(Last)

CORP.

(Street)

NEW YORK NY

(First)

667 MADISON AVENUE, 5TH FLOOR

C/O ASCENDANT DIGITAL ACQUISITION

(Middle)

10065

FORM 3

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 32350104

Estimated average burden
hours per
response: 0.5

# INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

|   |                |                |   |  | n 16(a) of the Securities Ex<br>of the Investment Company  |                                  |   | 934  |  |  |                            |
|---|----------------|----------------|---|--|--|----------------------------------|---|--|--|--|----------------------------|
| 1. Name and A   | porting Person | Requirii       | of Event<br>ng Statement<br>Day/Year)<br>2020 | 3. Issuer Name and Ticker or Trading Symbol Ascendant Digital Acquisition Corp. [ ACND ] |  |                                  |   |  |  |  |                            |
| (Last) (First) (Middle) C/O ASCENDANT DIGITAL ACQUISITION CORP. |                |                |   |  | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director X 10% Owner  X Officer (give title below) Other (specify below)  President |                                  |   | 5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person |  |  |                            |
| 667 MADISON AVENUE, 5TH<br>FLOOR                                |                |                |   |  |  |                                  |   |  |  |  |                            |
| (Street) NEW YORK   | NY             | 10065          |   |  |  |                                  |   |  | X  | Form filed be<br>Reporting F                       | oy More than One<br>Person |
| (City)  | (State)        | (Zip)          |   |  |  |                                  |   |  |  |  |                            |
|   |                |                | Table I - N                                   | on-Deriva  | tive Securities Ben  | efic                             | ially Ow                                    | ned  |  |  |                            |
| 1. Title of Security (Instr. 4)                                 |                |                |   |  | 2. Amount of Securities Beneficially Owned (Instr. 4) 3. Owne Form: D (D) or In (I) (Instr   |                                  | irect<br>direct                             |  | 4. Nature of Indirect Beneficial<br>Ownership (Instr. 5) |  |                            |
|   |                | (6             |   |  | e Securities Benef<br>ants, options, conv  |                                  |   |  | )  |  |                            |
| Exp<br>(Mc  |                |                | 2. Date Exerc<br>Expiration D<br>(Month/Day/  | ate  | 3. Title and Amount of Securities<br>Underlying Derivative Security (Instr.<br>4)  |                                  | 4.<br>Conversion<br>or Exercise<br>Price of |  | 5.<br>Ownership<br>Form:<br>Direct (D)                   | 6. Nature of Indirect Beneficial Ownership (Instr. |                            |
|   |                |                | Date<br>Exercisable                           | Expiration<br>Date   | Title  | Amount or<br>Number of<br>Shares |   | Derivative<br>Security   |  | or Indirect<br>(I) (Instr. 5)                      | 5)                         |
| Class B Ord   | linary Share   | S              | (1)   | (1)  | Class A Ordinary<br>Shares   | 10,170,000                       |   | (1   | .)   | <b>D</b> <sup>(2)</sup>                            |                            |
| 1. Name and Ascendar  |                | porting Person | *   |  |  |                                  |   |  |  |  |                            |
| CORP.   |                | GITAL ACC      |   |  |  |                                  |   |  |  |  |                            |
| — WADI  | JON AVEN       | OE, JIII FI    |   |  |  |                                  |   |  |  |  |                            |
| (Street) NEW YOR  | K NY           |                | 10065   |  |  |                                  |   |  |  |  |                            |
| (City)  | (State)        | )              | (Zip)   |  |  |                                  |   |  |  |  |                            |
|   |                | porting Person |   |  |  |                                  |   |  |  |  |                            |

| (City)            | (State)    | (Zip)                 |
|-------------------|------------|-----------------------|
| 1. Name and Addre | •          | g Person <sup>*</sup> |
| (Last)            | (First)    | (Middle)              |
| C/O ASCENDA       | ANT DIGITA | AL ACQUISITION        |
| CORP.             |            |                       |
| 667 MADISON       | I AVENUE,  | 5TH FLOOR             |
| (Street)          |            |                       |
| NEW YORK          | NY         | 10065                 |
| (City)            | (State)    | (Zip)                 |

#### **Explanation of Responses:**

- 1. The Class B ordinary shares are convertible for the Issuer's Class A ordinary shares as described under the heading "Description of Securities" in the Issuer's Registration Statement on Form S-1 (File No. 333-239623) (the "Registration Statement") and have no expiration date. The Class B ordinary shares beneficially owned by the Reporting Persons include up to 1,350,000 Class B ordinary shares subject to forfeiture to the Issuer depending on the extent to which the underwriters' over-allotment option is exercised in connection with the Issuer's initial public offering of units, as described in the Registration Statement.
- 2. Ascendant Sponsor LP is the record holder of the securities reported herein. Ascendant Sponsor GP LLC is the sole general partner of Ascendant Sponsor LP and David Gomberg is the general partner of Ascendant Sponsor GP LLC. Mr. Gomberg has voting and investment discretion with respect to the securities held of record by Ascendant Sponsor LP.

#### Remarks:

See Exhibit 99.1 - Joint Filer Information, which is incorporated herein by reference and describes in further detail the relationships of the Reporting Persons to the Issuer. See Exhibits 24.1, 24.2 and 24.3 - Powers of Attorney.

/s/ Jordan Leon, Attorneyin-Fact for Ascendant
Sponsor LP
/s/ Jordan Leon, Attorneyin-Fact for Ascendant
Sponsor GP LLC
/s/ Jordan Leon, Attorneyin-Fact for David
Gomberg

07/23/2020
07/23/2020

\*\* Signature of Reporting Person Date

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

- \* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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

## POWER OF ATTORNEY

The undersigned constitutes and appoints Joel Rubinstein, Elliott Smith, Sarah Ross, Jordan Leon and Audrey Bae, or any of them acting singly, as the undersigned's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead, to:

- 1. prepare, sign, and submit to the Securities and Exchange Commission (the "SEC") on its Electronic Data Gathering, Analysis, and Retrieval ("EDGAR") Filer Management website a Form ID application, including any amendments and exhibits thereto, and any other related documents as may be necessary or appropriate, to obtain from the SEC access codes to permit filing on the SEC's EDGAR system, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each act and thing requisite and necessary to be done as required by any rule or regulation of the SEC and the EDGAR Filer Manual as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof; and
- 2. sign any and all SEC statements of beneficial ownership of securities of Ascendant Digital Acquisition Corp. (the "Company") on Schedule 13D as required under Section 13 and Forms 3, 4 and 5 as required under Section 16(a) of the Securities Exchange Act of 1934, as amended, and any amendments thereto, and to file the same with all exhibits thereto, and other documents in connection therewith, with the SEC, the Company and any stock exchange on which any of the Company's securities are listed, granting unto said attorneys-infact and agents, and each of them, full power and authority to do and perform each act and thing requisite and necessary to be done under said Section 13 and Section 16(a), as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof.

A copy of this power of attorney shall be filed with the SEC. The authorization set forth above shall continue in full force and effect until the undersigned revokes such authorization by written instructions to the attorneysin-fact.

The authority granted hereby shall in no event be deemed to impose or create any duty on behalf of the attorneys-in-fact with respect to the undersigned's obligations to file a Form ID, Schedule 13Ds and Forms 3, 4 and 5 with the SEC.

Dated: March 3, 2020

ASCENDANT SPONSOR LP

By: /s/ David Gomberg

Name: David Gomberg

Title: Manager

## POWER OF ATTORNEY

The undersigned constitutes and appoints Joel Rubinstein, Elliott Smith, Sarah Ross, Jordan Leon and Audrey Bae, or any of them acting singly, as the undersigned's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead, to:

- 1. prepare, sign, and submit to the Securities and Exchange Commission (the "SEC") on its Electronic Data Gathering, Analysis, and Retrieval ("EDGAR") Filer Management website a Form ID application, including any amendments and exhibits thereto, and any other related documents as may be necessary or appropriate, to obtain from the SEC access codes to permit filing on the SEC's EDGAR system, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each act and thing requisite and necessary to be done as required by any rule or regulation of the SEC and the EDGAR Filer Manual as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof; and
- 2. sign any and all SEC statements of beneficial ownership of securities of Ascendant Digital Acquisition Corp. (the "Company") on Schedule 13D as required under Section 13 and Forms 3, 4 and 5 as required under Section 16(a) of the Securities Exchange Act of 1934, as amended, and any amendments thereto, and to file the same with all exhibits thereto, and other documents in connection therewith, with the SEC, the Company and any stock exchange on which any of the Company's securities are listed, granting unto said attorneys-infact and agents, and each of them, full power and authority to do and perform each act and thing requisite and necessary to be done under said Section 13 and Section 16(a), as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof.

A copy of this power of attorney shall be filed with the SEC. The authorization set forth above shall continue in full force and effect until the undersigned revokes such authorization by written instructions to the attorneysin-fact.

The authority granted hereby shall in no event be deemed to impose or create any duty on behalf of the attorneys-in-fact with respect to the undersigned's obligations to file a Form ID, Schedule 13Ds and Forms 3, 4 and 5 with the SEC.

Dated: March 3, 2020

ASCENDANT SPONSOR GP LLC

By: /s/ David Gomberg

Name: David Gomberg

Title: Member

## POWER OF ATTORNEY

The undersigned constitutes and appoints Joel Rubinstein, Elliott Smith, Sarah Ross, Jordan Leon and Audrey Bae, or any of them acting singly, as the undersigned's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead, to:

- 1. prepare, sign, and submit to the Securities and Exchange Commission (the "SEC") on its Electronic Data Gathering, Analysis, and Retrieval ("EDGAR") Filer Management website a Form ID application, including any amendments and exhibits thereto, and any other related documents as may be necessary or appropriate, to obtain from the SEC access codes to permit filing on the SEC's EDGAR system, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each act and thing requisite and necessary to be done as required by any rule or regulation of the SEC and the EDGAR Filer Manual as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof; and
- 2. sign any and all SEC statements of beneficial ownership of securities of Ascendant Digital Acquisition Corp. (the "Company") on Schedule 13D as required under Section 13 and Forms 3, 4 and 5 as required under Section 16(a) of the Securities Exchange Act of 1934, as amended, and any amendments thereto, and to file the same with all exhibits thereto, and other documents in connection therewith, with the SEC, the Company and any stock exchange on which any of the Company's securities are listed, granting unto said attorneys-infact and agents, and each of them, full power and authority to do and perform each act and thing requisite and necessary to be done under said Section 13 and Section 16(a), as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof.

A copy of this power of attorney shall be filed with the SEC. The authorization set forth above shall continue in full force and effect until the undersigned revokes such authorization by written instructions to the attorneysin-fact.

The authority granted hereby shall in no event be deemed to impose or create any duty on behalf of the attorneys-in-fact with respect to the undersigned's obligations to file a Form ID, Schedule 13Ds and Forms 3, 4 and 5 with the SEC.

Dated: March 3, 2020

By: /s/ David Gomberg

Name: David Gomberg

#### Joint Filer Information

Name of Joint Filer: Ascendant Sponsor LP

Address of Joint Filer: c/o Ascendant Digital Acquisition Corp.

667 Madison Avenue, 5th Floor New York, New York 10065

Relationship of Joint Filer

to Issuer: 10% Owner, Director

Issuer Name and Ticker or

Trading Symbol: Ascendant Digital Acquisition Corp. [ACND]

Date of Event Requiring Statement:

(Month/Day/Year): 07/23/2020

Name of Joint Filer: Ascendant Sponsor GP LLC

Address of Joint Filer: c/o Ascendant Digital Acquisition Corp.

667 Madison Avenue, 5th Floor New York, New York 10065

Relationship of Joint Filer

to Issuer: 10% Owner, Director

Issuer Name and Ticker or

Trading Symbol: Ascendant Digital Acquisition Corp. [ACND]

Date of Event Requiring Statement:

(Month/Day/Year): 07/23/2020

Name of Joint Filer: David Gomberg

Address of Joint Filer: c/o Ascendant Digital Acquisition Corp.

667 Madison Avenue, 5th Floor New York, New York 10065

Relationship of Joint Filer

to Issuer: 10% Owner, Director, Officer

Issuer Name and Ticker or

Trading Symbol: Ascendant Digital Acquisition Corp. [ACND]

Date of Event Requiring Statement:

(Month/Day/Year): 07/23/2020