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

**FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION  
12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE  
REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number 001-38859

**REPLAY ACQUISITION CORP.**

(Exact name of registrant as specified in its charter)

767 Fifth Avenue  
46<sup>th</sup> Floor  
New York, New York  
(212) 891-2700

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

**Units, each consisting of one Ordinary Share and one-half of one Warrant  
Ordinary Shares, par value \$0.001 per share  
Warrants, each whole warrant exercisable for one Ordinary Share at an exercise price of \$11.50**

(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	<input checked="" type="checkbox"/>
Rule 12g-4(a)(2)	<input type="checkbox"/>
Rule 12h-3(b)(1)(i)	<input checked="" type="checkbox"/>
Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 15d-6	<input type="checkbox"/>

Approximate number of holders of record as of the certification or notice date:

Units: 1  
Ordinary Shares: 6  
Warrants: 2

Pursuant to the requirements of the Securities Exchange Act of 1934, Replay Acquisition Corp. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: April 1, 2021

By: /s/ Edmond Safra

Name: Edmond Safra

Title: Co-Chief Executive Officer