

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

**FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**BLACK RIDGE ACQUISITION CORP.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

6770  
(Primary Standard Industrial  
Classification Code Number)

82-1659427  
(I.R.S. Employer Identification  
Number)

c/o Black Ridge Oil & Gas, Inc.  
110 North 5th Street, Suite 410  
Minneapolis, Minnesota 55403  
(952) 426-1241

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Ken DeCubellis, Chief Executive Officer  
Black Ridge Acquisition Corp.  
c/o Black Ridge Oil & Gas, Inc.  
110 North 5th Street, Suite 410  
Minneapolis, Minnesota 55403  
(952) 426-1241

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

David Alan Miller, Esq.  
Jeffrey M. Gallant, Esq.  
Graubard Miller  
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405 Lexington Avenue  
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(212) 818-8800  
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Alan I. Annex, Esq.  
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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-220516

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company

(Do not check if a smaller reporting company)

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 7(a)(2)(B) of the Securities Act.

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**CALCULATION OF REGISTRATION FEE**

Title of each Class of Security being registered	Amount being Registered	Proposed Maximum Offering Price Per Security(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Units, each consisting of one share of Common Stock, \$.0001 par value, one Right and one Warrant (2)	2,300,000 Units	\$10.00	\$23,000,000	\$2,665.70
Shares of Common Stock included as part of the Units(2)	2,300,000 Shares	-----	-----	------(3)
Rights included as part of the Units(2)	2,300,000 Rights	-----	-----	------(3)
Warrants included as part of the Units(2)	2,300,000 Warrants	-----	-----	------(3)
Shares of Common Stock underlying the Rights included in the Units	230,000 Shares	-----	-----	------(3)
Units underlying Representative's Unit Purchase Option ("Representative's Units")	100,000 Units	\$11.50	\$1,150,000	\$133.29
Shares of Common Stock included as part of the Representative's Units	100,000 Shares	-----	-----	------(3)
Rights included as part of the Representative's Units	100,000 Rights	-----	-----	------(3)
Warrants included as part of the Representative's Units	100,000 Warrants	-----	-----	------(3)
Shares of Common Stock underlying the Rights included in the Representative's Units	10,000 Shares	-----	-----	------(3)
Total			\$24,150,000	\$3006.68

- (1) Estimated solely for the purpose of calculating the registration fee.
- (2) Includes 300,000 Units, 300,000 shares of Common Stock, 300,000 Rights and 300,000 Warrants underlying such Units which may be issued on exercise of a 45-day option granted to the Underwriters to cover over-allotments, if any.
- (3) No fee pursuant to Rule 457(g).

**THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE SECURITIES AND EXCHANGE COMMISSION IN ACCORDANCE WITH RULE 462(B) UNDER THE SECURITIES ACT OF 1933, AS AMENDED.**

### **Explanatory Note**

This Registration Statement on Form S-1 is being filed by Black Ridge Acquisition Corp., a Delaware corporation (the “Registrant”), pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction V to Form S-1. This Registration Statement relates to the Registrant’s Registration Statement on Form S-1, as amended (File No. 333-220516) (the “Prior Registration Statement”), initially filed by the Registrant on September 18, 2017 and declared effective by the Securities and Exchange Commission on October 4, 2017.

This Registration Statement covers the registration of (i) an additional 2,300,000 of the Registrant’s units, each consisting of one share of the Registrant’s common stock, \$0.0001 par value per share (“Common Stock”), one right (“Right(s)”) and one warrant (“Warrant(s)”), including 300,000 units that may be purchased by the underwriters to cover over-allotments, if any; (ii) an additional 230,000 of the Registrant’s shares of Common Stock underlying the above-referenced Rights; (iii) 100,000 of the Registrant’s units (“Representative’s Units”) underlying the Representative’s Unit Purchase Option, each consisting of one share of the Registrant’s Common Stock, one Right and one Warrant; and (iv) an additional 10,000 of the Registrant’s shares of Common Stock underlying the Rights included in the Representative’s Units.

The required opinions of counsel and related consents and accountant’s consent are attached hereto and filed herewith. Pursuant to Rule 462(b), the contents of the Prior Registration Statement, including the exhibits thereto, are incorporated by reference into this Registration Statement.

### **CERTIFICATION**

The Registrant hereby certifies to the Securities and Exchange Commission that (1) it has instructed its bank to pay the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission’s account at U.S. Bank as soon as practicable (but no later than the close of business as of October 5, 2017), (2) it will not revoke such instructions, (3) it has sufficient funds in the relevant account to cover the amount of such filing fee and (4) it will confirm receipt of such instructions by its bank during regular business hours no later than October 5, 2017.

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## PART II

### INFORMATION NOT REQUIRED IN PROSPECTUS

#### Item 16. Exhibits and Financial Statement Schedules.

All exhibits filed with or incorporated by reference in Registration Statement No. 333-220516 are incorporated by reference into, and shall be deemed to be part of, this Registration Statement, except for the following, which are filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">5.1</a>	<a href="#">Opinion of Graubard Miller.</a>
<a href="#">23</a>	<a href="#">Consent of Marcum LLP.</a>
23.2	Consent of Graubard Miller (included in Exhibit 5.1).
24	Power of Attorney (included on signature page).

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis, State of Minnesota, on the 4<sup>th</sup> day of October, 2017.

### BLACK RIDGE ACQUISITION CORP.

By: /s/ Ken DeCubellis  
Name: Ken DeCubellis  
Title: Chief Executive Officer

### POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Ken DeCubellis, Michael Eisele and James Moe his true and lawful attorney-in-fact, with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacities to sign any and all amendments including post-effective amendments to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact or his substitute, each acting alone, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Position</u>	<u>Date</u>
<u>/s/ Ken DeCubellis</u> Ken DeCubellis	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	October 4, 2017
<u>/s/ James Moe</u> James Moe	Chief Financial Officer (Principal Financial and Accounting Officer)	October 4, 2017
<u>/s/ Bradley Berman</u> Bradley Berman	Director	October 4, 2017
<u>/s/ Benjamin Oehler</u> Benjamin Oehler	Director	October 4, 2017
<u>/s/ Joseph Lahti</u> Joseph Lahti	Director	October 4, 2017
<u>/s/ Lyle Berman</u> Lyle Berman	Director	October 4, 2017

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GRAUBARD MILLER  
THE CHRYSLER BUILDING  
405 LEXINGTON AVENUE  
NEW YORK, NEW YORK 10174

October 4, 2017

Black Ridge Acquisition Corp.  
c/o Black Ridge Oil & Gas, Inc.  
110 North 5th Street, Suite 410  
Minneapolis, Minnesota 55403

Dear Sirs:

We have acted as counsel to Black Ridge Acquisition Corp., a Delaware corporation (the “**Company**”), in connection with the registration by the Company with the United States Securities and Exchange Commission of (i) up to 2,300,000 units of the Company, including the underwriters’ over-allotment option (collectively the “**Public Units**”), with each Unit consisting of one share of common stock, par value \$0.0001 per share (the “**Common Stock**”), of the Company, one right (“**Public Right**”) entitling the holder to receive one-tenth of one share of Common Stock (“**Public Right Share**”) and one warrant of the Company to purchase one share of Common Stock (“**Public Warrant**”), (ii) an option (the “**Purchase Option**”) to purchase up to 100,000 units (“**Purchase Option Units**”), which the Company will grant to EarlyBirdCapital, Inc., as representative of the underwriters (the “**Representative**”), and its designees, with each Purchase Option Unit consisting of one share of Common Stock (“**Purchase Option Share**”), one right (“**Purchase Option Right**”) entitling the holder to receive one-tenth of one share of Common Stock (“**Purchase Option Right Share**”) and one warrant of the Company to purchase one share of Common Stock (“**Purchase Option Warrant**”), pursuant to a Registration Statement on Form S-1 initially filed by the Company with the Commission on September 18, 2017 and declared effective by the Commission on October 4, 2017 (as amended, the “**Registration Statement**”).

We have examined such documents and considered such legal matters as we have deemed necessary and relevant as the basis for the opinion set forth below. With respect to such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as reproduced or certified copies, and the authenticity of the originals of those latter documents. As to questions of fact material to this opinion, we have, to the extent deemed appropriate, relied upon certain representations of certain officers and employees of the Company.

Based upon the foregoing, we are of the opinion that:

Based upon the foregoing, we are of the opinion that:

**1. Public Units.** When the Registration Statement becomes effective under the Securities Act of 1933, as amended (the “**Act**”) and when the offering is completed as contemplated by the Registration Statement, the Public Units will constitute the legal, valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, except: (a) as such enforceability may be limited by bankruptcy, insolvency, reorganization or similar laws affecting creditors’ rights generally and by general equitable principles (regardless of whether enforceability is considered in a proceeding in equity or at law); (b) as enforceability of any indemnification or contribution provision may be limited under the Federal and state securities laws, and (c) that the remedy of specific performance and injunctive and other forms of equitable relief may be subject to the equitable defenses and to the discretion of the court before which any proceeding therefor may be brought.

**2. Common Stock.** When the Registration Statement becomes effective under the Act and when the offering is completed as contemplated by the Registration Statement, the shares of Common Stock underlying the Public Units will be validly issued, fully paid and non-assessable.

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3. **Public Rights.** When the Registration Statement becomes effective under the Act, when the offering is completed as contemplated by the Registration Statement, and assuming the due authorization, execution and delivery of the Public Rights by the Company, the Public Rights included in the Units will constitute the legal, valid and binding obligations of the Company, enforceable against the Company in accordance with their terms except: (a) as such enforceability may be limited by bankruptcy, insolvency, reorganization or similar laws affecting creditors' rights generally and by general equitable principles (regardless of whether enforceability is considered in a proceeding in equity or at law); (b) as enforceability of any indemnification or contribution provision may be limited under the Federal and state securities laws, and (c) that the remedy of specific performance and injunctive and other forms of equitable relief may be subject to the equitable defenses and to the discretion of the court before which any proceeding therefor may be brought.

4. **Public Rights Shares.** When the Registration Statement becomes effective under the Act and when the Public Rights Shares have been issued and delivered upon the consummation of an initial business combination in accordance with the terms of the Public Rights and the Rights Agreement, as contemplated by the Registration Statement, the Public Rights Shares will be validly issued, fully paid and non-assessable.

5. **Public Warrants.** When the Registration Statement becomes effective under the Act, when the offering is completed as contemplated by the Registration Statement, and assuming the due authorization, execution and delivery of the Public Warrants by the Company, the Public Warrants included in the Public Units will constitute the legal, valid and binding obligations of the Company, enforceable against the Company in accordance with their terms except: (a) as such enforceability may be limited by bankruptcy, insolvency, reorganization or similar laws affecting creditors' rights generally and by general equitable principles (regardless of whether enforceability is considered in a proceeding in equity or at law); (b) as enforceability of any indemnification or contribution provision may be limited under the Federal and state securities laws, and (c) that the remedy of specific performance and injunctive and other forms of equitable relief may be subject to the equitable defenses and to the discretion of the court before which any proceeding therefor may be brought.

6. **Purchase Option.** When the Registration Statement becomes effective under the Act, when the Purchase Option is delivered to and paid for by the Representative in accordance with the terms of the Purchase Option, and assuming the due authorization, execution and delivery of the Purchase Option by the Company, the Purchase Option will constitute the legal, valid and binding obligations of the Company, enforceable against the Company in accordance with their terms except: (a) as such enforceability may be limited by bankruptcy, insolvency, reorganization or similar laws affecting creditors' rights generally and by general equitable principles (regardless of whether enforceability is considered in a proceeding in equity or at law); (b) as enforceability of any indemnification or contribution provision may be limited under the Federal and state securities laws, and (c) that the remedy of specific performance and injunctive and other forms of equitable relief may be subject to the equitable defenses and to the discretion of the court before which any proceeding therefor may be brought.

7. **Purchase Option Units.** When the Registration Statement becomes effective under the Act, when the Purchase Option Units are delivered to and paid for by the Representative in accordance with the terms of the Purchase Option, the Purchase Option Units will constitute the legal, valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, except: (a) as such enforceability may be limited by bankruptcy, insolvency, reorganization or similar laws affecting creditors' rights generally and by general equitable principles (regardless of whether enforceability is considered in a proceeding in equity or at law); (b) as enforceability of any indemnification or contribution provision may be limited under the Federal and state securities laws, and (c) that the remedy of specific performance and injunctive and other forms of equitable relief may be subject to the equitable defenses and to the discretion of the court before which any proceeding therefor may be brought.

8. **Purchase Option Shares.** When the Registration Statement becomes effective under the Act and when the Purchase Option Units are delivered to and paid for by the Representative in accordance with the terms of the Purchase Option, the Representative Shares will be validly issued, fully paid and non-assessable.

9. **Purchase Option Rights.** When the Registration Statement becomes effective under the Act, when the Purchase Option Units are delivered to and paid for by the Representative in accordance with the terms of the Purchase Option, and assuming the due authorization, execution and delivery of the Purchase Option Rights by the Company, the Purchase Option Rights included in the Purchase Option Units will constitute the legal, valid and binding obligations of the Company, enforceable against the Company in accordance with their terms except: (a) as such enforceability may be limited by bankruptcy, insolvency, reorganization or similar laws affecting creditors' rights generally and by general equitable principles (regardless of whether enforceability is considered in a proceeding in equity or at law); (b) as enforceability of any indemnification or contribution provision may be limited under the Federal and state securities laws, and (c) that the remedy of specific performance and injunctive and other forms of equitable relief may be subject to the equitable defenses and to the discretion of the court before which any proceeding therefor may be brought.

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**10. Purchase Option Rights Shares.** When the Registration Statement becomes effective under the Act and when the Purchase Option Rights Shares have been issued and delivered upon the consummation of an initial business combination in accordance with the Purchase Option Rights, the Rights Agreement and the Purchase Option, as contemplated by the Registration Statement, and assuming the due authorization, execution and delivery of the Purchase Option Rights by the Company, the Purchase Option Rights Shares will be validly issued, fully paid and non-assessable.

**11. Purchase Option Warrants.** When the Registration Statement becomes effective under the Act, when the Purchase Option Units are delivered to and paid for by the Representative in accordance with the terms of the Purchase Option, and assuming the due authorization, execution and delivery of the Purchase Option Warrants by the Company, the Purchase Option Warrants included in the Purchase Option Units will constitute the legal, valid and binding obligations of the Company, enforceable against the Company in accordance with their terms except: (a) as such enforceability may be limited by bankruptcy, insolvency, reorganization or similar laws affecting creditors' rights generally and by general equitable principles (regardless of whether enforceability is considered in a proceeding in equity or at law); (b) as enforceability of any indemnification or contribution provision may be limited under the Federal and state securities laws, and (c) that the remedy of specific performance and injunctive and other forms of equitable relief may be subject to the equitable defenses and to the discretion of the court before which any proceeding therefor may be brought.

We are opining solely on all applicable statutory provisions of Delaware corporate law, including the rules and regulations underlying those provisions, all applicable provisions of the Delaware Constitution, all applicable judicial and regulatory determinations in connection therewith and, as to the Rights and the Warrants constituting legally binding obligations of the Company, solely with respect to the laws of the State of New York. Our opinion is based on these laws as in effect on the date hereof and as of the effective date of the Registration Statement, and we assume no obligation to revise or supplement this opinion after the effective date of the Registration Statement should the law be changed by legislative action, judicial decision, or otherwise. We express no opinion as to whether the laws of any other jurisdiction are applicable to the subject matter hereof. We are not rendering any opinion as to compliance with any other Federal or state law, rule or regulation relating to securities, or to the sale or issuance thereof.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement, to the use of our name as your counsel and to all references made to us in the Registration Statement and in the prospectus forming a part thereof. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations promulgated thereunder.

Very truly yours,

/s/ Graubard Miller

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INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Black Ridge Acquisition Corp. (the "Company") on Form S-1, of our report dated June 9, 2017, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, with respect to our audit of the financial statements of Black Ridge Acquisition Corp. as of May 31, 2017 and for the period from May 9, 2017 (inception) through May 31, 2017, appearing in Amendment No. 2 to the Registration Statement of Black Ridge Acquisition Corp. on Form S-1, File No. 333-220516.

/s/ Marcum llp

Marcum llp  
New York, NY  
October 4, 2017

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