

# FORM 4

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

OMB APPROVAL	
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## STATEMENT OF CHANGES IN 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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>WERTHEIN GREGORIO</b>		2. Issuer Name and Ticker or Trading Symbol <b>Replay Acquisition Corp. [RPLA]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ X 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Co-Chief Executive Officer</b>	
(Last) (First) (Middle) <b>C/O REPLAY ACQUISITION CORP., 767 FIFTH AVENUE, 46TH FLOOR</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>04/08/2019</b>			
(Street) <b>NEW YORK, NY 10153</b>		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person _____ Form filed by More than One Reporting Person	
(City) (State) (Zip)					

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	04/08/2019		P		500,000	A	(1)	500,000	D	
Ordinary Shares								7,097,500	I	See footnote (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Warrant	\$ 11.50	04/08/2019		P		250,000		(3)	(4)	Ordinary Shares	250,000	(1)	250,000	D	
Warrant	\$ 11.50	04/08/2019		P		7,750,000		(3)	(4)	Ordinary Shares	7,750,000	\$ 1	7,750,000	I	See footnote (2)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WERTHEIN GREGORIO C/O REPLAY ACQUISITION CORP. 767 FIFTH AVENUE, 46TH FLOOR NEW YORK, NY 10153		X	Co-Chief Executive Officer	

## Signatures

/s/ Alan I. Annex, Attorney-in-Fact	04/10/2019
**Signature of Reporting Person	Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(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).

- (1) In connection with the Issuer's initial public offering, Gregorio Werthein acquired, at a price of \$10.00 per unit, 500,000 units for an aggregate purchase price of \$5,000,000. Each unit consists of one ordinary share and one-half of one warrant.
- (2) The securities are held directly by Replay Sponsor, LLC (the "Sponsor") and indirectly by Edmond Safra and Mr. Werthein as managers of the Sponsor. Each of Messrs. Safra and Werthein disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (3) The warrants will become exercisable on the later of 30 days after the completion of the Issuer's initial business combination or April 8, 2020.
- (4) The warrants expire five years after the completion of the Issuer's initial business combination or earlier upon redemption or liquidation.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.