HIGHCAF CORP.	PE CAPITAL	ACQUISITION		
452 FIFTH AV	ENUE, 21ST	FLOOR		
(Street) NEW YORK	NY	10018		
(City)	(State)	(Zip)		
1. Name and Address of Reporting Person* <u>HighCape Capital Acquisition LLC</u>				
(Last)	(First)	(Middle)		
C/O HIGHCAR CORP.	PE CAPITAL	ACQUISITION		
452 FIFTH AV	ENUE, 21ST	FLOOR		
(Street) NEW YORK	NY	10018		

(City)	(State)	(Zip)	
(City)	(State)	(Zip)	

## **Explanation of Responses:**

- 1. The shares of Class B common stock are convertible for shares of the Issuer's Class A common stock as described under the heading "Description of Securities" in the Issuer's Registration Statement on Form S-1 (File No. 333-240283) (the "Registration Statement") and have no expiration date. The shares of Class B common stock beneficially owned by the Reporting Persons include up to 375,000 shares of Class B common stock subject to forfeiture to the Issuer depending on the extent to which the underwriters' over-allotment option is exercised in connection with the Issuer's initial public offering of units, as described in the Registration Statement.
- 2. HighCape Capital Acquisition LLC is the record holder of the securities reported herein. Matt Zuga is the sole manager of HighCape Capital Acquisition LLC and has voting and investment discretion with respect to the securities held of record by HighCape Capital Acquisition LLC. Mr. Zuga disclaims any beneficial ownership of the securities held by HighCape Capital Acquisition LLC other than to the extent of any pecuniary interest they may have therein, directly or indirectly.

#### Remarks:

See Exhibit 99.1 - Joint Filer Information, which is incorporated herein by reference and describes in further detail the relationships of the Reporting Persons to the Issuer. See Exhibits 24.1 and 24.2 - Powers of Attorney.

/s/ Ami Shin, Attorney-in-

Fact for HighCape Capital 09/03/2020

Acquisition LLC

/s/ Ami Shin, Attorney-in-

09/03/2020

Fact for Matt Zuga

\*\* 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.

## **POWER OF ATTORNEY**

The undersigned constitutes and appoints Joel Rubinstein, Daniel Nussen, Adam Berkaw and Ami Shin, or any of them acting singly, as the undersigned's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead, to:

- 1. prepare, sign, and submit to the Securities and Exchange Commission (the "SEC") on its Electronic Data Gathering, Analysis, and Retrieval ("EDGAR") Filer Management website a Form ID application, including any amendments and exhibits thereto, and any other related documents as may be necessary or appropriate, to obtain from the SEC access codes to permit filing on the SEC's EDGAR system, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each act and thing requisite and necessary to be done as required by any rule or regulation of the SEC and the EDGAR Filer Manual as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof; and
- 2. sign any and all SEC statements of beneficial ownership of securities of HighCape Capital Acquisition Corp. (the "Company") on Schedule 13D as required under Section 13 and Forms 3, 4 and 5 as required under Section 16(a) of the Securities Exchange Act of 1934, as amended, and any amendments thereto, and to file the same with all exhibits thereto, and other documents in connection therewith, with the SEC, the Company and any stock exchange on which any of the Company's securities are listed, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each act and thing requisite and necessary to be done under said Section 13 and Section 16(a), as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof.

A copy of this power of attorney shall be filed with the SEC. The authorization set forth above shall continue in full force and effect until the undersigned revokes such authorization by written instructions to the attorneys-in-fact.

The authority granted hereby shall in no event be deemed to impose or create any duty on behalf of the attorneys-in-fact with respect to the undersigned's obligations to file a Form ID, Schedule 13Ds and Forms 3, 4 and 5 with the SEC.

Dated: July 17, 2020

HIGHCAPE CAPITAL ACQUISITION LLC

By: /s/ Matt Zuga

Name: Matt Zuga Title: Manager

# POWER OF ATTORNEY

The undersigned constitutes and appoints Joel Rubinstein, Daniel Nussen, Adam Berkaw and Ami Shin, or any of them acting singly, as the undersigned's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead, to:

- 1. prepare, sign, and submit to the Securities and Exchange Commission (the "SEC") on its Electronic Data Gathering, Analysis, and Retrieval ("EDGAR") Filer Management website a Form ID application, including any amendments and exhibits thereto, and any other related documents as may be necessary or appropriate, to obtain from the SEC access codes to permit filing on the SEC's EDGAR system, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each act and thing requisite and necessary to be done as required by any rule or regulation of the SEC and the EDGAR Filer Manual as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof; and
- 2. sign any and all SEC statements of beneficial ownership of securities of HighCape Capital Acquisition Corp. (the "Company") on Schedule 13D as required under Section 13 and Forms 3, 4 and 5 as required under Section 16(a) of the Securities Exchange Act of 1934, as amended, and any amendments thereto, and to file the same with all exhibits thereto, and other documents in connection therewith, with the SEC, the Company and any stock exchange on which any of the Company's securities are listed, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each act and thing requisite and necessary to be done under said Section 13 and Section 16(a), as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof.

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Dated: July 17, 2020

/s/ Matt Zuga Matt Zuga

# **Joint Filer Information**

Name of Joint Filer: HighCape Capital Acquisition LLC

Address of Joint Filer: c/o HighCape Capital Acquisition Corp.

452 Fifth Street, 21st Floor New York, New York 10018

Relationship of Joint Filer to Issuer: 10% Owner, Director by Deputization

Issuer Name and Ticker or Trading Symbol: HighCape Capital Acquisition Corp. [CAPA]

Date of Event Requiring Statement (Month/Day/Year): 09/03/2020

Name of Joint Filer: Matt Zuga

Address of Joint Filer: c/o HighCape Capital Acquisition Corp.

452 Fifth Street, 21st Floor New York,

New York 10018

Relationship of Joint Filer to Issuer: Chief Financial Officer, Chief Operating Officer and Director

Issuer Name and Ticker or Trading Symbol: HighCape Capital Acquisition Corp. [CAPA]

Date of Event Requiring Statement (Month/Day/Year): 09/03/2020