

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

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

**INSURANCE ACQUISITION CORP.**  
(Exact name of registrant as specified in its charter)

**Delaware**

**6770**

**82-5325852**

(State or other jurisdiction of  
incorporation or organization)

(Primary Standard Industrial  
Classification Code Number)

(I.R.S. Employer  
Identification No.)

2929 Arch Street, Suite 1703  
Philadelphia, PA 19104-2870  
(215) 701-9555

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

**John M. Butler**  
President and Chief Executive Officer  
Insurance Acquisition Corp.  
2929 Arch Street, Suite 1703  
Philadelphia, PA 19104-2870  
(215) 701-9555

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

*Copies to:*

**Mark E. Rosenstein**  
**Derick Kauffman**  
Ledgewood  
2001 Market Street, Suite 3400  
Philadelphia, PA 19103  
(215) 731-9450  
(215) 735-2513 — Facsimile

**Douglas S. Ellenoff, Esq.**  
**Stuart Neuhauser, Esq.**  
Ellenoff Grossman & Schole LLP  
1345 Avenue of the Americas, 11<sup>th</sup> Floor  
New York, New York 10105  
(212) 370-1300  
(212) 370-7889 — Facsimile

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.  333-229741

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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging Growth company	<input checked="" type="checkbox"/>

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of securities to be registered</b>	<b>Amount to be Registered</b>	<b>Proposed maximum offering price per share<sup>(1)</sup></b>	<b>Proposed maximum aggregate offering price<sup>(1)</sup></b>	<b>Amount of registration fee</b>
Units, each consisting of one share of Class A Common Stock, \$.0001 par value, and one-half of one Warrant <sup>(2)(3)</sup>	115,000 Units	\$ 10.00	\$ 1,150,000	\$ 140
Shares of Class A Common Stock included as part of the Units <sup>(2)(3)</sup>	115,000 Shares	-	-	-(4)
Warrants included as part of the Units <sup>(2)(3)</sup>	57,500 Warrants	-	-	-(4)
<b>Total</b>		<u>          </u>	<u>\$ 1,150,000</u>	<u>\$ 140<sup>(5)</sup></u>

(1) Estimated solely for the purpose of calculating the registration fee.

(2) Represents only the additional number of securities being registered. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-229741).

(3) Pursuant to Rule 416, there are also being registered an indeterminable number of additional securities as may be issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(4) No fee pursuant to Rule 457(g).

(5) The Registrant previously registered securities having a proposed maximum aggregate offering price of \$149,500,000 on its Registration Statement on Form S-1, as amended (File No. 333-229741), which was declared effective by the Securities and Exchange Commission on March 19, 2019. In accordance with Rule 462(b) under the Securities Act, an additional number of securities having a proposed maximum offering price of \$1,150,000 is hereby registered, which includes securities issuable upon the exercise of the underwriters' over-allotment option.

**The 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 with respect to the registration of 115,000 additional units of Insurance 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. Each unit consists of one share of Class A common stock and one-half of one warrant. Each whole warrant entitles the holder to purchase one whole share of Class A common stock at a price of \$11.50 per share, subject to adjustments, and only whole warrants are exercisable. This Registration Statement relates to the Registrant’s Registration Statement on Form S-1, as amended (File No. 333-229741) (the “Prior Registration Statement”), initially filed by the Registrant on February 19, 2019 and declared effective by the Securities and Exchange Commission on March 19, 2019. The required opinions of counsel and related consents and independent registered public accounting firm’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 March 20, 2019), (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 March 20, 2019.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

(a) *Exhibits.* All exhibits filed with or incorporated by reference in the Registration Statement on Form S-1 (SEC File No. 333-229741) are incorporated by reference into, and shall be deemed a part of, this Registration Statement, and the following additional exhibits are filed herewith, as part of this Registration Statement:

<b>Exhibit No.</b>	<b>Description</b>
5.1	<a href="#">Opinion of Ledgewood, P.C.</a>
23.1	<a href="#">Consent of Grant Thornton LLP.</a>
23.2	<a href="#">Consent of Ledgewood, P.C. (included in Exhibit 5.1).</a>
24.1	<a href="#">Powers of Attorney (included in signature page to the Registrant's Prior Registration Statement (File No. 333-229741) filed on February 19, 2019.</a>

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Philadelphia, Commonwealth of Pennsylvania on this 19<sup>th</sup> day of March, 2019.

### INSURANCE ACQUISITION CORP.

By: /s/ John M. Butler  
Name: John M. Butler  
Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Name</u>	<u>Position</u>	<u>Date</u>
<u>/s/ John M. Butler</u> John M. Butler	President and Chief Executive Officer (Principal Executive Officer)	March 19, 2019
* <u>Paul Vernhes</u>	Chief Financial Officer (Principal Financial Officer)	March 19, 2019
<u>/s/ Joseph W. Pooler, Jr.</u> Joseph W. Pooler, Jr.	Chief Accounting Officer (Principal Accounting Officer)	March 19, 2019
* <u>Daniel G. Cohen</u>	Chairman of the Board of Directors	March 19, 2019
* <u>John C. Chrystal</u>	Director	March 19, 2019
* <u>Stephanie Gould Rabin</u>	Director	March 19, 2019
* <u>Sasson Posner</u>	Director	March 19, 2019
* <u>Joseph M. Scheerer</u>	Director	March 19, 2019
* By: <u>/s/ Joseph W. Pooler, Jr.</u> Joseph W. Pooler, Jr., Attorney-in-fact		

**LEDGEWOOD PC**  
**Two Commerce Square**  
**2001 Market Street, Suite 3400**  
**Philadelphia, PA 19103**

March 19, 2019

Insurance Acquisition Corp.  
2929 Arch Street, Suite 1703  
Philadelphia, PA 19104-2870

Ladies and Gentlemen:

We have acted as counsel to Insurance Acquisition Corp. (the "Company"), a Delaware corporation, in connection with its filing with the Securities and Exchange Commission (the "Commission") of a registration statement on Form S-1 (the "462(b) Registration Statement") for the purpose of registering with the Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), the sale by the Company of (i) 100,000 units of the Company ("Units"), with each Unit consisting of one share of the Company's Class A common stock, \$0.0001 par value per share ("Common Stock"), and one-half of one warrant to purchase one share of Common Stock (each, a "Warrant"), (ii) up to 15,000 Units (the "Over-Allotment Units") that the Underwriters will have a right to purchase from the Company to cover over-allotments, if any, and (iii) the shares of Common Stock and Warrants issued as part of the Units and the Over-Allotment Units. The 462(b) Registration Statement relates to the Company's Registration Statement on Form S-1, as amended (File No. 333-229741) (the "Registration Statement"), initially filed by the Company on February 19, 2019 and declared effective by the Commission on March 19, 2019. In connection therewith, our opinion has been requested as to certain matters referred to below.

As the basis for the opinions hereinafter expressed, we have examined such statutes, including the Delaware General Corporation Law, as amended (the "DGCL"), regulations, corporate records and documents, including (a) the Certificate of Incorporation and Bylaws of the Company, each as amended through the date hereof; (b) certificates of corporate and public officials; (c) the form of Underwriting Agreement (the "Underwriting Agreement") proposed to be entered into by and among Cantor Fitzgerald & Co., as representative of the several Underwriters named therein (the "Underwriters"), relating to the sale by the Company to the Underwriters of the Units, filed as Exhibit 1.1 to the Registration Statement; (d) other agreements and forms of agreements of the Company; (e) the Registration Statement and the 462(b) Registration Statement; and (f) other instruments and documents as we have deemed necessary or advisable for the purposes of this opinion.

In making our examination, we have assumed and not verified (i) the genuineness of all signatures on documents examined by us, (ii) the legal capacity of all natural persons, (iii) the authenticity of all documents submitted to us as originals and (iv) the conformity with the original documents of all documents submitted to us as certified, conformed or photostatic copies. We have also assumed that all Units will be issued and sold in the manner described in the Underwriting Agreement.

Based upon the foregoing, and subject to the limitations, qualifications, exceptions and assumptions set forth herein, and having due regard for such legal considerations as we deem relevant, we are of the opinion that:

1. When issued, sold and paid for as described in the Underwriting Agreement, the Units, Over-Allotment Units and the Common Stock and Warrants included in the Units and Over-Allotment Units will be validly issued, fully paid and non-assessable.
2. When the Warrants included in the Units are issued, sold and paid for as described in the Registration Statement, such Warrants will be legally binding obligations of the Company enforceable 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.

The opinions expressed above are limited to the federal laws of the United States of America and the DGCL (including the applicable provisions of the Delaware Constitution and reported judicial decisions interpreting those laws) as in effect and existing on the date hereof and, as to 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. No opinion is expressed with respect to the laws of any other jurisdiction or to the application of any such laws.

We hereby consent to the reference to our firm under the heading "Legal Matters" in the prospectus forming part of the Registration Statement. We also hereby consent to the filing of this opinion with the Commission as an exhibit to the 462(b) Registration Statement. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Ledgewood

LEDGEWOOD,  
a professional corporation

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our report dated January 31, 2019, with respect to the financial statements of Insurance Acquisition Corp. contained in the Registration Statement on Form S-1 (File No. 333-229741), which is incorporated by reference in this Registration Statement on Form S-1MEF. We consent to the incorporation by reference of the aforementioned report in this Registration Statement, and to the use of our name as it appears under the caption "Experts" in the prospectus incorporated by reference in this Registration Statement.

/s/ GRANT THORNTON LLP

Philadelphia, Pennsylvania

March 19, 2019