

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

AMENDMENT NO. 1 ON  
FORM S-1/A  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

**BCTG 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)

**85-1195036**

(I.R.S. Employer  
Identification Number)

**11682 El Camino Real, Suite 320  
San Diego, CA 92130  
(858) 400-3112**

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

**Aaron I. Davis  
Chief Executive Officer  
11682 El Camino Real, Suite 320  
San Diego, CA 92130  
(858) 400-3112**

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

*Copies to:*

**Mitchell S. Nussbaum  
Giovanni Caruso  
Loeb & Loeb LLP  
345 Park Avenue  
New York, New York 10154  
(212) 407-4000  
(212) 407-4990 — Facsimile**

**Christian O. Nagler  
Kirkland & Ellis LLP  
601 Lexington Avenue  
New York, New York 10022  
(212) 446-4660  
(212) 446-4900 — Facsimile**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this offering.

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.

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, or a smaller reporting 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"/>

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.

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Security being registered</b>	<b>Amount Being Registered</b>	<b>Proposed Maximum Offering Price per Security<sup>(1)</sup></b>	<b>Proposed Maximum Aggregate Offering Price<sup>(1)(2)</sup></b>	<b>Amount of Registration Fee</b>
Common stock, \$0.0001 par value <sup>(2)</sup>	2,300,000	\$10.00	\$23,000,000	\$2,985.40

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended.

(2) Includes the aggregate of 2,000,000 shares to be issued to public stockholders in the public offering, and 300,000 shares which may be issued upon exercise of a 45-day option granted to the Underwriter to cover over-allotments, if any.

**This Registration Statement shall become effective upon filing with the SEC in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

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## EXPLANATORY NOTE

This registration statement is being filed pursuant to Rule 462(b) as promulgated under the Securities Act of 1933, as amended. BCTG Acquisition Corp. (the "Registrant") hereby incorporates by reference into this registration statement the contents of the Registration Statement on Form S-1 (Registration No. 333- 240237), including the exhibits thereto, which was declared effective by the Securities and Exchange Commission on September 2, 2020 (the "Prior Registration Statement"). This registration statement is being filed solely to increase the number of units being offered in the public offering. The required opinion of counsel and related consent and accountant's consent are attached hereto and filed herewith.

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**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

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

All exhibits filed or incorporated by reference in the registrant's Registration Statement on Form S-1, as amended (File No. 333-240237), are incorporated by reference into, and shall be deemed to be part of, this Registration Statement, except for the following, which are filed herewith:

- (a) The following exhibits are filed as part of this Registration Statement:

<b>Exhibit No.</b>	<b>Description</b>
5.1	<a href="#">Opinion of Loeb &amp; Loeb LLP.</a>
23.1	<a href="#">Consent of WithumSmith+Brown, PC</a>
23.2	<a href="#">Consent of Loeb &amp; Loeb LLP (included in Exhibit 5.1).</a>

## 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 New York, on the 2nd day of September, 2020.

### BCTG ACQUISITION CORP.

By: /s/ Aaron I. Davis

Name: Aaron I. Davis

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to the 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/ Aaron I. Davis</u> Aaron I. Davis	Chairman and Chief Executive Officer (Principal executive officer) and Director	September 2, 2020
<u>/s/ Michael Beauchamp</u> Michael Beauchamp	Chief Financial Officer (Principal financial and accounting officer)	September 2, 2020
<u>/s/ Christopher Fuglesang</u> Christopher Fuglesang	President and Director	September 2, 2020
<u>/s/ Carole L. Nuechterlein</u> Carole L. Nuechterlein	Director	September 2, 2020
<u>/s/ Richard Heyman</u> Richard Heyman	Director	September 2, 2020
<u>/s/ Charles M. Baum</u> Charles M. Baum	Director	September 2, 2020
<u>/s/ Jamie G. Christensen</u> Jamie G. Christensen	Director	September 2, 2020

**LOEB & LOEB LLP**345 Park Avenue  
New York, NY 10154-1895**Main** 212.407.4000  
**Fax** 212.407.4990

September 2, 2020

BCTG Acquisition Corp.  
11682 El Camino Real, Suite 320  
San Diego, CA 92130

Re: BCTG Acquisition Corp.

Ladies and Gentlemen:

We have acted as counsel to BCTG Acquisition Corp., a Delaware corporation (the “**Company**”), in connection with its filing of the Registration Statement on Form S-1 (the “**Registration Statement**”) under the Securities Act of 1933, as amended (the “**Act**”), with the Securities and Exchange Commission. The Registration Statement relates to an underwritten public offering and sale of (i) 2,000,000 shares (each a “**Share**”) of the Company’s common stock, par value \$.0001 per share (the “**Common Stock**”), and (ii) up to 300,000 Shares (the “**Over-Allotment Shares**”) for which the underwriters have been granted an over-allotment option.

In connection with this opinion letter, we have examined the Registration Statement and originals, or copies certified or otherwise identified to our satisfaction of the Company’s Amended and Restated Certificate of Incorporation and Bylaws, and such other documents, records and instruments as we have deemed appropriate for purposes of the opinion set forth herein. We have, to the extent deemed appropriate, relied upon certain representations of certain officers of the Company, as to questions of fact material to this opinion.

We have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of the documents submitted to us as originals, the conformity with the originals of all documents submitted to us as certified, facsimile, or photostatic copies and the authenticity of the originals of all documents submitted to us as copies.

Based upon the foregoing, we are of the opinion that the Shares and Over-Allotment Shares have been duly authorized by the Company and, when issued and sold by the Company and delivered by the Company against receipt of the purchase price therefor, in the manner contemplated by the Registration Statement, will be validly issued, fully paid and non-assessable.

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 Constitution of the State of Delaware and all applicable judicial and regulatory determinations. No opinion is expressed herein as to compliance with or the effect of federal or state securities or blue sky laws.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement, to the use of our name as your U.S. 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/ Loeb & Loeb LLP  
Loeb & Loeb LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1, of our report dated July 30, 2020, relating to the balance sheet of BCTG Acquisition Corp. as of June 30, 2020, and the related statements of operations, changes in stockholder's equity and cash flows for the period from May 21, 2020 (inception) through June 30, 2020, appearing in the Registration Statement on Form S-1, File No. 333-240237.

/s/ WithumSmith+Brown, PC

New York, New York  
September 2, 2020