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

FORM 10-K/A
(Amendment No. 1)

(Mark One)

[X] **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2020

[ ] **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

AST SPACEMOBILE, INC.
(Exact name of registrant as specified in its charter)

Delaware	**001-39040**	**84-2027232**
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification Number)

Midland Intl. Air & Space Port **2901 Enterprise Lane** **Midland, Texas**	**79706**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (432) 276-3966
New Providence Acquisition Corp.
10900 Research Blvd
Ste 160C PMB 1081
Austin, TX 78759

(Former name or former address, if changed since last report)
Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class:	**Trading Symbol:**	**Name of Each Exchange on Which Registered:**
Class A common stock, par value $0.0001 per share	ASTS	The Nasdaq Stock Market LLC
Warrants exercisable for one share of Class A common stock at an exercise price of $11.50	ASTSW	The Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes [ ] No [X]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes [ ] No [X]

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes [X] No [ ]

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 definition of "large accelerated filer," "accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	[ ]	Accelerated filer	[ ]
Non-accelerated filer	[X]	Smaller reporting company	[X]
		Emerging growth company	[X]

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 13(a) of the Exchange Act. [ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes [X] No [ ]

As of June 30, 2020, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the common stock outstanding, other than shares held by persons who may be deemed affiliates of the registrant, computed by reference to the closing sales price for the shares of common stock as reported on the The Nasdaq Capital Market ("NASDAQ"), was approximately $232 million (based on the closing sales price of the Class A common stock on June 30, 2020 of $10.08).

As of February 26, 2021, 23,000,000 shares of Class A common stock, par value $0.0001, and 5,750,000 shares of Class B common stock, par value $0.0001, were issued and outstanding.

Documents Incorporated by Reference: None.

Explanatory Note

AST SpaceMobile, Inc., formerly known as New Providence Acquisition Corp. (the "Company," "we," "our" or "us"), is filing this Amendment No. 1 (this "Amendment") to amend our Annual Report on Form 10-K for the year ended December 31, 2020, originally filed with the Securities and Exchange Commission (the "SEC"), on March 1, 2021, (the "Original Filing" and, as amended by this Amendment, this "Report"), to restate our financial statements and related footnote disclosures as of December 31, 2020 and 2019 and for year ended December 31, 2020 and for the period from May 28, 2019 (inception) through December 31, 2019, and the interim periods ended September 30, 2020 and 2019, March 31, 2020, and June 30, 2020, as well as the financial statements as of September 13, 2019 (collectively "Affected Periods").

Background of Restatement

On April 12, 2021, the Acting Chief Accountant and Acting Director of the Division of Corporation Finance of the SEC issued a Staff Statement on Accounting and Reporting Considerations for Warrants Issued by Special Purpose Acquisition Companies ("SPACs") (the "SEC Staff Statement"). The SEC Staff Statement sets forth the conclusion of the SEC's Office of the Chief Accountant that certain provisions included in the warrant agreements entered into by many special purpose acquisition companies require such warrants to be accounted for as liabilities measured at fair value, rather than as equity securities, with changes in fair value during each financial reporting period reported in earnings. In light of the new SEC Staff Statement, on April 12, 2021, the Company's Chief Executive Officer (the "Principal Executive Officer") and Chief Financial Officer (the "Principal Financial Officer") reviewed the warrant agreements governing the Company's outstanding warrants, and, after discussion with management and the Company's independent registered public accounting firm, Marcum LLP ("Marcum"), determined that the following financial statements previously filed with the SEC should no longer be relied upon: (1) the financial statements included in the Original Report, and; (2) the condensed financial statements included in our Quarterly Reports for the Affected Periods. Similarly, the related press releases, the Report of Independent Registered Public Accounting Firm on the financial statements as of December 31, 2020 and 2019, for the year ended December 31, 2020 and the stockholder communications describing the relevant portions of our financial statements for these periods that need to be restated should no longer be relied upon.

As discussed in further detail below and in Note 2 — Restatement of Financial Statements to the accompanying financial statements, the restatement is the result of a misapplication of the guidance on accounting for our outstanding warrants, which was brought to light by the SEC Staff Statement. Based on Accounting Standards Codification ("ASC") 815-40, Contracts in Entity's Own Equity ("ASC 815-40"), warrant instruments that do not meet the criteria to be considered indexed to an entity's own stock or that provide for net cash settlement that is outside of the control of the entity in which not all of the holders of the shares underlying the contract also would receive cash shall be initially classified as derivative liabilities at their estimated fair values, regardless of the likelihood that such instruments will ever be settled in cash. In periods subsequent to issuance, changes in the estimated fair value of the derivative instruments should be reported in the statement of operations. We evaluated the impact of this misapplication on the financial statements listed above and concluded that the impact was material to those financial statements from a quantitative standpoint. Consequently, we have restated the financial statements identified above. All amounts in this Report affected by the restatement adjustments reflect such amounts as restated.

On September 13, 2019, we consummated an initial public offering (the "IPO") in which we issued 20,000,000 units (the "Units"), each of which consists of one share of Class A Common Stock and one half of one warrant (the "Public Warrants") for $10 per Unit for total gross proceeds of $200 million. Simultaneously, with the closing of the IPO, we consummated the sale of 5,500,000 private placement warrants (the "Private Warrants" and, together with the Public Warrants, the "Warrants") at a price of $1.00 per warrant for total gross proceeds of $5.5 million. On September 19, 2019, in connection with the underwriters' full exercise of their over-allotment options, we consummated the sale of an additional 3,000,000 Units and the sale of an additional 600,000 Private Warrants for gross proceeds of $30.6 million. In the aggregate, there were 11,500,000 Public Warrants and 6,100,000 Private Warrants issued between the two closings. Each whole Public and Private Warrant is exercisable to purchase one share of Class A Common Stock at a price of $11.50 per share. The cumulative effect of the change in the accounting treatment of the Warrants pursuant to the SEC Staff Statement and the resulting restatement and revision of our financial statements is a $55,689,024 increase in our accumulated deficit as of December 31, 2020. The material terms of the Warrants are more fully described in Note 10 — Warrant Liabilities.

The Principal Executive Officer and Principal Financial Officer, together with management, determined that the financial statements in the Affected Periods should be restated to reflect the Warrants issued in September 2019 as a liability, the change in the accounting treatment for the Warrants and the resulting restatement and revision of our financial statements including (i) the reclassification of the Warrants from additional paid-in capital to warrant liabilities recorded at fair value within our balance sheets, (ii) the recognition of the changes in the fair value of the warrant liabilities in our statements of operations and corresponding adjustments to accumulated deficit and retained earnings for each applicable period, and (iii) the recognition of Class A Common Stock subject to possible redemption at its redemption value each period. There was no impact on revenues, operating expenses or operating loss for any period as the change in fair value of the warrant liabilities is presented within other income (expense) and not as a component of operating loss in our statements of operations for each applicable period. The restatement of the financial statements for the Affected Periods had no impact on our liquidity or cash position. An explanation of the impact on our financial statements is contained in Note 2 — Restatement of Financial Statements to the accompanying financial statements.

As all material restatement information will be included in this Report, we do not intend to amend our Annual Report on Form 10-K for the year ended December 31, 2019 or any of our previously filed Quarterly Reports on Form 10-Q, or balance sheet on Form 8-K for the Affected Periods. Accordingly, investors and others should rely only on the financial information and other disclosures regarding the periods described above in this Report and in future filings with the SEC (as applicable) and should not rely on any previously issued or filed reports, press releases, corporate presentations or similar communications relating to the Affected Periods.

Internal Control Considerations

In connection with the restatement, management has re-evaluated the effectiveness of the Company's disclosure controls and procedures and internal control over financial reporting as of December 31, 2020. As a result of that assessment and in light of the SEC Staff Statement, management has concluded that the Company's disclosure controls and procedures and internal controls over financial reporting were not effective as of December 31, 2020, due to a material weakness in internal control over financial reporting related to the accounting for equity instruments. For a discussion of management's consideration of our disclosure controls and procedures, internal controls over financial reporting, and the material weaknesses identified, see Part II, Item 9A, "Controls and Procedures" of this Report.

Items Amended in this Amendment

Part I, Item 1A. Risk Factors is amended to add certain additional risk factors. In addition each of the following items are amended and restated in their entirety in this Report: (i) Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations; (ii) Part II, Item 8. Financial Statements and Supplementary Data; (iii) Part II, Item 9A. Controls and Procedures; and (iv) Part IV, Item 15. Exhibits, Financial Statement Schedules. Additionally, in accordance with Rule 12b-15 under the Securities Exchange Act of 1934, as amended, the Company is including with this Amendment currently dated certifications from our Principal Executive Officer and Principal Financial Officer. These certifications are filed or furnished, as applicable, as Exhibits 31.1, 31.2, 32.1 and 32.2.

Except for the foregoing amended and/or restated information required to reflect the effects of the restatement of the financial statements for the Affected Periods, and applicable cross-references within this Report, this Amendment does not amend, update or change any other items or disclosures contained in the Original Filing. This Report continues to describe conditions as of the date of the Original Filing, and the disclosures herein have not been updated to reflect events, results or developments that have occurred after the date of the Original Filing, or to modify or update those disclosures affected by subsequent events, including the closing of the business combination between New Providence Acquisition Corp. and AST & Science, LLC on April 6, 2021. Accordingly, forward looking statements included in this Report represent management's views as of the date of the Original Filing and should not be assumed to be accurate as of any date thereafter. This Amendment should be read in conjunction with the Original Filing and our filings made with the SEC subsequent to the Original Filing date.

PART I

ITEM 1A. RISK FACTORS

The disclosure in Item 1A. Risk Factors in the Original Filing is hereby amended to add the following risk factors. Except for the additional risk factors below, this Amendment does not amend, update or change any other items or disclosures contained in Item 1A. Risk Factors in the Original Filing. This Amendment should be read in conjunction with the Original Filing.

Our warrants are accounted for as liabilities and the changes in value of our warrants could have a material effect on our financial results.

On April 12, 2021, the Acting Chief Accountant and Acting Director of the Division of Corporation Finance of the SEC issued a Staff Statement on Accounting and Reporting Considerations for Warrants Issued by Special Purpose Acquisition Companies (“SPACs”) (the “SEC Staff Statement”). The SEC Staff Statement sets forth the conclusion of the SEC’s Office of the Chief Accountant that certain provisions included in the warrant agreements entered into by many special purpose acquisition companies require such warrants to be accounted for as liabilities measured at fair value, rather than as equity securities, with changes in fair value during each financial reporting period reported in earnings. As a result of the SEC Staff Statement, we reevaluated the accounting treatment of our 11,500,000 warrants issued in connection with our IPO (the “Public Warrants”) and 6,100,000 private placement warrants (the “Private Warrants” and, together with the Public Warrants, the “Warrants”), and determined to classify the Warrants as derivative liabilities measured at fair value, with changes in fair value each period reported in earnings.

As a result, included on our consolidated balance sheets as of December 31, 2020 and 2019 contained elsewhere in this Annual Report are derivative liabilities related to embedded features contained within our Warrants. Accounting Standards Codification 815, Derivatives and Hedging (“ASC 815”), provides for the remeasurement of the fair value of such derivatives at each balance sheet date, with a resulting non-cash gain or loss related to the change in the fair value being recognized in earnings in the statement of operations. As a result of the recurring fair value measurement, our consolidated financial statements and results of operations may fluctuate quarterly, based on factors, which are outside of our control. Due to the recurring fair value measurement, we expect that we will recognize non-cash gains or losses on our Warrants each reporting period and that the amount of such gains or losses could be material.

We have identified a material weakness in our internal control over financial reporting as of December 31, 2020, and, as a result, we have determined that our disclosure controls and procedures were not effective as of December 31, 2020. If we are unable to develop and maintain an effective system of internal control over financial reporting and effective disclosure controls and procedures, we may not be able to accurately report our financial results in a timely manner, which may adversely affect investor confidence in us and materially and adversely affect our business and operating results.

Following this issuance of the SEC Staff Statement, after consultation with our independent registered public accounting firm, our management and our audit committee concluded that, in light of the SEC Staff Statement, it was appropriate to restate our previously issued audited financial statements as of and for the years ended December 31, 2020 and 2019 (the “Restatement”). See “—Our warrants are accounted for as liabilities and the changes in value of our Warrants could have a material effect on our financial results.” As part of such process, we identified a material weakness in our internal controls over financial reporting. In addition, management, along with our principal executive and financial officers, have concluded that our disclosure controls and procedures were not effective as of December 31, 2020, in light of the material weakness identified in our internal control over financial reporting.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented, or detected and corrected on a timely basis.

Effective internal controls are necessary for us to provide reliable financial reports and prevent fraud. We continue to evaluate steps to remediate the material weakness. These remediation measures may be time consuming and costly and there is no assurance that these initiatives will ultimately have the intended effects.

If we identify any new material weaknesses in the future, any such newly identified material weakness could limit our ability to prevent or detect a misstatement of our accounts or disclosures that could result in a material misstatement of our annual or interim financial statements. In such case, we may be unable to maintain compliance with securities law requirements regarding timely filing of periodic reports in addition to applicable stock exchange listing requirements, investors may lose confidence in our financial reporting and the prices of our securities may decline as a result. We cannot assure you that the measures we have taken to date, or any measures we may take in the future, will be sufficient to avoid potential future material weaknesses.

We may face litigation and other risks as a result of the material weakness in our internal control over financial reporting.

Following the issuance of the SEC Staff Statement, after consultation with our independent registered public accounting firm, our management and our audit committee concluded that it was appropriate to restate our previously issued audited financial statements as of and for the years ended December 31, 2020 and 2019. See "—Our warrants are accounted for as liabilities and the changes in value of our Warrants could have a material effect on our financial results." As part of the Restatement, we identified a material weakness in our internal controls over financial reporting.

As a result of such material weakness, the Restatement, the change in accounting for the Warrants, and other matters raised or that may in the future be raised by the SEC, we face potential for litigation or other disputes which may include, among others, claims invoking the federal and state securities laws, contractual claims or other claims arising from the Restatement and material weaknesses in our internal control over financial reporting and the preparation of our financial statements or related public filings. As of the date of this Annual Report, we have no knowledge of any such litigation or dispute. However, we can provide no assurance that such litigation or dispute will not arise in the future. Any such litigation or dispute, whether successful or not, could have a material adverse effect on our business, results of operations and financial condition.

PART II

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of the Company's financial condition and results of operations should be read in conjunction with our audited financial statements and the notes related thereto which are included in "Item 8. Financial Statements and Supplementary Data" of this Annual Report on Form 10-K/A. Certain information contained in the discussion and analysis set forth below includes forward-looking statements. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of many factors, including those set forth under "Cautionary Note Regarding Forward-Looking Statements," "Item 1A. Risk Factors" and elsewhere in this Annual Report on Form 10-K/A.

Restatement of Previously Issued Financial Statements

This Management's Discussion and Analysis of Financial Condition and Results of Operations has been amended and restated to give effect to the restatement of our consolidated financial statements as more fully described in the Explanatory Note, Note 2 — Restatement of Financial Statements to our accompanying consolidated financial statements, and Item 9A: Controls and Procedures.

Overview

We are a blank check company formed under the laws of the State of Delaware on May 28, 2019 for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or other similar Business Combination with one or more businesses. We intend to effectuate our Business Combination using cash from the proceeds of our initial public offering and the sale of the private placement warrants, our capital stock, debt or a combination of cash, stock and debt.

As indicated in the accompanying financial statements, at December 31, 2020, we had $131,151 in cash and working capital deficit of $337,484, which excludes prepaid income taxes and franchise taxes payable as the net amounts can be paid from the interest earned in the trust account. We expect to continue to incur significant costs in the pursuit of our acquisition plans. We cannot assure you that our plans to complete our initial Business Combination will be successful.

Recent Developments

On December 15, 2020, we entered into an Equity Purchase Agreement with the sponsor, AST, Abel Avellan, and the Existing Equityholders. Pursuant to the Equity Purchase Agreement, following the closing, we will be organized in an Up-C structure, in which substantially all of the assets of the combined company will be held by AST, and our only assets will be our equity interests in AST. The AST Business Combination will be consummated subject to certain conditions as further described in the Equity Purchase Agreement.

On January 28, 2021 and on February 18, 2021, the sponsor agreed to loan the Company $200,000 and $500,000 for an aggregate of $700,000, respectively. The promissory notes are provided to cover certain expenses related to the Business Combination pursuant to a promissory note (the "Note"). The Note is non-interest bearing, non-convertible and payable on the earlier of (i) June 30, 2021 or (ii) the completion of the Business Combination. As of February 26, 2021, the Company had borrowed $300,000 under the promissory notes.

Results of Operations

We have neither engaged in any operations nor generated any revenues to date. Our only activities December 31, 2020 were organizational activities, those necessary to prepare for our initial public offering, described below, and, after our initial public offering, identifying a target company for a Business Combination. We do not expect to generate any operating revenues until after the completion of our Business Combination. We generate non-operating income in the form of interest income on marketable securities held in the trust account. We incur expenses as a result of being a public company (for legal, financial reporting, accounting and auditing compliance), as well as for due diligence expenses.

As a result of the restatement described in Note 2 — Restatement of Financial Statements to the accompanying financial statements included herein, we classify the warrants issued in connection with our Initial Public Offering as liabilities at their fair value and adjust the warrant instrument to fair value at each reporting period. This liability is subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in our statement of operations.

For the year ended December 31, 2020 and for the period from May 28, 2019 (inception) through December 31, 2019

For the year ended December 31, 2020, we had a net loss of $51,960,823, which consisted of interest income on marketable securities held in the trust account of $1,479,986 and an unrealized gain on marketable securities held in our trust account of $1,830, offset by operating costs of $1,124,693, a loss on the change in the fair value of the warrant liabilities of $52,152,000, and a provision for income taxes of $165,946.

For the period from May 28, 2019 (inception) through December 31, 2019, we had a net loss of $2,881,345, which consisted of interest income on marketable securities held in the trust account of $1,197,637 and an unrealized gain on marketable securities held in our trust account of $17,194, offset by operating costs of $384,857, a loss on the change in the fair value of the warrant liabilities of $3,053,000, issuance costs allocated to warrant liabilities of $484,024, and a provision for income taxes of $174,295.

For the three months and nine months ended September 30, 2020 and for the three months ended September 30, 2019 and for the period from May 28, 2019 (inception) through September 30, 2019

For the three months ended September 30, 2020, we had a net loss of $3,751,049, which consisted of operating costs of $152,823, a loss on the change in the fair value of the warrant liabilities of $3,696,000, and an unrealized loss on marketable securities held in our Trust Account of $4,918, offset by interest income on marketable securities held in the Trust Account of $88,058 and an income tax benefit of $14,634.

For the nine months ended September 30, 2020, we had a net loss of $4,654,774, which consisted of operating costs of $492,011, a loss on the change in the fair value of the warrant liabilities of $5,395,000, and a provision for income taxes of $196,768, offset by interest income on marketable securities held in the Trust Account of $1,425,833 and an unrealized gain on marketable securities held in our Trust Account of $3,172.

For the three months ended September 30, 2019 and for the period from May 28, 2019 (inception) through September 30, 2019, we had a net loss of $572,263 and $573,356, respectively, which consisted of operating costs and formation of $94,621 and $95,714, respectively, a loss on the change in the fair value of the warrant liabilities of $176,000, issuance costs allocated to warrant liabilities of $484,024, and a provision for income taxes of $23,038, offset by interest income on marketable securities held in the Trust Account of $165,606 and an unrealized gain on marketable securities held in our Trust Account of $39,814.

For the three months and six months ended June 30, 2020

For the three months ended June 30, 2020, we had a net loss of $8,675,977, which consisted of operating costs of $153,931, a loss on the change in the fair value of the warrant liabilities of $8,624,000, and an unrealized loss on marketable securities held in our Trust Account of $363,538, offset by interest income on marketable securities held in the Trust Account of $451,676 and an income tax benefit of $13,816.

For the six months ended June 30, 2020, we had a net loss of $903,725, which consisted of operating costs of $339,188, a loss on the change in the fair value of the warrant liabilities of $1,699,000, and a provision for income taxes of $211,402, offset by interest income on marketable securities held in the Trust Account of $1,337,775 and an unrealized gain on marketable securities held in our Trust Account of $8,090.

For the three months ended March 31, 2020

For the three months ended March 31, 2020, we had net income of $7,772,252, which consisted of interest income on marketable securities held in the Trust Account of $886,099, a gain on the change in the fair value of the warrant liabilities of $6,925,000, and an unrealized gain on marketable securities held in our Trust Account of $371,628, offset by operating costs of $185,257 and a provision for income taxes of $225,218.

Liquidity and Capital Resources

On September 13, 2019, we consummated our initial public offering of 20,000,000 units at a price of $10.00 per unit, generating gross proceeds of $200,000,000. Simultaneously with the closing of our initial public offering, we consummated the sale of 5,500,000 private placement warrants to the sponsor at a price of $1.00 per warrant, generating gross proceeds of $5,500,000.

On September 19, 2019, in connection with the underwriters' full exercise of their over-allotment option, we consummated the sale of an additional 3,000,000 units and the sale of an additional 600,000 private placement warrants, generating total gross proceeds of $30,600,000.

Following our initial public offering, the exercise of the over-allotment option and the sale of the private placement warrants, a total of $230,000,000 was placed in the trust account. We incurred $13,260,927 in transaction costs, including $4,600,000 of underwriting fees, $8,050,000 of deferred underwriting fees and $610,927 of other costs.

As of December 31, 2020, we had marketable securities held in the trust account of $232,196,027 (including $2,196,027 of interest income and unrealized gains) consisting of U.S. Treasury Bills with a maturity of 185 days or less. Interest income on the balance in the trust account may be used by us to pay taxes. For year ended December 31, 2020, we withdrew $500,620 of interest earned on the trust account to pay our franchise and income taxes.

For year ended December 31, 2020, cash used in operating activities was $862,597. The net loss of $51,960,823 was affected by interest earned on marketable securities held in the trust account of $1,479,986, an unrealized gain on marketable securities held in our trust account of $1,830, a loss on the change in the fair value of the warrant liabilities of $52,152,000, a deferred tax provision of $6,069 and changes in operating assets and liabilities, which provided $421,973 of cash.

For the period from May 28, 2019 (inception) through December 31, 2019, cash used in operating activities was $904,969. The net loss of $2,881,345 was affected by interest earned on marketable securities held in the trust account of $1,197,637, an unrealized gain on marketable securities held in our trust account of $17,194, a deferred tax provision of $3,611, a loss on the change in the fair value of the warrant liabilities of $3,053,000, and changes in operating assets and liabilities, which provided $134,596 of cash.

We intend to use substantially all of the funds held in the trust account, including any amounts representing interest earned on the trust account (less deferred underwriting commissions and income taxes payable), to complete our Business Combination. To the extent that our capital stock or debt is used, in whole or in part, as consideration to complete our Business Combination, the remaining proceeds held in the trust account will be used as working capital to finance the operations of the target business or businesses, make other acquisitions and pursue our growth strategies. In order to fund working capital deficiencies or finance transaction costs in connection with a Business Combination, the initial stockholders or their affiliates may, but are not obligated to, loan us funds as may be required. If we complete a Business Combination, we would repay such loaned amounts. In the event that a Business Combination does not close, we may use a portion of the working capital held outside the trust account to repay such loaned amounts but no proceeds from our trust account would be used for such repayment. Up to $1,500,000 of such loans may be convertible into warrants identical to the private placement warrants, at a price of $1.00 per warrant at the option of the lender.

As of December 31, 2020, we had cash of $131,151 held outside of the trust account and working capital deficit of $337,484. Until the consummation of a Business Combination, we will be using the funds not held in the trust account for primarily to identify and evaluate target businesses, perform business due diligence on prospective target businesses, travel to and from the offices, plants or similar locations of prospective target businesses or their representatives or owners, review corporate documents and material agreements of prospective target businesses, and structure, negotiate and complete a Business Combination. Our sponsor, officers, directors or their affiliates are not under any obligation to advance us funds, or to invest in us. Accordingly, we may not be able to obtain additional financing. If we are unable to raise additional capital, we may be required to take additional measures to conserve liquidity, which could include, but not necessarily be limited to, curtailing operations, suspending the pursuit of a potential transaction, and reducing overhead expenses. We cannot provide any assurance that new financing will be available to us on commercially acceptable terms, if at all. These conditions raise substantial doubt about our ability to continue as a going concern.

Off-Balance Sheet Arrangements

We did not have any off-balance sheet arrangements as of December 31, 2020.

Contractual Obligations

We do not have any long-term debt, capital lease obligations, operating lease obligations or long-term liabilities, other than an agreement to pay an affiliate of the sponsor a monthly fee of $10,000 for office space, administrative and support services to the Company. We began incurring these fees on September 11, 2019 and will continue to incur these fees monthly until the earlier of the completion of the Business Combination and the Company’s liquidation.

The underwriters are entitled to a deferred fee of $0.35 per unit, or $8,050,000 in the aggregate. The deferred fee will become payable to the underwriters from the amounts held in the trust account solely in the event that we complete a Business Combination, subject to the terms of the underwriting agreement.

Critical Accounting Policies

The preparation of financial statements and related disclosures in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and income and expenses during the periods reported. Actual results could materially differ from those estimates. We have identified the following critical accounting policies:

Class A Common Stock Subject to Possible Redemption

We account for our Class A common stock subject to possible conversion in accordance with the guidance in Accounting Standards Codification ("ASC") 480, Distinguishing Liabilities from Equity ("ASC 480"). Shares of Class A common stock subject to mandatory redemption is classified as a liability instrument and measured at fair value. Conditionally redeemable common stock (including common stock that features redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within our control) is classified as temporary equity. At all other times, common stock is classified as stockholders' equity. Our Class A common stock features certain redemption rights that are considered to be outside of our control and subject to occurrence of uncertain future events. Accordingly, Class A common stock subject to possible redemption is presented at redemption value as temporary equity, outside of the stockholders' equity section of our balance sheets.

Warrant Liabilities

In September 2019, we issued Public and Private Warrants to purchase 11,500,000 and 6,100,000 shares of common stock, respectively, at an exercise price of $11.50. In addition to the standard exercise provisions, the warrants provide each warrant holder with a settlement alternative in which, upon the occurrence of a cash tender offer from a third party on the Company's common stock that is accepted by greater than 50% of the outstanding shares of common stock, the holder of the warrants shall be entitled to receive the highest amount of cash to which such holder would have been entitled as a stockholder if the holder of the warrants had exercised the warrants and accepted the tender offer prior to the offer's expiration.

We assessed the warrants for appropriate equity or liability classification pursuant to our accounting policy described in "Note 3 — Summary of Significant Accounting Policies" to our consolidated financial statements. During this assessment, we determined that (i) the warrants do not constitute a liability under ASC 480; (ii) the warrants meet the definition of a derivative under ASC 815; (iii) the warrant holder's option to receive a net cash settlement payment is exercisable upon the occurrence of certain specified alternative issuances; (iv) the occurrence of certain alternative issuances can be triggered by events that are not within our control and for which the warrant holder would not receive the same type or form of consideration offered and paid to call common stockholders. Based on the results of this assessment, we concluded that the warrants are freestanding derivative instruments for which ASC 815 precludes equity classification because of the potential net cash settlement under an alternative issuance. Accordingly, the warrants are classified as a liability at fair value with changes in the fair value recorded currently in the statement of operations.

The Company established the initial fair value for the Public Warrants in September 2019 using a Monte Carlo simulation model. The Company established the initial fair value for the Private Warrants in September 2019 using a Black-Scholes-Merton model. The key inputs into the Monte Carlo simulation model for the Public Warrants and Black-Scholes-Merton model for the Private Warrants were as follows at initial measurement:

	September 2019 (Initial Measurement)
Exercise price	$ 11.50
Fair value of Units	$ 10.04
Contractual term (years)	6
Volatility (annual)	11.00%
Risk-free rate	1.62%

The Company's use of a Monte Carlo simulation model and Black-Scholes-Merton model required the use of subjective assumptions:

- The risk-free interest rate assumption was based on the five-year U.S. Treasury rate, which was commensurate with the contractual term of the Warrants, which expire on the earlier of (i) five years after the completion of the initial business combination and (ii) upon redemption or liquidation. An increase in the risk-free interest rate, in isolation, would result in an increase in the fair value measurement of the warrant liabilities and vice versa.

- The expected term was determined to be one year, as the Warrants become exercisable on the later of (i) 30 days after the completion of a business combination and (ii) 12 months from the Initial Public Offering date. An increase in the expected term, in isolation, would result in an increase in the fair value measurement of the warrant liabilities and vice versa.

- The expected volatility assumption was based on the implied volatility from a set of comparable publicly-traded warrants as determined based on the size and proximity of other similar business combinations. An increase in the expected volatility, in isolation, would result in an increase in the fair value measurement of the warrant liabilities and vice versa.

- The fair value of the Units, which each consist of one Class A ordinary share and one-half of one Public Warrant, represents the closing price on the measurement date.

The Warrants are measured at fair value on a recurring basis. The subsequent measurement of the Public Warrants as of December 31, 2020 and 2019 is classified as Level 1 due to the use of an observable market quote in an active market under the ticker ASTSW. As the transfer of Private Warrants to anyone outside of a small group of individuals who are permitted transferees would result in the Private Placement Warrants having substantially the same terms as the Public Warrants, the Company determined that the volatility of each Private Warrant is equivalent to that of each Public Warrant. As such, the Private Warrants are classified as Level 2.

See "Note 6 — Fair Value Measurements" and "Note 10 — Warrant Liabilities" to the accompanying financial statements included in this Annual Report for additional discussion regarding the terms of the warrants, the applicable accounting treatment, and valuation.

Net Income Per Common Share

We apply the two-class method in calculating earnings per share. Shares of common stock subject to possible redemption, which are not currently redeemable and are not redeemable at fair value, have been excluded from the calculation of basic net loss per common share since such shares, if redeemed, only participate in their pro rata share of the trust account earnings. Our net income is adjusted for the portion of income that is attributable to common stock subject to possible redemption, as these shares only participate in the earnings of the trust account and not our income or losses.

Recent Accounting Standards

Management does not believe that any other recently issued, but not yet effective, accounting standards, if currently adopted, would have a material effect on our financial statements.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

This information appears following Item 15 of this Report and is included herein by reference.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act refers to controls and procedures that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. The disclosure controls and procedures are designed so that such information is properly communicated to a company’s management, including its principal executive and principal financial officers, to allow timely decisions regarding required disclosure.

Management recognizes that disclosure controls and procedures, no matter how well conceived and operated, cannot provide absolute assurance that the objectives of the disclosure controls and procedures are met. Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives. The design of any system of controls also is based in-part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a control system, misstatements due to error and/or fraud may occur and not be detected.

As of December 31, 2020, our management, with the participation of our principal executive and financial officers, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) and concluded in the Original Filing that, as of December 31, 2020, our disclosure controls and procedures were effective at the reasonable assurance level. Subsequent to the Original Filing, management, under the supervision of our principal executive and financial officers, re-evaluated the assessment of effectiveness of our disclosure controls and procedures in connection with the restatement and revision of our financial statements included in this Annual Report. Based upon that re-evaluation, management, along with our principal executive and financial officers, have concluded that our disclosure controls and procedures were not effective as of December 31, 2020, in light of the material weakness identified in our internal control over financial reporting.

Management’s Report on Internal Control Over Financial Reporting

Management conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2020 based upon the framework in “Internal Control – Integrated Framework” (2013 Framework) issued by the Committee of Sponsoring Organizations of the Treadway Commission. On March 1, 2021, we filed the Original Report. At that time, our then principal executive and financial officers had performed an evaluation and concluded that our internal control over financial reporting was effective as of December 31, 2020. Subsequent to performing that evaluation, our management, including our current principal executive and financial officers, concluded that we did not maintain effective internal control over financial reporting as of December 31, 2020, due to a material weakness in our internal control over financial reporting, described below, related to mistakes in our accounting for warrants issued in connection with the September 2019 initial public offering. This material weakness resulted in a material misstatement of our warrant liabilities, change in fair value of warrant liabilities, additional paid-in capital and accumulated deficit for the Affected Periods.

This mistake in classification was brought to our attention on the date that the SEC issued a Staff Statement on Accounting and Reporting Considerations for Warrants Issued by Special Purpose Acquisition Companies (“SPACs”) dated April 12, 2021 (the “SEC Staff Statement”). The SEC Staff Statement addresses certain accounting and reporting considerations related to warrants of a kind similar to those we issued at the time of our initial public offering in September 2019. In response to this material weakness, we have committed significant effort and resources to the remediation and improvement of our internal control over financial reporting. While we have processes to properly identify and evaluate the appropriate accounting technical pronouncements and other literature for all significant or unusual transactions, we are improving these processes to ensure that the nuances of such transactions are effectively evaluated in the context of the increasingly complex accounting standards. Specifically, we plan to provide enhanced access to accounting literature and research materials and consult with third party professionals regarding complex accounting matters. The elements of our remediation plan can only be accomplished over time, and we cannot guarantee that these initiatives will ultimately have the intended effects.

Restatement of Previously Issued Financial Statements

On April 29, 2021, we revised our prior position on accounting for warrants and concluded that our previously issued consolidated financial statements for the Affected Periods should not be relied on because of a misapplication in the guidance on warrant accounting. However, the noncash adjustments to the financial statements, in all of the Affected Periods, do not impact the amounts previously reported for our consolidated cash and cash equivalents, total assets, revenue or cash flows.

Changes in Internal Control over Financial Reporting

There were no changes in the Company’s internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) during the fourth quarter ended December 31, 2020 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting as the circumstances that led to the restatement of our financial statements described in this Amendment had not yet been identified. Due solely to the events that led to our restatement of our financial statements, management has identified a material weakness in internal controls related to the accounting of our warrants, as described in Note 2 — Restatement of Financial Statements to the Notes to Consolidated Financial Statements entitled “Restatement of Previously Issued Financial Statements.”

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENTS SCHEDULES

(a) The following documents are filed as part of this Form 10-K/A:

(1) Financial Statements (Restated):

(2) Financial Statement Schedules:

None.

(3) Exhibits

We hereby file as part of this Report the exhibits listed in the attached Exhibit Index. Exhibits which are incorporated herein by reference can be inspected and copied at the public reference facilities maintained by the SEC, 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Copies of such material can also be obtained from the Public Reference Section of the SEC, 100 F Street, N.E., Washington, D.C. 20549, at prescribed rates or on the SEC website at www.sec.gov.

Exhibit No.	Description
2.1	Equity Purchase Agreement, dated as of December 15, 2020, by and among New Providence Acquisition Corp., AST & Science LLC, the existing equity holders of AST & Science LLC, New Providence Acquisition Management LLC, and Abel Avellan.(1)
3.1	Amended and Restated Memorandum and Articles of Association.(2)
4.1	Warrant Agreement between Continental Stock Transfer & Trust Company and the Registrant.(2)
4.2	Description of Registrant's Securities.(3)
10.1	Investment Management Trust Agreement between Continental Stock Transfer & Trust Company and the Registrant.(2)
10.2	Registration and Stockholder Rights Agreement among the Registrant, the sponsor and the holders signatory thereto.(2)
10.3	private placement warrants Purchase Agreement between the Registrant and the sponsor.(2)
10.4	Administrative Services Agreement between the Registrant and the sponsor.(2)
10.5	Form of Letter Agreement among the Registrant, the sponsor and each director and executive officer of the Registrant.(2)
10.6	Form of Subscription Agreement, dated December 15, 2020, by and between New Providence Acquisition Corp. and the undersigned subscriber party thereto(1)
10.7	Promissory Note, dated as of February 1, 2021, issued to New Providence Acquisition Management LLC.*
14.1	Code of Ethics.(3)
31.1	Certification of the Chief Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a).*
31.2	Certification of the Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a).*
32.1	Certification of the Chief Executive Officer required by Rule 13a-14(b) or Rule 15d-14(b) and 18 U.S.C. 1350**
32.2	Certification of the Chief Financial Officer required by Rule 13a-14(b) or Rule 15d-14(b) and 18 U.S.C. 1350**
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

* Filed herewith

** Furnished herewith

(1) Incorporated by reference to the registrant's Current Report on Form 8-K, filed with the SEC on December 16, 2020.

(2) Incorporated by reference to the registrant's Current Report on Form 8-K, filed with the SEC on September 16, 2019.

(3) Incorporated by reference to the registrant's Annual Report on Form 10-K, filed with the SEC on March 30, 2020.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Act of 1934, the registrant has duly caused this Annual Report on Form 10-K/A to be signed on its behalf by the undersigned, thereunto duly authorized.

May 6, 2021

AST SPACEMOBILE, INC.

/s/ Abel Avellan
Name: Abel Avellan
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Annual Report on Form 10-K has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Name	Title	Date
/s/ Abel Avellan Abel Avellan	Chairman and Chief Executive Officer (Principal Executive Officer)	May 6, 2021
/s/ Thomas Severson Thomas Severson	Chief Financial Officer and Director (Principal Financial Officer)	May 6, 2021
/s/ Rulfo Hernandez Rulfo Hernandez	Chief Accounting Officer (Principal Accounting Officer)	May 6, 2021
/s/ Tareq Amin Tareq Amin	Director	May 6, 2021
/s/ Adriana Cisneros Adriana Cisneros	Director	May 6, 2021
/s/ Alexander Coleman Alexander Coleman	Director	May 6, 2021
/s/ Luke Ibbetson Luke Ibbetson	Director	May 6, 2021
/s/ Edward Knapp Edward Knapp	Director	May 6, 2021
/s/ Hiroshi Mikitani Hiroshi Mikitani	Director	May 6, 2021
/s/ Ronald Rubin Ronald Rubin	Director	May 6, 2021
/s/ Richard Sarnoff Richard Sarnoff	Director	May 6, 2021
/s/ Julio A. Torres Julio A. Torres	Director	May 6, 2021

NEW PROVIDENCE ACQUISITION CORP.
INDEX TO FINANCIAL STATEMENTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and Board of Directors of New Providence Acquisition Corp.

Opinion on the Financial Statements

We have audited the accompanying balance sheets of New Providence Acquisition Corp. (the “Company”) as of December 31, 2020 and 2019, the related statements of operations, changes in stockholders’ equity and cash flows for year ended December 31, 2020 and for the period from May 28,2019 (inception) through December 31, 2019, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2020 and 2019, and the results of its operations and its cash flows for the year ended December 31, 2020 and for the period from May 28, 2019 (inception) through December 31, 2019, in conformity with accounting principles generally accepted in the United States of America.

Restatement of 2020 Financial Statements

As discussed in Note 2 to the financial statements, the accompanying financial statements as of December 31, 2020 and 2019 and for the year ended December 31, 2020 and the period from May 28, 2019 (inception) through December 31, 2019 have been restated.

Explanatory Paragraph – Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company’s business plan is dependent on the completion of a business combination and the Company’s cash and working capital as of December 31, 2020 are not sufficient to complete its planned activities. These conditions raise substantial doubt about the Company’s ability to continue as a going concern. Management’s plans in regard to these matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Marcum LLP

Marcum LLP
We have served as the Company’s auditor since 2019**.**
Houston, Texas
February 26, 2021, except for the effects of the restatement discussed in Notes 2, 6 and 10, as to which the date is May 6, 2021

NEW PROVIDENCE ACQUISITION CORP.
BALANCE SHEETS

	December 31, 2020 (Restated)	December 31, 2019 (Restated)
ASSETS		
Current Assets		
Cash	$ 131,151	$ 493,128
Prepaid expenses	23,278	131,226
Prepaid income tax	54,439	-
Total Current Assets	208,868	624,354
Marketable securities held in Trust Account	232,196,027	231,214,831
TOTAL ASSETS	**$ 232,404,895**	$ 231,839,185
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable and accrued expenses	$ 634,286	$ 240,138
Income taxes payable	-	25,684
Total Current Liabilities	634,286	265,822
Deferred tax liability	9,680	3,611
Deferred underwriting fee payable	8,050,000	8,050,000
Warrant liabilities	68,114,000	15,962,000
Total Liabilities	**76,807,966**	**24,281,433**
Commitments and Contingencies (Note 8)		
Class A common stock subject to possible redemption, 14,922,915 and 20,157,878 shares at redemption value as of December 31, 2020 and 2019, respectively	150,596,928	202,557,751
Stockholders' Equity		
Preferred stock, $0.0001 par value; 1,000,000 shares authorized; none issued and outstanding	-	-
Class A common stock, $0.0001 par value; 100,000,000 shares authorized; 8,077,085 and 2,842,122 shares issued and outstanding (excluding 14,922,915 and 20,157,878 shares subject to possible redemption) as of December 31, 2020 and 2019, respectively	941	409
Class B common stock, $0.0001 par value; 10,000,000 shares authorized; 5,750,000 shares issued and outstanding as of December 31, 2020 and 2019	575	575
Additional paid-in capital	59,840,653	7,880,362
Accumulated Deficit	(54,842,168)	(2,881,345)
Total Stockholders' Deficit	**5,000,001**	**5,000,001**
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 232,404,895	**$ 231,839,185**

The accompanying notes are an integral part of the financial statements.

NEW PROVIDENCE ACQUISITION CORP.
STATEMENTS OF OPERATIONS

	For the Year Ended December 31, 2020	For the Period from May 28, 2019 (inception) through December 31, 2019
	(Restated)	(Restated)
Operating costs	$ 1,124,693	$ 384,857
Loss from operations	**(1,124,693)**	**(384,857)**
Other income:		
Changes in fair value of warrant liabilities	(52,152,000)	(3,053,000)
Interest income on marketable securities held in Trust Account	1,479,986	1,197,637
Issuance costs allocated to warrant liabilities	-	(484,024)
Unrealized gain on marketable securities held in Trust Account	1,830	17,194
Other (expense), net	(50,670,184)	(2,322,193)
Loss before income taxes	(51,794,877)	(2,707,050)
Provision for income taxes	(165,946)	(174,295)
Net loss	**$ (51,960,823)**	**$ (2,881,345)**
Weighted average common shares subject to possible redemption outstanding, basic and diluted	**$ 20,151,440**	**$ 10,207,641**
Basic and diluted income per common share subject to possible redemption	$ 0.04	$ 0.08
Weighted average shares outstanding, basic and diluted	8,598,542	6,111,484
Basic and diluted net loss per non-redeemable common share	$ (6.13)	$ (0.61)

The accompanying notes are an integral part of the financial statements.

NEW PROVIDENCE ACQUISITION CORP.
STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

	Class A common stock		Class B common stock		Additional Paid in Capital	Accumulated Deficit	Total Stockholder's Equity
	Shares	Amount	Shares	Amount			
Balance – May 28, 2019 (inception) (restated)	-	$ -	-	$ -	$ -	$ -	$ -
Class B common stock issued to the Sponsor	-	-	5,750,000	575	24,425	-	25,000
Sale of 23,000,000 Units, net of warranty liability, underwriting discounts, and offering expenses	23,000,000	2,300	-	-	208,825,797	-	208,828,097
Payment above fair value upon sale of 6,100,000 Private Placement Warrants	-	-	-	-	1,586,000	-	1,586,000
Class A common stock subject to possible redemption	(20,157,878)	(1,891)	-	-	(202,555,860)	-	(202,557,751)
Net loss	-	-	-	-	-	(2,881,345)	(2,881,345)
Balance - December 31, 2019 (restated)	**2,842,122**	**$ 409**	**5,750,000**	**$ 575**	**$ 7,880,362**	**$ (2,881,345)**	**$ 5,000,001**
Change in value of Class A common stock subject to possible redemption	5,234,963	532	-	-	51,960,291	-	51,960,823
Net loss	-	-	-	-	-	(51,960,823)	(51,960,823)
Balance – December 31, 2020 (restated)	**8,077,085**	**$ 941**	**5,750,000**	**$ 575**	**$ 59,840,653**	**$ (54,842,168)**	**$ 5,000,001**

The accompanying notes are an integral part of the financial statements.

NEW PROVIDENCE ACQUISITION CORP.
STATEMENTS OF CASH FLOWS

	For the Year Ended December 31, 2020	For the Period from May 28, 2019 (inception) through December 31, 2019
	(Restated)	**(Restated)**
Cash Flows from Operating Activities:		
Net loss	(51,960,823)	(2,881,345)
Adjustments to reconcile net loss to net cash used in operating activities:		
Interest earned on securities held in Trust Account	(1,479,986)	(1,197,637)
Unrealized gain on securities held in Trust Account	(1,830)	(17,194)
Deferred income provision	6,069	3,611
Change in fair value of warrant liabilities	52,152,000	3,053,000
Changes in operating assets and liabilities:		
Prepaid expenses and other current assets	107,948	(131,226)
Prepaid income taxes	(54,439)	-
Accounts payable and accrued expenses	394,148	240,138
Income tax payable	(25,684)	25,684
Net cash used in operating activities	(862,597)	(904,969)
Cash Flows from Investing Activities:		
Investment of cash in trust	-	(230,000,000)
Interest withdrawn for tax payments	500,620	-
Net cash provided by (used in) investing activities	500,620	(230,000,000)
Cash Flows from Financing Activities:		
Proceeds from sale of Units, net of underwriting discounts paid	-	225,884,024
Proceeds from sale of Private Placement Warrants	-	6,100,000
Proceeds from promissory note - related party	-	155,093
Repayment of promissory note - related party	-	(155,093)
Payments of offering costs	-	(585,927)
Net cash provided by financing activities	-	231,398,097
Net Change in Cash	(361,977)	493,128
Cash – Beginning	493,128	-
Cash – Ending	$ 131,151	$ 493,128
Supplemental cash flow information:		
Cash paid for income taxes	$ 240,000	$ -
Non-cash investing and financing activities:		
Initial classification of ordinary shares subject to redemption	$ -	$ 204,953,910
Change in value of shares subject to redemption	$ (51,960,823)	$ (2,396,159)
Deferred offering costs paid directly by Sponsor from proceeds from issuance of ordinary shares	$ -	$ 25,000
Deferred underwriting fee	$ -	$ 8,050,000

The accompanying notes are an integral part of the financial statements.

NEW PROVIDENCE ACQUISITION CORP.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2020

NOTE 1 — DESCRIPTION OF ORGANIZATION AND BUSINESS OPERATIONS

New Providence Acquisition Corp. (the “Company”) is a blank check company incorporated in Delaware on May 28, 2019. The Company was formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses (the “Business Combination”).

The Company is an early stage and emerging growth company and, as such, the Company is subject to all of the risks associated with early stage and emerging growth companies.

As of December 31, 2020, the Company had not commenced any operations. All activity through December 31, 2020 relates to the Company’s formation, the initial public offering (“Initial Public Offering”), which is described below, and, after the Initial Public Offering, identifying a target company for a Business Combination. The Company will not generate any operating revenues until after the completion of its initial Business Combination, at the earliest. The Company generates non-operating income in the form of interest income from the proceeds derived from the Initial Public Offering.

The registration statement for the Company’s Initial Public Offering was declared effective on September 10, 2019. On September 13, 2019, the Company consummated the Initial Public Offering of 20,000,000 units (the “Units” and, with respect to the shares of Class A common stock included in the Units sold, the “Public Shares”), generating gross proceeds of $200,000,000, which is described in Note 4.

Simultaneously with the closing of the Initial Public Offering, the Company consummated the sale of 5,500,000 warrants (the “Private Placement Warrants”) at a price of $1.00 per Private Placement Warrant in a private placement to New Providence Management LLC, a Delaware limited liability company (the “Sponsor”), generating gross proceeds of $5,500,000, which is described in Note 5.

Following the closing of the Initial Public Offering on September 13, 2019, an amount of $200,000,000 ($10.00 per Unit) from the net proceeds of the sale of the Units in the Initial Public Offering and the sale of the Private Placement Warrants was placed in a trust account (the “Trust Account”) and invested in U.S. government securities, within the meaning set forth in Section 2(a)(16) of the Investment Company Act, with a maturity of 185 days or less or in any open-ended investment company that holds itself out as a money market fund selected by the Company meeting the conditions of Rule 2a-7 of the Investment Company Act of 1940, as amended (the “Investment Company Act”), as determined by the Company, until the earlier of: (i) the completion of a Business Combination or (ii) the distribution of the Trust Account to the Company’s stockholders, as described below.

On September 19, 2019, in connection with the underwriters’ election to fully exercise their over-allotment option, the Company consummated the sale of an additional 3,000,000 Units at $10.00 per Unit and the sale of an additional 600,000 Private Placement Warrants at $1.00 per Private Placement Warrant, generating total gross proceeds of $30,600,000. Following the closing, an additional $30,000,000 of net proceeds was deposited into the Trust Account, resulting in $230,000,000 held in the Trust Account.

Transaction costs incurred in connection with the Initial Public Offering amounted to $13,260,927, consisting of $4,600,000 of underwriting fees, $8,050,000 of deferred underwriting fees and $610,927 of other offering costs.

The Company’s management has broad discretion with respect to the specific application of the net proceeds of the Initial Public Offering and the sale of the Private Placement Warrants, although substantially all of the net proceeds are intended to be applied generally toward consummating a Business Combination. There is no assurance that the Company will be able to complete a Business Combination successfully. The Company must complete an initial Business Combination having an aggregate fair market value of at least 80% of the assets held in the Trust Account (excluding the deferred underwriting commissions and taxes payable) at the time of the agreement to enter into the initial Business Combination. The Company will only complete a Business Combination if the post-transaction company owns or acquires 50% or more of the outstanding voting securities of the target or otherwise acquires a controlling interest in the target sufficient for it not to be required to register as an investment company under the Investment Company Act.

The Company will provide its stockholders with the opportunity to redeem all or a portion of their Public Shares upon the completion of a Business Combination either (i) in connection with a stockholder meeting called to approve the Business Combination or (ii) by means of a tender offer. The decision as to whether the Company will seek stockholder approval of a Business Combination or conduct a tender offer will be made by the Company, solely in its discretion. The stockholders will be entitled to redeem their shares for a pro rata portion of the amount then in the Trust Account ($10.00 per share, plus any pro rata interest earned on the funds held in the Trust Account and not previously released to the Company to pay its tax obligations). The per-share amount to be distributed to stockholders who redeem their shares will not be reduced by the deferred underwriting commissions the Company will pay to the underwriters (as discussed in Note 8). There will be no redemption rights upon the completion of a Business Combination with respect to the Company's warrants.

The Company will proceed with a Business Combination only if the Company has net tangible assets of at least $5,000,001 upon such consummation of a Business Combination and, if the Company seeks stockholder approval, a majority of the outstanding shares voted are voted in favor of the Business Combination. If a stockholder vote is not required and the Company does not decide to hold a stockholder vote for business or other legal reasons, the Company will, pursuant to its Amended and Restated Certificate of Incorporation, conduct the redemptions pursuant to the tender offer rules of the Securities and Exchange Commission ("SEC") and file tender offer documents containing substantially the same information as would be included in a proxy statement with the SEC prior to completing a Business Combination. If the Company seeks stockholder approval in connection with a Business Combination, the Company's Sponsor has agreed to vote its Founder Shares (as defined in Note 5) and any Public Shares purchased by it during or after the Initial Public Offering in favor of approving a Business Combination. Additionally, each public stockholder may elect to redeem their Public Shares, regardless of whether they vote for or against a Business Combination.

If the Company seeks stockholder approval of a Business Combination and it does not conduct redemptions pursuant to the tender offer rules, the Company's Amended and Restated Certificate of Incorporation provides that a public stockholder, together with any affiliate of such stockholder or any other person with whom such stockholder is acting in concert or as a "group" (as defined under Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act")), will be restricted from seeking redemption rights with respect to 15% or more of the Public Shares, without the Company's prior written consent.

The Sponsor has agreed (a) to waive its redemption rights with respect to any Founder Shares and Public Shares held by it in connection with the completion of a Business Combination and (b) not to propose an amendment to the Amended and Restated Certificate of Incorporation that would affect the substance or timing of the Company's obligation to redeem 100% of its Public Shares if the Company does not complete a Business Combination, unless the Company provides the public stockholders with the opportunity to redeem their Public Shares in conjunction with any such amendment.

The Company will have until March 15, 2021 (the "Combination Period") to consummate a Business Combination or obtain a Charter Extension from Shareholders. If the Company is unable to complete a Business Combination in the Combination Period or obtain a Charter Extension from Shareholders, the Company will (i) cease all operations except for the purpose of winding up, (ii) as promptly as reasonably possible but not more than ten business days thereafter, redeem 100% of the outstanding Public Shares, at a per-share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest earned on the funds held in the Trust Account and not previously released to the Company to pay its taxes (less up to $100,000 of interest to pay dissolution expenses), divided by the number of then outstanding Public Shares, which redemption will completely extinguish public stockholders' rights as stockholders (including the right to receive further liquidating distributions, if any), subject to applicable law, and (iii) as promptly as reasonably possible following such redemption, subject to the approval of the Company's remaining stockholders and the Company's board of directors, dissolve and liquidate, subject in each case to the Company's obligations under Delaware law to provide for claims of creditors and the requirements of other applicable law. There will be no redemption rights or liquidating distributions with respect to the Company's warrants, which will expire worthless if the Company fails to complete a Business Combination within the Combination Period.

The Sponsor has agreed to waive its liquidation rights with respect to the Founder Shares if the Company fails to complete a Business Combination within the Combination Period. However, the Sponsor will be entitled to liquidating distributions from the Trust Account with respect to any Public Shares purchased by it during or after the Initial Public Offering if the Company fails to complete its Business Combination. The underwriters have agreed to waive their rights to their deferred underwriting commission held in the Trust Account in the event the Company does not complete a Business Combination within the Combination Period and, in such event, such amounts will be included with the funds held in the Trust Account that will be available to fund the redemption of the Public Shares. In the event of such distribution, it is possible that the per share value of the assets remaining available for distribution will be less than the Initial Public Offering price per Unit ($10.00).

The Sponsor has agreed that it will be liable to the Company if and to the extent any claims by a third party for services rendered or products sold to the Company, or a prospective target business with which the Company has entered into a written letter of intent, confidentiality or similar agreement or business combination agreement, reduce the amounts in the Trust Account to below the lesser of (i) $10.00 per Public Share and (ii) the actual amount per Public Share held in the Trust Account as of the date of the liquidation of the Trust Account, if less than $10.00 per Public Share due to reductions in the value of trust assets, provided that such liability will not apply to any claims by a third party or prospective target business who executed a waiver of any and all rights to the monies held in the Trust Account nor will it apply to any claims under the Company's indemnity of the underwriters of the Initial Public Offering against certain liabilities, including liabilities under the Securities Act of 1933, as amended (the "Securities Act"). In the event that an executed waiver is deemed to be unenforceable against a third party, the Sponsor will not be responsible to the extent of any liability for such third-party claims. The Company will seek to reduce the possibility that the Sponsor will have to indemnify the Trust Account due to claims of creditors by endeavouring to have all vendors, service providers (except the Company's independent registered accounting firm), prospective target businesses or other entities with which the Company does business, execute agreements with the Company waiving any right, title, interest or claim of any kind in or to monies held in the Trust Account.

Risks and Uncertainties

Management is currently evaluating the impact of the COVID-19 pandemic and has concluded that while it is reasonably possible that the virus could have a negative effect on the Company's financial position, results of its operations and/or search for a target company, the specific impact is not readily determinable as of the date of these financial statements. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Liquidity and Going Concern

As of December 31, 2020, the Company had $131,151 in its operating bank accounts, $232,196,027 in marketable securities held in the Trust Account to be used for a Business Combination or to repurchase or redeem its Public Shares in connection therewith and an adjusted working capital deficit of $337,484 (excluding franchise taxes payable and prepaid income tax). As of December 31, 2020, $2,196,027 of the amount on deposit in the Trust Account represented interest income, which is available to pay the Company's tax obligations, if any.

On January 28, 2021 and on February 18, 2021, the Sponsor agreed to loan the Company $200,000 and $500,000 for an aggregate up to $700,000, respectively. The promissory notes ("Notes") are provided to cover certain expenses related to the business combination, of which $300,000 was drawn down as of February 26, 2021 (see Note 12).

Until the consummation of a Business Combination, the Company will be using the funds not held in the Trust Account for identifying and evaluating target businesses, performing due diligence on prospective target businesses, traveling to and from the offices, plants or similar location of prospective target businesses or their representatives or owners, reviewing corporate documents and material agreements of prospective target businesses and structuring, negotiating and completing a Business Combination.

The Company will need to raise additional capital through loans or additional investments from its Sponsor, an affiliate of the Sponsor, or its officers or directors. The Company's officers, directors and Sponsor, or their affiliates, may, but are not obligated to, loan the Company funds, from time to time or at any time, in whatever amount they deem reasonable in their sole discretion, to meet the Company's working capital needs.

Accordingly, the Company may not be able to obtain additional financing. If the Company is unable to raise additional capital, it may be required to take additional measures to conserve liquidity, which could include, but not necessarily be limited to, curtailing operations, suspending the pursuit of a potential transaction, and reducing overhead expenses. The Company cannot provide any assurance that new financing will be available to it on commercially acceptable terms, if at all. These conditions raise substantial doubt about the Company's ability to continue as a going concern through March 31, 2021, which is the date the Company is required cease all operations except for the purpose of winding up if it has not completed a Business Combination. These financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to continue as a going concern.

NOTE 2 — RESTATEMENT OF FINANCIAL STATEMENTS

Restatement Background and Explanation

The Company has restated its financial statements as of December 31, 2020 and 2019and for the year ended December 31, 2020 and for the period from May 28, 2019 (inception) through December 31, 2019, and the interim periods ended September 30, 2020 and 2019, March 31, 2020, and June 30, 2020, as well as the financial statements as of September 13, 2019 (collectively "Affected Periods"), to correct misstatements in those prior periods related to misstatements identified in improperly applying accounting guidance on certain warrants, recognizing them as equity instead of warrant liabilities, under the guidance of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 815-40, Contracts in Entity's Own Equity.

The Company issued Public and Private Warrants in September 2019, collectively, aggregating to 11,500,000 and 6,100,000 warrants, respectively, issued between two closings. Each whole Public and Private Warrant is exercisable to purchase one share of Class A Common Stock at a price of $11.50 per share.

Upon issuance of the warrants, the Company conducted an evaluation pursuant to ASC 815 to determine the appropriate classification within the financial statements. The Company concluded that the warrants should be recorded at their issuance price within stockholders' equity in the balance sheet. The determination to classify the warrants within stockholders' equity was primarily based on the understanding that the settlement provisions of the warrants did not allow for net cash settlement in an event that was outside of the Company's control in which all holders of the underlying shares, into which the warrants are exercisable, also would receive cash.

Upon the release of the SEC Statement on April 12, 2021, the Company re-assessed its classification of its warrants under ASC 815 pursuant to the accounting policy described in Note 3. Pursuant to the terms of the warrants, upon a cash tender offer in which 50% or more of the outstanding shares of common stock participate, the holders of the warrants shall be entitled to redeem the warrants and receive the highest amount of cash, securities, or other property to which such holder would have been entitled as a stockholder if the holder of the warrants had exercised the warrants prior to the expiration of such tender offer and accepted such tender offer. Upon the occurrence of such event, which is outside of the control of the Company, the warrants would be net cash settled and not all holders of the common stock may receive cash (assuming not all outstanding shares accepted the tender offer). The Company recognized that ASC 815 precludes the classification of a freestanding financial instrument within stockholder's equity when an event that is outside the entity's control could require net cash settlement in which not all of the holders of the underlying shares also receive cash.

Therefore, based on the results of the Company's assessment, the Company has concluded that the warrants issued in September 2019 are freestanding instruments which should be accounted for as warrant liabilities rather than as a component of additional paid-in capital on the balance sheet, with any subsequent changes in the estimated fair value of the warrants reported in the statement of operations.

Impact of the Restatement

The impact of the restatement on the balance sheets, statements of operations, and statements of cash flows for the Affected Periods is presented below.

Impact of the Restatement – 2020

Balance Sheets

	December 31, 2020		
	As Reported	Adjustments	As Revised
Warrant liabilities	$ -	$ 68,114,000	$ 68,114,000
Total liabilities	8,693,966	68,114,000	76,807,966
Class A common stock subject to possible redemption	218,710,925	(68,113,997)	150,596,928
Class A common stock	133	808	941
Addition paid-in capital	4,152,440	55,688,213	59,840,653
Retained earnings (accumulated deficit)	846,856	(55,689,024)	(54,842,168)
Total stockholders' equity (deficit)	5,000,004	(3)	5,000,001

Statements of Operations

	For the Year Ended December 31, 2020		
	As Reported	Adjustments	As Revised
Changes in fair value of warrant liabilities	$ -	$ (52,152,000)	$ (52,152,000)
Other income (expense), net	1,481,816	(52,152,000)	(50,670,184)
Net income (loss)	191,177	(52,152,000)	(51,960,823)
Weighted average shares outstanding, basic and diluted	7,008,667	1,589,875	8,598,542
Basic and diluted net loss per common share	$ (0.12)	$ (6.01)	$ (6.13)

Statements of Cash Flows

	For the Year Ended December 31, 2020		
	As Reported	Adjustments	As Revised
Net income (loss)	$ 191,177	$ (52,152,000)	$ (51,960,823)
Change in fair value of warrant liabilities	-	52,152,000	52,152,000
Non-cash investing and financing activities:			
Change in value of shares subject to redemption	191,177	(52,152,000)	(51,960,823)

Balance Sheets

	September 30, 2020		
	As Reported	Adjustments	As Revised
Warrant liabilities	$ -	$ 21,357,000	$ 21,357,000
Total liabilities	8,310,507	21,357,000	29,667,507
Class A common stock subject to possible redemption	219,259,970	(21,356,993)	197,902,977
Class A common stock	127	338	465
Additional paid-in capital	3,603,401	8,931,679	12,535,080
Retained earnings (accumulated deficit)	1,395,905	(8,932,024)	(7,536,119)
Total stockholders' equity (deficit)	5,000,008	(7)	5,000,001

Statements of Operations

	Three Months Ended September 30, 2020		
	As Reported	Adjustments	As Revised
Changes in fair value of warrant liabilities	$ -	$ (3,696,000)	$ (3,696,000)
Other income (expense), net	83,140	(3,696,000)	(3,612,860)
Net income (loss)	(55,049)	(3,696,000)	(3,751,049)
Weighted average shares outstanding, basic and diluted	7,007,989	1,750,840	8,758,829
Basic and diluted net loss per common share	$ (0.01)	$ (0.42)	$ (0.43)

Statements of Operations

	Nine Months Ended September 30, 2020		
	As Reported	Adjustments	As Revised
Changes in fair value of warrant liabilities	$ -	$ (5,395,000)	$ (5,395,000)
Other income (expense), net	1,429,005	(5,395,000)	(3,965,995)
Net income (loss)	740,226	(5,395,000)	(4,654,774)
Weighted average shares outstanding, basic and diluted	5,307,098	3,111,439	8,418,537
Basic and diluted net loss per common share	$ (0.02)	$ (0.64)	$ (0.66)

Statements of Cash Flows

	Nine Months Ended September 30, 2020		
	As Reported	Adjustments	As Revised
Net income (loss)	$ 740,226	$ (5,395,000)	$ (4,654,774)
Change in fair value of warrant liabilities	-	5,395,000	5,395,000
Non-cash investing and financing activities:			
Change in value of shares subject to redemption	740,222	(4,491,271)	(3,751,049)

Balance Sheets

	June 30, 2020		
	As Reported	Adjustments	As Revised
Warrant liabilities	$ -	$ 17,661,000	$ 17,661,000
Total liabilities	8,256,307	17,661,000	25,917,307
Class A common stock subject to possible redemption	219,315,022	(17,660,996)	201,654,026
Class A common stock	126	301	427
Additional paid-in capital	3,548,350	5,235,719	8,784,069
Retained earnings (accumulated deficit)	1,450,954	(5,236,024)	(3,785,070)
Total stockholders' equity (deficit)	5,000,005	(4)	5,000,001

Statements of Operations

	Three Months Ended June 30, 2020		
	As Reported	Adjustments	As Revised
Changes in fair value of warrant liabilities	$ -	$ (8,624,000)	$ (8,624,000)
Other income (expense), net	88,138	(8,624,000)	(8,535,862)
Net income (loss)	(51,977)	(8,624,000)	(8,675,977)
Weighted average shares outstanding, basic and diluted	7,005,122	895,798	7,900,920
Basic and diluted net loss per common share	$ (0.01)	$ (1.09)	$ (1.10)

Statements of Operations

	Six Months Ended June 30, 2020		
	As Reported	Adjustments	As Revised
Changes in fair value of warrant liabilities	$ -	$ (1,699,000)	$ (1,699,000)
Other income (expense), net	1,345,865	(1,699,000)	(353,135)
Net income (loss)	795,275	(1,699,000)	(903,725)
Weighted average shares outstanding, basic and diluted	7,004,380	1,242,141	8,246,521
Basic and diluted net loss per common share	$ (0.03)	$ (0.19)	$ (0.22)

Statements of Cash Flows

	Six Months Ended June 30, 2020		
	As Reported	Adjustments	As Revised
Net income (loss)	$ 795,275	$ (1,699,000)	$ (903,725)
Change in fair value of warrant liabilities	-	1,699,000	1,699,000
Non-cash investing and financing activities:			
Change in value of shares subject to redemption	795,274	(9,471,251)	(8,675,977)

Balance Sheets

	March 31, 2020		
	As Reported	Adjustments	As Revised
Warrant liabilities	$ -	$ 9,037,000	$ 9,037,000
Total liabilities	8,548,277	9,037,000	17,585,277
Class A common stock subject to possible redemption	219,367,001	(9,036,998)	210,330,003
Class A common stock	126	215	341
Additional paid-in capital	3,496,371	(3,388,193)	108,178
Retained earnings	1,502,931	3,387,976	4,890,907
Total stockholders’ equity (deficit)	5,000,003	(2)	5,000,001

Statements of Operations

	Three Months Ended March 31, 2020		
	As Reported	Adjustments	As Revised
Changes in fair value of warrant liabilities	$ -	$ 6,925,000	$ 6,925,000
Other income, net	1,257,727	6,925,000	8,182,727
Net income	847,252	6,925,000	7,772,252
Weighted average shares outstanding, basic and diluted	7,003,637	1,588,485	8,592,122
Basic and diluted net income (loss) per common share	$ (0.01)	$ 0.81	$ 0.80

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Statements of Cash Flows

	Three Months Ended March 31, 2020		
	As Reported	Adjustments	As Revised
Net income	$ 847,252	$ 6,925,000	$ 7,772,252
Change in fair value of warrant liabilities	-	(6,925,000)	(6,925,000)
Non-cash investing and financing activities:			
Change in value of shares subject to redemption	847,253	6,924,999	7,772,252

Impact of the Restatement – 2019

Balance Sheets

	December 31, 2019		
	As Reported	Adjustments	As Revised
Warrant liabilities	$ -	$ 15,962,000	$ 15,962,000
Total liabilities	8,319,433	15,962,000	24,281,433
Class A common stock subject to possible redemption	218,519,748	(15,961,997)	202,557,751
Class A common stock	125	284	409
Addition paid-in capital	4,343,625	3,536,737	7,880,362
Retained earnings (accumulated deficit)	655,679	(3,537,024)	(2,881,345)
Total stockholders' equity (deficit)	5,000,004	(3)	5,000,001

Statements of Operations

	For the Period From May 28, 2019 (inception) through December 31, 2019		
	As Reported	Adjustments	As Revised
Changes in fair value of warrant liabilities	-	(3,053,000)	(3,053,000)
Issuance costs allocated to warrant liabilities	-	(484,024)	(484,024)
Other income (expense), net	1,214,831	(3,537,024)	(2,322,193)
Net income (loss)	655,679	(3,537,024)	(2,881,345)
Weighted average shares outstanding, basic and diluted	6,075,732	35,752	6,111,484
Basic and diluted net loss per common share	$ (0.04)	$ (0.57)	$ (0.61)

Statements of Cash Flows

	For the Period From May 28, 2019 (inception) through December 31, 2019		
	As Reported	Adjustments	As Revised
Operating Activities:			
Net income (loss)	$ 655,679	$ (3,537,024)	$ (2,881,345)
Change in fair value of warrant liabilities	-	3,053,000	3,053,000
Net cash used in operating activities	(420,945)	(484,024)	(904,969)
Financing Activities:			
Proceeds from sale of Units, net of underwriting discounts paid	225,400,000	484,024	225,884,024
Net cash provided by financing activities	230,914,073	484,024	231,398,097
Non-cash investing and financing activities:			
Initial classification of ordinary shares subject to redemption	217,862,910	(12,909,000)	204,953,910
Change in value of shares subject to redemption	656,838	(3,052,997)	(2,396,159)

Balance Sheets

	September 30, 2019		
	As Reported	Adjustments	As Revised
Warrant liabilities	$ -	$ 13,085,000	$ 13,085,000
Total liabilities	8,125,774	13,085,000	21,210,774
Class A common stock subject to possible redemption	217,950,740	(13,085,000)	204,865,740
Class A common stock	122	253	375
Additional paid-in capital	4,912,636	659,771	5,572,407
Retained earnings (accumulated deficit)	86,668	(660,024)	(573,356)

Statements of Operations

	Three Months Ended September 30, 2019		
	As Reported	Adjustments	As Revised
Changes in fair value of warrant liabilities	-	(176,000)	(176,000)
Issuance costs allocated to warrant liabilities	-	(484,024)	(484,024)
Other income (expense), net	205,420	(660,024)	(454,604)
Net income (loss)	87,761	(660,024)	(572,263)
Weighted average shares outstanding, basic and diluted	5,307,098	228,499	5,535,597
Basic and diluted net income (loss) per common share	$ (0.02)	$ (0.11)	$ (0.13)

Statements of Operations

	For the Period From May 28, 2019 (inception) through September 30, 2019		
	As Reported	Adjustments	As Revised
Changes in fair value of warrant liabilities	-	(176,000)	(176,000)
Issuance costs allocated to warrant liabilities	-	(484,024)	(484,024)
Other income (expense), net	205,420	(660,024)	(454,604)
Net income (loss)	86,668	(660,024)	(573,356)
Weighted average shares outstanding, basic and diluted	5,274,301	(760,101)	4,514,200
Basic and diluted net income (loss) per common share	$ (0.02)	$ (0.14)	$ (0.16)

Statements of Cash Flows

	For the Period From May 28, 2019 (inception) through September 30, 2019		
	As Reported	Adjustments	As Revised
Operating Activities:			
Net income (loss)	$ 86,668	$ (660,024)	$ (573,356)
Change in fair value of warrant liabilities	-	176,000	176,000
Net cash used in operating activities	(208,689)	(484,024)	(692,713)
Financing Activities:			
Proceeds from sale of Units, net of underwriting discounts paid	225,400,000	484,024	225,884,024
Net cash provided by financing activities	230,914,073	484,024	231,398,097
Non-cash investing and financing activities:			
Initial classification of ordinary shares subject to redemption	217,862,910	(12,908,991)	204,953,919
Change in value of shares subject to redemption	87,830	(176,009)	(88,179)

Balance Sheets

	September 13, 2019		
	As Reported	Adjustments	As Revised
Warrant liabilities	$ -	$ 11,370,000	$ 11,370,000
Total liabilities	8,084,093	11,370,000	19,454,093
Class A common stock subject to possible redemption	188,912,910	(11,369,991)	177,542,919
Class A common stock	111	114	225
Additional paid-in capital	5,000,477	423,676	5,424,153
Retained earnings (accumulated deficit)	(1,153)	(423,799)	(424,952)
Total stockholders' equity (deficit)	5,000,010	(9)	5,000,001

NOTE 3 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements are presented in conformity with accounting principles generally accepted in the United States of America ("GAAP") and pursuant to the rules and regulations of the SEC.

Emerging Growth Company

The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act, as modified by the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act"), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the independent registered public accounting firm attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved.

Further, Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non- emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the Company's financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used.

Use of Estimates

The preparation of the financial statements in conformity with GAAP requires the Company's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

Making estimates requires management to exercise significant judgment. It is at least reasonably possible that the estimate of the effect of a condition, situation or set of circumstances that existed at the date of the financial statements, which management considered in formulating its estimate, could change in the near term due to one or more future confirming events. Accordingly, the actual results could differ significantly from those estimates.

Cash and Cash Equivalents

The Company considers all short-term investments with an original maturity of three months or less when purchased to be cash equivalents. The Company did not have any cash equivalents as of December 31, 2020 and, 2019.

Cash and Marketable Securities Held in Trust Account

At December 31, 2020 and, 2019, substantially all of the assets held in the Trust Account were held in U.S. Treasury Bills. During the year ended December 31, 2020, the Company withdrew $500,620 of interest earned on the Trust Account to pay its franchise and income taxes.

Class A common Stock Subject to Possible Redemption

The Company accounts for its Class A common stock subject to possible redemption in accordance with the guidance in ASC 480, Distinguishing Liabilities from Equity ("ASC 480"). Shares of Class A common stock subject to mandatory redemption is classified as a liability instrument and is measured at fair value. Conditionally redeemable common stock (including common stock that features redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within the Company's control) is classified as temporary equity. At all other times, common stock is classified as stockholders' equity. The Company's Class A common stock features certain redemption rights that are considered to be outside of the Company's control and subject to occurrence of uncertain future events. Accordingly, Class A common stock subject to possible redemption is presented at redemption value as temporary equity, outside of the stockholders' equity section of the Company's balance sheets.

Warrant Liabilities

The Company accounts for warrants as either equity-classified or liability-classified instruments based on an assessment of the warrant's specific terms and applicable authoritative guidance in the ASC 480 and ASC 815, Derivatives and Hedging ("ASC 815"). Management's assessment considers whether the warrants are freestanding financial instruments pursuant to ASC 480, whether they meet the definition of a liability pursuant to ASC 480, and whether the warrants meet all of the requirements for equity classification under ASC 815, including whether the warrants are indexed to the Company's own common stock and whether the warrant holders could potentially require "net cash settlement" in a circumstance outside of the Company's control, among other conditions for equity classification. This assessment, which requires the use of professional judgment, is conducted at the time of warrant issuance and as of each subsequent quarterly period-end date while the warrants are outstanding.

For issued or modified warrants that meet all of the criteria for equity classification, they are recorded as a component of additional paid-in capital at the time of issuance. For issued or modified warrants that do not meet all the criteria for equity classification, they are recorded at their initial fair value on the date of issuance and subject to remeasurement each balance sheet date with changes in the estimated fair value of the warrants to be recognized as a non-cash gain or loss in the statement of operations.

Income Taxes

The Company follows the asset and liability method of accounting for income taxes under ASC 740, Income Taxes ("ASC 740"). Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that included the enactment date. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized.

ASC 740 prescribes a recognition threshold and a measurement attribute for the financial statements recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. There were no unrecognized tax benefits and no amounts accrued for interest and penalties as of December 31, 2020 and 2019. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position. The Company is subject to income tax examinations by major taxing authorities since inception.

On March 27, 2020, President Trump signed the Coronavirus Aid, Relief, and Economic Security "CARES" Act into law. The CARES Act includes several significant business tax provisions that, among other things, would eliminate the taxable income limit for certain net operating losses ("NOL) and allow businesses to carry back NOLs arising in 2018, 2019 and 2020 to the five prior years, suspend the excess business loss rules, accelerate refunds of previously generated corporate alternative minimum tax credits, generally loosen the business interest limitation under IRC section 163(j) from 30 percent to 50 percent among other technical corrections included in the Tax Cuts and Jobs Act tax provisions. The Company does not believe that the CARES Act will have a significant impact on Company's financial position or statement of operations.

Net Loss Per Common Share

Net loss per share is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the period. The Company applies the two-class method in calculating earnings per share. Shares of common stock subject to possible redemption at December 31, 2020 and 2019, which are not currently redeemable and are not redeemable at fair value, have been excluded from the calculation of basic loss per share since such shares, if redeemed, only participate in their pro rata share of the Trust Account earnings. The Company has not considered the effect of warrants sold in the Initial Public Offering and private placement to purchase an aggregate of 17,600,000 shares of common stock. As a result, diluted loss per common share is the same as basic loss per common share for the periods presented.

Reconciliation of Net Loss Per Common Share

The Company's net income (loss) is adjusted for the portion of income that is attributable to common stock subject to possible redemption, as these shares only participate in the earnings of the Trust Account and not the income or losses of the Company. Accordingly, basic and diluted net loss per common share is calculated as follows:

	For the year Ended December 31, 2020	For the Period from May 28, 2019 (inception) through December 31, 2019
Net loss	$ (51,960,823)	$ (2,881,345)
Less: Income attributable to common stock subject to possible redemption	(723,829)	(848,726)
Adjusted net loss	(52,684,652)	(3,730,070)
Weighted average common shares subject to possible redemption outstanding, basic and diluted	20,151,440	10,207,641
Basic and diluted income per common share subject to possible redemption	0.04	0.08
Weighted average shares outstanding, basic and diluted	8,598,542	6,111,484
Basic and diluted net loss per non-redeemable common share	$ (6.13)	$ (0.61)

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash accounts in a financial institution, which, at times may exceed the Federal Depository Insurance Coverage of $250,000. The Company has not experienced losses on these accounts and management believes the Company is not exposed to significant risks on such accounts.

Fair Value of Financial Instruments

U.S. GAAP requires disclosing the fair value of financial instruments to the extent practicable for financial instruments which are recognized or unrecognized in the balance sheet. The fair value of the financial instruments disclosed herein is not necessarily representative of the amount that could be realized or settled, nor does the fair value amount consider the tax consequences of realization or settlement.

In assessing the fair value of financial instruments, the Company uses a variety of methods and assumptions, which are based on estimates of market conditions and risks existing at the time. For certain instruments, including cash, accounts receivable, accounts payable, and accrued expenses, it was estimated that the carrying amount approximated fair value because of the short maturities of these instruments.

Recent Accounting Standards

Management does not believe that any recently issued, but not yet effective, accounting standards, if currently adopted, would have a material effect on the Company's financial statements.

NOTE 4 — INITIAL PUBLIC OFFERING

Pursuant to the Initial Public Offering, the Company sold 20,000,000 Units at a purchase price of $10.00 per Unit. Each Unit consists of one share of Class A common stock and one-half of one warrant ("Public Warrant"). On September 19, 2019, in connection with the underwriters' exercise of the over-allotment option in full, the Company sold an additional 3,000,000 Units at a price of $10.00 per Unit. Each whole Public Warrant entitles the holder to purchase one share of Class A common stock at an exercise price of $11.50 per whole share (see Note 7).

NOTE 5 — PRIVATE PLACEMENT

Simultaneously with the closing of the Initial Public Offering, the Sponsor purchased an aggregate of 5,500,000 Private Placement Warrants at a price of $1.00 per Private Placement Warrant, for an aggregate purchase price of $5,500,000. On September 19, 2019, in connection with the underwriters' exercise of the over-allotment option in full, the Company sold an additional 600,000 Private Placement Warrants at a price of $1.00 per Private Placement Warrant. Each Private Placement Warrant is exercisable to purchase one share of Class A common stock at a price of $11.50 per share. A portion of the proceeds from the sale of the Private Placement Warrants were added to the proceeds from the Initial Public Offering held in the Trust Account. If the Company does not complete a Business Combination within the Combination Period, certain of the proceeds from the sale of the Private Placement Warrants will be used to fund the redemption of the Public Shares (subject to the requirements of applicable law) and the Private Placement Warrants will expire worthless.

NOTE 6 — FAIR VALUE MEASUREMENTS

The Company follows the guidance in ASC 820, Fair Value Measurement, for its financial assets and liabilities that are re-measured and reported at fair value at each reporting period, and non-financial assets and liabilities that are re-measured and reported at fair value at least annually.

The fair value of the Company's financial assets and liabilities reflects management's estimate of amounts that the Company would have received in connection with the sale of the assets or paid in connection with the transfer of the liabilities in an orderly transaction between market participants at the measurement date. In connection with measuring the fair value of its assets and liabilities, the Company seeks to maximize the use of observable inputs (market data obtained from independent sources) and to minimize the use of unobservable inputs (internal assumptions about how market participants would price assets and liabilities). The following fair value hierarchy is used to classify assets and liabilities based on the observable inputs and unobservable inputs used in order to value the assets and liabilities:

Level 1: Quoted prices in active markets for identical assets or liabilities. An active market for an asset or liability is a market in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2: Observable inputs other than Level 1 inputs. Examples of Level 2 inputs include quoted prices in active markets for similar assets or liabilities and quoted prices for identical assets or liabilities in markets that are not active.

Level 3: Unobservable inputs based on our assessment of the assumptions that market participants would use in pricing the asset or liability.

The following table presents information about the Company's assets and liabilities that are measured at fair value on a recurring basis as of December 31, 2020 and 2019 and indicates the fair value hierarchy of the valuation inputs the Company utilized to determine such fair value:

Description	Level	December 31, 2020	December 31, 2019
Assets:			
Marketable securities held in Trust Account	1	$ 232,196,027	$ 231,214,831
Liabilities:			
Public warrant liability	1	$ 43,470,000	$ 10,350,000
Private placement warrant liability	2	$ 24,644,000	$ 5,612,000

Initial Measurement

The Company established the initial fair value for the Public Warrants in September 2019 using a Monte Carlo simulation model. The Company established the initial fair value for the Private Warrants in September 2019 using a Black-Scholes-Merton model. The key inputs into the Monte Carlo simulation model for the Public Warrants and Black-Scholes-Merton model for the Private Warrants were as follows at initial measurement:

	September 2019 (Initial Measurement)
Exercise price	$ 11.50
Fair value of Units	$ 10.04
Contractual term (years)	6
Volatility (annual)	11.00%
Risk-free rate	1.62%

The Company's use of a Monte Carlo simulation model and Black-Scholes-Merton model required the use of subjective assumptions:

- The risk-free interest rate assumption was based on the five-year U.S. Treasury rate, which was commensurate with the contractual term of the Warrants, which expire on the earlier of (i) five years after the completion of the initial business combination and (ii) upon redemption or liquidation. An increase in the risk-free interest rate, in isolation, would result in an increase in the fair value measurement of the warrant liabilities and vice versa.

- The expected term was determined to be one year, as the Warrants become exercisable on the later of (i) 30 days after the completion of a business combination and (ii) 12 months from the Initial Public Offering date. An increase in the expected term, in isolation, would result in an increase in the fair value measurement of the warrant liabilities and vice versa.

- The expected volatility assumption was based on the implied volatility from a set of comparable publicly-traded warrants as determined based on the size and proximity of other similar business combinations. An increase in the expected volatility, in isolation, would result in an increase in the fair value measurement of the warrant liabilities and vice versa.

- The fair value of the Units, which each consist of one Class A ordinary share and one-half of one Public Warrant, represents the closing price on the measurement date.

Subsequent Measurement

The Warrants are measured at fair value on a recurring basis. The subsequent measurement of the Public Warrants as of December 31, 2020 and 2019 is classified as Level 1 due to the use of an observable market quote in an active market under the ticker ASTSW. As the transfer of Private Warrants to anyone outside of a small group of individuals who are permitted transferees would result in the Private Placement Warrants having substantially the same terms as the Public Warrants, the Company determined that the volatility of each Private Warrant is equivalent to that of each Public Warrant. As such, the Private Warrants are classified as Level 2.

The following table presents the changes in the fair value of warrant liabilities:

	Public warrant liability	Private placement warrant liability	Warrant liabilities
Balance at May 28, 2019 (inception)	$ -	$ -	$ -
Initial measurement	8,395,000	4,514,000	12,909,000
Changes in fair value	1,955,000	1,098,000	3,053,000
Balance at December 31, 2019	10,350,000	5,612,000	15,962,000
Changes in fair value	33,120,000	19,032,000	52,152,000
Balance at December 31, 2020	43,470,000	24,644,000	68,114,000

Due to the use of quoted prices in an active market (Level 1) and the use of observable inputs for similar assets or liabilities (Level 2) to measure the fair values of the Public Warrants and Private Warrants, respectively, subsequent to initial measurement, the Company had transfers out of Level 3 totaling $13,085,000 during the period from September 2019, through December 31, 2019.

NOTE 7 — RELATED PARTY TRANSACTIONS

Founder Shares

In June 2019, the Sponsor purchased 3,593,750 shares of Class B common stock (the "Founder Shares") for an aggregate purchase price of $25,000. On August 23, 2019, the Company effected a stock split resulting in an increase on the total number of shares of Class B common stock outstanding from 3,593,750 to 5,750,000 shares. Subsequent to such stock split, in August 2019, the Sponsor transferred 10,000 Founder Shares to each of Mr. Bradley, the Company's Chief Financial Officer and, and Messrs. Gannon, Ginsberg and Mazer, the Company's independent directors. The 5,750,000 Founder Shares included an aggregate of up to 750,000 shares subject to forfeiture to the extent that the underwriters' over-allotment option was not exercised in full or in part, so that the Sponsor will own, on an as-converted basis, 20% of the Company's issued and outstanding shares after the Initial Public Offering (assuming the Sponsor does not purchase any Public Shares in the Initial Public Offering). As a result of the underwriters' election to fully exercise their over-allotment option, 750,000 Founder Shares are no longer subject to forfeiture. The Founder Shares will automatically convert into shares of Class A common stock upon consummation of a Business Combination on a one-for-one basis, subject to certain adjustments, as described in Note 8.

The Sponsor has agreed, subject to limited exceptions, not to transfer, assign or sell any of its Founder Shares until the earlier to occur of: (A) one year after the completion of a Business Combination or (B) subsequent to a Business Combination, (x) if the last sale price of the Company's Class A common stock equals or exceeds $12.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within any 30-trading day period commencing at least 150 days after a Business Combination, or (y) the date on which the Company completes a liquidation, merger, capital stock exchange or other similar transaction that results in all of the Company's stockholders having the right to exchange their shares of common stock for cash, securities or other property.

Promissory Note — Related Party

On June 20, 2019, the Sponsor agreed to loan the Company an aggregate of up to $300,000 to cover expenses related to the Initial Public Offering pursuant to a promissory note (the "Promissory Note"). The Promissory Note is non-interest bearing and payable on the earlier of December 31, 2019 or the completion of the Initial Public Offering. At September 30, 2019, the outstanding balance under the Promissory Note in the aggregate amount of $155,093 was repaid.

Administrative Support Agreement

The Company entered into an agreement whereby, commencing on September 13, 2019 through the earlier of the Company's consummation of a Business Combination and its liquidation, the Company will pay an affiliate of the Sponsor a total of $10,000 per month for office space, utilities and secretarial and administrative support services. For the year ended December 31, 2020 and for the period from May 28, 2019 (inception) through December 31, 2019, the Company incurred $120,000 and $35,000 in fees for these services, respectively. As of December 31, 2020, and 2019, $30,000 and $35,000 is included in accounts payable and accrued expenses in the accompanying balance sheets, respectively.

Related Party Loans

In order to finance transaction costs in connection with a Business Combination, the Sponsor or an affiliate of the Sponsor, or certain of the Company's officers and directors may, but are not obligated to, loan the Company funds as may be required ("Working Capital Loans"). Such Working Capital Loans would be evidenced by promissory notes. The notes would either be repaid upon consummation of a Business Combination, without interest, or, at the lender's discretion, up to $1,500,000 of notes may be converted upon consummation of a Business Combination into warrants at a price of $1.00 per warrant. Such warrants would be identical to the Private Placement Warrants. In the event that a Business Combination does not close, the Company may use a portion of proceeds held outside the Trust Account to repay the Working Capital Loans but no proceeds held in the Trust Account would be used to repay the Working Capital Loans.

NOTE 8 — COMMITMENTS

Risks and Uncertainties

Management is currently evaluating the impact of the COVID-19 pandemic and has concluded that while it is reasonably possible that the virus could have a negative effect on the Company's financial position, results of its operations and/or search for a target company, the specific impact is not readily determinable as of the date of these financial statements. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Registration and Stockholder Rights

Pursuant to a registration rights and stockholder agreement entered into on September 13, 2019, the holders of the Founder Shares, Private Placement Warrants and warrants that may be issued upon conversion of Working Capital Loans (and any shares of Class A common stock issuable upon the exercise of the Private Placement Warrants and warrants that may be issued upon conversion of Working Capital Loans and upon conversion of the Founder Shares) will be entitled to registration and stockholder rights requiring the Company to register such securities for resale (in the case of the Founder Shares, only after conversion to the Company's Class A common stock). The holders of the majority of these securities are entitled to make up to three demands, excluding short form demands, that the Company register such securities. In addition, the holders have certain "piggy-back" registration rights with respect to registration statements filed subsequent to the completion of a Business Combination and rights to require the Company to register for resale such securities pursuant to Rule 415 under the Securities Act. The Company will bear the expenses incurred in connection with the filing of any such registration statements.

Underwriting Agreement

The underwriters of the Initial Public Offering are entitled to a deferred fee of $0.35 per Unit, or $8,050,000 in the aggregate. Up to 40% of such amount (or $3,220,000) may be paid at the sole discretion of the Company's management team to the underwriters in the allocations determined by the management team and/or to third parties not participating in the Initial Public Offering (but who are members of FINRA) that assist the Company in consummating a Business Combination. The deferred fee will become payable to the underwriters from the amounts held in the Trust Account solely in the event the Company completes a Business Combination, subject to the terms of the underwriting agreement.

Equity Purchase Agreement

On December 15, 2020, the Company entered into an equity purchase agreement (the "Equity Purchase Agreement") with AST & Science LLC, a Delaware limited liability company ("AST"), the existing equityholders of AST (the "Existing Equityholders"), the Sponsor and Abel Avellan ("Existing Equityholder Representative") in his capacity as Existing Equityholder Representative. The transactions contemplated by the Equity Purchase Agreement are referred to herein as the "AST Business Combination."

Following the closing of the AST Business Combination (the "Closing"), the Company will be organized as an umbrella partnership-C corporation structure, in which substantially all of the operating assets of AST's business will be held by AST, and the Company's only assets will be its equity interests in AST. The Company will be renamed AST SpaceMobile, Inc. ("SpaceMobile") at Closing.

At the Closing, the Company will (i) amend and restate its existing Certificate of Incorporation (the "A&R Certificate of Incorporation") to, among other things, (a) change the name of the Company to AST SpaceMobile, Inc., (b) convert all then-outstanding Founder Shares, excluding any Forfeited Founder Shares into shares of Class A common stock, par value $0.0001 per share, of SpaceMobile ("Class A Common Stock") and (c) authorize the issuance of Class B common stock, par value $0.0001 per share, of SpaceMobile ("Class B Common Stock") and Class C common stock, par value $0.0001 per share, of SpaceMobile ("Class C Common Stock") and (ii) replace the Amended and Restated By-Laws of the Company (the "Existing Bylaws"), by adopting the Bylaws of AST SpaceMobile, Inc. (the "SpaceMobile Bylaws").

Concurrently with the Equity Purchase Agreement, the Company entered into various subscription agreements (the "Subscription Agreements") with certain third-party investors (the "PIPE Investors") pursuant to which the PIPE Investors have committed to make private investments in public equity in the form of Class A Common Stock in an aggregate amount of $230 million (the "PIPE Investment"). In exchange for the PIPE Investment, the PIPE Investors will receive an aggregate of 23 million shares of Class A Common Stock.

The Equity Purchase Agreement contains customary representations, warranties and covenants by the parties thereto and the Closing is subject to certain conditions as further described in the Equity Purchase Agreement.

Upon closing the business combination, the Company and AST anticipate incurring transaction costs to investment bankers, attorneys and other service providers.

NOTE 9 — STOCKHOLDERS' EQUITY

Preferred Stock — The Company is authorized to issue 1,000,000 shares of preferred stock with a par value of $0.0001 per share with such designations, voting and other rights and preferences as may be determined from time to time by the Company's board of directors. At December 31, 2020 and 2019, there were no shares of preferred stock issued or outstanding.

Class A Common Stock — The Company is authorized to issue 100,000,000 shares of Class A common stock with a par value of $0.0001 per share. Holders of Class A common stock are entitled to one vote for each share. At December 31, 2020 and 2019, there were 8,077,085 and 2,842,122 shares of Class A common stock issued and outstanding, excluding 14,922,915 and 20,157,878 shares of Class A common stock subject to possible redemption, respectively.

Class B Common Stock — The Company is authorized to issue 10,000,000 shares of Class B common stock with a par value of $0.0001 per share. Holders of Class B common stock are entitled to one vote for each share. At December 31, 2020 and 2019, there were 5,750,000 shares of Class B common stock issued and outstanding.

Holders of Class A common stock and Class B common stock will vote together as a single class on all matters submitted to a vote of stockholders except as required by law; provided that only holders of shares of Class B common stock have the right to vote on the election of the Company's directors prior to the initial Business Combination.

The shares of Class B common stock will automatically convert into shares of Class A common stock at the time of a Business Combination on a one-for-one basis, subject to adjustment. In the case that additional shares of Class A common stock, or equity-linked securities, are issued or deemed issued in excess of the amounts offered in the Initial Public Offering and related to the closing of a Business Combination, the ratio at which shares of Class B common stock shall convert into shares of Class A common stock will be adjusted (unless the holders of a majority of the outstanding shares of Class B common stock agree to waive such adjustment with respect to any such issuance or deemed issuance) so that the number of shares of Class A common stock issuable upon conversion of all shares of Class B common stock will equal, in the aggregate, on an as- converted basis, 20% of the sum of the total number of all shares of common stock outstanding upon the completion of the Initial Public Offering plus all shares of Class A common stock and equity-linked securities issued or deemed issued in connection with a Business Combination (excluding any shares or equity-linked securities issued, or to be issued, to any seller in a Business Combination and any private placement-equivalent warrants issued to the Sponsor or its affiliates upon conversion of loans made to the Company). Holders of Founder Shares may also elect to convert their shares of Class B common stock into an equal number of shares of Class A common stock, subject to adjustment as provided above, at any time.

NOTE 10 — WARRANT LIABILITIES

Public Warrants may only be exercised for a whole number of shares. No fractional shares will be issued upon exercise of the Public Warrants. The Public Warrants will become exercisable on the later of (a) 30 days after the completion of a Business Combination or (b) 12 months from the closing of the Initial Public Offering. The Public Warrants will expire five years after the completion of a Business Combination or earlier upon redemption or liquidation.

The Company will not be obligated to deliver any shares of Class A common stock pursuant to the exercise of a warrant and will have no obligation to settle such warrant exercise unless a registration statement under the Securities Act with respect to the shares of Class A common stock underlying the warrants is then effective and a prospectus relating thereto is current, subject to the Company satisfying its obligations with respect to registration. No warrant will be exercisable and the Company will not be obligated to issue shares of Class A common stock upon exercise of a warrant unless the Class A common stock issuable upon such warrant exercise has been registered, qualified or deemed to be exempt under the securities laws of the state of residence of the registered holder of the warrants.

The Company has agreed that, as soon as practicable, but in no event later than fifteen (15) business days, after the closing of a Business Combination, the Company will use its best efforts to file with the SEC a registration statement covering the shares of Class A common stock issuable upon exercise of the warrants, to cause such registration statement to become effective and to maintain a current prospectus relating to those shares of Class A common stock until the warrants expire or are redeemed, as specified in the warrant agreement. If a registration statement covering the shares of Class A common stock issuable upon exercise of the warrants is not effective by the 60th business day after the closing of a Business Combination, warrant holders may, until such time as there is an effective registration statement and during any period when the Company will have failed to maintain an effective registration statement, exercise warrants on a "cashless basis" in accordance with Section 3(a)(9) of the Securities Act or another exemption. If that exemption, or another exemption, is not available, holders will not be able to exercise their warrants on a cashless basis.

Once the warrants become exercisable, the Company may redeem the Public Warrants:

- in whole and not in part;
- at a price of $0.01 per warrant;
- upon a minimum of 30 days' prior written notice of redemption; and
- if, and only if, the reported last sale price of the Company's Class A common stock equals or exceeds $18.00 per share for any 20 trading days within a 30-trading day period ending three business days before the Company sends the notice of redemption to the warrant holders.

If the Company calls the Public Warrants for redemption, management will have the option to require all holders that wish to exercise the Public Warrants to do so on a "cashless basis," as described in the warrant agreement. The exercise price and number of shares of Class A common stock issuable upon exercise of the warrants may be adjusted in certain circumstances including in the event of a stock dividend, or recapitalization, reorganization, merger or consolidation. However, the warrants will not be adjusted for issuance of Class A common stock at a price below its exercise price. If the Company is unable to complete a Business Combination within the Combination Period and the Company liquidates the funds held in the Trust Account, holders of warrants will not receive any of such funds with respect to their warrants, nor will they receive any distribution from the Company's assets held outside of the Trust Account with the respect to such warrants. Accordingly, the warrants may expire worthless.

In addition, if (x) the Company issues additional shares of common stock or equity-linked securities for capital raising purposes in connection with the closing of a Business Combination at an issue price or effective issue price of less than $9.20 per share (with such issue price or effective issue price to be determined in good faith by the Company's board of directors, and in the case of any such issuance to the Sponsor or its affiliates, without taking into account any Founder Shares held by the Sponsor or such affiliates, as applicable, prior to such issuance) (the "Newly Issued Price"), (y) the aggregate gross proceeds from such issuances represent more than 60% of the total equity proceed, and interest thereon, available for the funding of a Business Combination on the date of the consummation of a Business Combination (net of redemptions), and (z) the volume weighted average trading price of the Company's common stock during the 20 trading day period starting on the trading day prior to the day on which the Company consummates a Business Combination (such price, the "Market Value") is below $9.20 per share, the exercise price of the warrants will be adjusted (to the nearest cent) to be equal to 115% of the higher of the Market Value and the Newly Issued Price, and the $18.00 per share redemption trigger price described above will be adjusted (to the nearest cent) to be equal to 180% of the higher of the Market Value and the Newly Issued Price.

The Private Placement Warrants are identical to the Public Warrants underlying the Units sold in the Initial Public Offering, except that the Private Placement Warrants and the Class A common stock issuable upon the exercise of the Private Placement Warrants will not be transferable, assignable or salable until 30 days after the completion of a Business Combination, subject to certain limited exceptions. Additionally, the Private Placement Warrants will be exercisable on a cashless basis and be non-redeemable so long as they are held by the initial purchasers or their permitted transferees. If the Private Placement Warrants are held by someone other than the initial purchasers or their permitted transferees, the Private Placement Warrants will be redeemable by the Company and exercisable by such holders on the same basis as the Public Warrants.

The warrants contain a settlement alternative which is triggered upon the occurrence of a tender, exchange or redemption offer which has been made to and accepted by more than 50% of the outstanding shares of common stock (other than a tender, exchange, or redemption offer made by the Company in connection with the redemption rights previously discussed). Upon the occurrence of such an event (the "Alternative Issuance"), the holders of the warrants shall be entitled to receive the highest amount of cash, securities, or other property to which such holder would have been entitled as a stockholder if the holder of the warrants had exercised the warrants prior to the expiration of such tender, exchange, or redemption offer and accepted such offer. If an Alternative Issuance were to occur in which a cash tender offer is made by a third party and accepted by 50% or more of outstanding shares of common stock, the warrants would be net cash settled, in an event that is outside of the Company's control, and for which not all holders of the underlying shares also would receive cash (assuming not all shareholders accepted the tender offer). The presence of this potential settlement alternative precludes the Company from classifying the warrants within stockholders' equity, regardless of the likelihood of such an event occurring.

As of the issuance of the public warrants in September 2019 in connection with the offering, the Company recorded the public warrants at fair value of $8,395,000 with the remaining consideration received in the offering allocated to stockholders' equity. The Company incurred $13,260,927 in issuance costs associated with the offering, of which $484,024 was allocated to the public warrants and expensed in the statement of operations in 2019. The remaining issuance costs were allocated to the stockholders' equity component of the offering and recorded as an offset to additional paid-in capital. As of the issuance of the private placement warrants in September 2019, the Company recorded the warrants at a fair value of $4,514,000, with the difference of $1,586,000 between the issuance price and the fair value, recorded as a capital contribution to additional paid-in capital.

As of December 31, 2020 and 2019, the Company recorded warrant liabilities of $68,114,000 and $15,962,000, respectively, in the balance sheets. For the year ended December 31, 2010 and for the period from May 28, 2019 through December 31, 2019, the Company recognized a loss on the change in the fair value of the warrant liabilities of $52,152,000 and $3,053,000, respectively, in the statements of operations.

NOTE 11 — INCOME TAX

The Company's net deferred tax liability are as follows:

	Year Ended December 31, 2020	For the Period from May 28, 2019 (inception) through December 31,2019
Deferred tax liability		
Unrealized gain on marketable securities	$ (9,680)	$ (3,611)
Total deferred tax liability	(9,680)	(3,611)
Valuation Allowance	—	—
Deferred tax liability, net of allowance	$ (9,680)	$ (3,611)

The provision for income taxes consists of the following:

	Year Ended December 31, 2020	For the Period from May 28, 2019 (inception) through December 31, 2019
Federal		
Current	$ 159,877	$ 170,684
Deferred		
State and Local	6,069	3,611
Current	—	—
Deferred	—	—
Change in valuation allowance	—	—
Income tax provision	$ 165,946	$ 174,295

As of December 31, 2020 and 2019, the Company had did not have any of U.S. federal and state net operating loss carryovers available to offset future taxable income.

In assessing the realization of the deferred tax assets, management considers whether it is more likely than not that some portion of all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which temporary differences representing net future deductible amounts become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment.

A reconciliation of the federal income tax rate to the Company's effective tax rate is as follows:

	As of December 31,	
	2020	2019
Statutory federal income tax rate	21.0%	21.0%
Change in fair value of warrant liabilities	(21.1%)	(27.4%)
Business Combination expenses	(0.2%)	0.0%
Income tax provision	(0.3%)	(6.4%)

The Company files income tax returns in the U.S. federal jurisdiction and is subject to examination by the various taxing authorities. The Company's tax returns for the year ended December 31, 2020 and 2019 remain open and subject to examination. The Company considers Texas to be a significant state tax jurisdiction.

NOTE 12 — SUBSEQUENT EVENTS

The Company evaluated subsequent events and transactions that occurred after the balance sheet date up to the date that the financial statements were issued. Based upon this review, other than as described below, the Company did not identify any subsequent events that would have required adjustment or disclosure in the financial statements.

On January 28, 2021 and on February 18, 2021, the Sponsor agreed to loan the Company $200,000 and $500,000, respectively, for an aggregate of $700,000. The promissory notes ("Notes") are provided to cover certain expenses related to the business combination. The Notes are non- interest bearing and payable on the earlier of June 30, 2021 or the completion of the Business Combination. As of February 26, 2021, the Company borrowed $300,000 under the Notes.

Exhibit 10.7

THIS PROMISSORY NOTE ("NOTE") HAS NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"). THIS NOTE HAS BEEN ACQUIRED FOR INVESTMENT ONLY AND MAY NOT BE SOLD, TRANSFERRED OR ASSIGNED IN THE ABSENCE OF REGISTRATION OF THE RESALE THEREOF UNDER THE SECURITIES ACT OR AN OPINION OF COUNSEL REASONABLY SATISFACTORY IN FORM, SCOPE AND SUBSTANCE TO THE COMPANY THAT SUCH REGISTRATION IS NOT REQUIRED.

PROMISSORY NOTE

Principal Amount: Up to $500,000

Dated as of February 18, 2021
New York, New York

New Providence Acquisition Corp, a Delaware corporation and blank check company (the "**Maker**"), promises to pay to the order of New Providence Management LLC or its registered assigns or successors in interest (the "**Payee**"), or order, the principal sum of up to Five Hundred Thousand Dollars ($500,000) in lawful money of the United States of America, on the terms and conditions described below. All payments on this Note shall be made by check or wire transfer of immediately available funds or as otherwise determined by the Maker to such account as the Payee may from time to time designate by written notice in accordance with the provisions of this Note.

1. Principal. The principal balance of this Note shall be payable by the Maker on the earlier of: (i) June 30, 2021 or (ii) the date on which Maker consummates a business combination. The principal balance may be prepaid at any time. Under no circumstances shall any individual, including but not limited to any officer, director, employee or shareholder of the Maker, be obligated personally for any obligations or liabilities of the Maker hereunder.

2. Interest. No interest shall accrue on the unpaid principal balance of this Note.

3. Drawdown Requests. Maker and Payee agree that Maker may request up to Five Hundred Thousand Dollars ($500,000) for costs reasonably related to Maker's business combination. The principal of this Note may be drawn down from time to time prior to the earlier of: (i) March 31, 2021 or (ii) the date on which Maker consummates its business combination, upon written request from Maker to Payee (each, a "**Drawdown Request**"). Each Drawdown Request must state the amount to be drawn down, and must not be an amount less than One Thousand Dollars ($1,000) unless agreed upon by Maker and Payee. Payee shall fund each Drawdown Request no later than one (1) business day after receipt of a Drawdown Request; provided, however, that the maximum amount of drawdowns collectively under this Note is Five Hundred Thousand Dollars ($500,000). Once an amount is drawn down under this Note, it shall not be available for future Drawdown Requests even if prepaid. No fees, payments or other amounts shall be due to Payee in connection with, or as a result of, any Drawdown Request by Maker. Notwithstanding the foregoing, all payments shall be applied first to payment in full of any costs incurred in the collection of any sum due under this Note, including (without limitation) reasonable attorneys' fees, and then to the reduction of the unpaid principal balance of this Note.

4. Application of Payments. All payments shall be applied first to payment in full of any costs incurred in the collection of any sum due under this Note, including (without limitation) reasonable attorney's fees, then to the payment in full of any late charges and finally to the reduction of the unpaid principal balance of this Note.

5. Events of Default. The following shall constitute an event of default ("**Event of Default**"):

(a) Failure to Make Required Payments. Failure by Maker to pay the principal amount due pursuant to this Note within five (5) business days of the date specified above.

(b) Voluntary Bankruptcy, Etc. The commencement by Maker of a voluntary case under any applicable bankruptcy, insolvency, reorganization, rehabilitation or other similar law, or the consent by it to the appointment of or taking possession by a receiver, liquidator, assignee, trustee, custodian, sequestrator (or other similar official) of Maker or for any substantial part of its property, or the making by it of any assignment for the benefit of creditors, or the failure of Maker generally to pay its debts as such debts become due, or the taking of corporate action by Maker in furtherance of any of the foregoing.

(c) Involuntary Bankruptcy, Etc. The entry of a decree or order for relief by a court having jurisdiction in the premises in respect of Maker in an involuntary case under any applicable bankruptcy, insolvency or other similar law, or appointing a receiver, liquidator, assignee, custodian, trustee, sequestrator (or similar official) of Maker or for any substantial part of its property, or ordering the winding-up or liquidation of its affairs, and the continuance of any such decree or order unstayed and in effect for a period of 60 consecutive days.

6. Remedies.

(a) Upon the occurrence of an Event of Default specified in Section 5(a) hereof, Payee may, by written notice to Maker, declare this Note to be due immediately and payable, whereupon the unpaid principal amount of this Note, and all other amounts payable hereunder, shall become immediately due and payable without presentment, demand, protest or other notice of any kind, all of which are hereby expressly waived, anything contained herein or in the documents evidencing the same to the contrary notwithstanding.

(b) Upon the occurrence of an Event of Default specified in Sections 5(b) and 5(c), the unpaid principal balance of this Note, and all other sums payable with regard to this Note, shall automatically and immediately become due and payable, in all cases without any action on the part of Payee.

7. Waivers. Maker and all endorsers and guarantors of, and sureties for, this Note waive presentment for payment, demand, notice of dishonor, protest, and notice of protest with regard to the Note, all errors, defects and imperfections in any proceedings instituted by Payee under the terms of this Note, and all benefits that might accrue to Maker by virtue of any present or future laws exempting any property, real or personal, or any part of the proceeds arising from any sale of any such property, from attachment, levy or sale under execution, or providing for any stay of execution, exemption from civil process, or extension of time for payment; and Maker agrees that any real estate that may be levied upon pursuant to a judgment obtained by virtue hereof or any writ of execution issued hereon, may be sold upon any such writ in whole or in part in any order desired by Payee.

8. Unconditional Liability. Maker hereby waives all notices in connection with the delivery, acceptance, performance, default, or enforcement of the payment of this Note, and agrees that its liability shall be unconditional, without regard to the liability of any other party, and shall not be affected in any manner by any indulgence, extension of time, renewal, waiver or modification granted or consented to by Payee, and consents to any and all extensions of time, renewals, waivers, or modifications that may be granted by Payee with respect to the payment or other provisions of this Note, and agrees that additional makers, endorsers, guarantors, or sureties may become parties hereto without notice to Maker or affecting Maker's liability hereunder.

9. Notices. All notices, statements or other documents which are required or contemplated by this Note shall be made in writing and delivered: (i) personally or sent by first class registered or certified mail, overnight courier service or facsimile or electronic transmission to the address designated in writing, (ii) by facsimile to the number most recently provided to such party or such other address or fax number as may be designated in writing by such party or (iii) by electronic mail, to the electronic mail address most recently provided to such party or such other electronic mail address as may be designated in writing by such party. Any notice or other communication so transmitted shall be deemed to have been given on the day of delivery, if delivered personally, on the business day following receipt of written confirmation, if sent by facsimile or electronic transmission, one (1) business day after delivery to an overnight courier service or five (5) days after mailing if sent by mail.

10. Construction. THIS NOTE SHALL BE CONSTRUED AND ENFORCED IN ACCORDANCE WITH THE LAWS OF NEW YORK, WITHOUT REGARD TO CONFLICT OF LAW PROVISIONS THEREOF.

11. Severability. Any provision contained in this Note which is prohibited or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such prohibition or unenforceability without invalidating the remaining provisions hereof, and any such prohibition or unenforceability in any jurisdiction shall not invalidate or render unenforceable such provision in any other jurisdiction.

12. Trust Waiver. Notwithstanding anything herein to the contrary, the Payee hereby waives any and all right, title, interest or claim of any kind ("**Claim**") in or to any distribution of or from the trust account (the "**Trust Account**") to be established in which the proceeds of the initial public offering (the "**IPO**") conducted by the Maker (including the deferred underwriters discounts and commissions) and the proceeds of the sale of the warrants to be issued in a private placement to occur prior to the closing of the IPO are to be deposited, as described in greater detail in the registration statement and prospectus to be filed with the U.S. Securities and Exchange Commission in connection with the IPO, and hereby agrees not to seek recourse, reimbursement, payment or satisfaction for any Claim against the Trust Account for any reason whatsoever.

13. **Amendment; Waiver**. Any amendment hereto or waiver of any provision hereof may be made with, and only with, the written consent of the Maker and the Payee.

14. **Assignment**. No assignment or transfer of this Note or any rights or obligations hereunder may be made by any party hereto (by operation of law or otherwise) without the prior written consent of the other party hereto and any attempted assignment without the required consent shall be void.

[*Signature page follows*]

IN WITNESS WHEREOF, Maker, intending to be legally bound hereby, has caused this Note to be duly executed by the undersigned as of the day and year first above written.

NEW PROVIDENCE ACQUISITION CORP.

By: */s/ James Bradley*
Name: James Bradley
Title: CFO

[*Signature Page to Promissory Note*]

Exhibit 31.1

Certification of Chief Executive Officer

Pursuant to Section 302 of the Sarbanes Oxley Act of 2002

I, Abel Avellan certify that:

1. I have reviewed this annual report on Form 10-K of AST SpaceMobile, Inc. ;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 6, 2021

/s/ Abel Avellan

Abel Avellan
Chief Executive Officer

Exhibit 31.2

Certification of Chief Financial Officer

Pursuant to Section 302 of the Sarbanes Oxley Act of 2002

I, Thomas Severson certify that:

1. I have reviewed this annual report on Form 10-K of AST SpaceMobile, Inc. ;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 6, 2021

/s/ Thomas Severson

Thomas Severson
Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as

Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of AST SpaceMobile, Inc. (the "Company") hereby certifies, to such officer's knowledge, that:

(i) the accompanying Annual Report on Form 10-K of the Company for the year ended December 31, 2020 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates and for the periods indicated.

Date: May 6, 2021

/s/ Abel Avellan

Abel Avellan
Chief Executive Officer

Pursuant to Securities and Exchange Commission Release 33-8238, dated June 5, 2003, this certification is being furnished and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference in any registration statement of the Company filed under the Securities Act of 1933, as amended.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as

Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of AST SpaceMobile, Inc. (the "Company") hereby certifies, to such officer's knowledge, that:

(i) the accompanying Annual Report on Form 10-K of the Company for the year ended December 31, 2020 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates and for the periods indicated.

Date: May 6, 2021

/s/ Thomas Severson

Thomas Severson
Chief Financial Officer

Pursuant to Securities and Exchange Commission Release 33-8238, dated June 5, 2003, this certification is being furnished and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference in any registration statement of the Company filed under the Securities Act of 1933, as amended.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.