

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

FORM S-1
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

DOUBLE EAGLE ACQUISITION CORP.

(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction of
incorporation or organization)

6770
(Primary Standard Industrial
Classification Code Number)

N/A
(I.R.S. Employer
Identification Number)

2121 Avenue of the Stars, Suite 2300
Los Angeles, CA 90067
(310) 209-7280
(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

Eli Baker
Vice President, General Counsel and Secretary
2121 Avenue of the Stars, Suite 2300
Los Angeles, CA 90067
(310) 209-7280
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copies to:

Joel L. Rubinstein
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Jonathan B. Ko
Skadden, Arps, Slate, Meagher & Flom LLP
300 South Grand Avenue, Suite 3400
Los Angeles, California 90071
Telephone: (213) 687-5000

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

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-206356

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer
Non-accelerated filer
(Do not check if a smaller reporting company)

Accelerated filer
Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Security Being Registered	Amount Being Registered	Proposed Maximum Offering Price per Security⁽¹⁾	Proposed Maximum Aggregate Offering Price⁽¹⁾	Amount of Registration Fee⁽⁵⁾
Units, each consisting of one Class A ordinary share, \$.0001 par value, and one warrant ⁽²⁾	9,200,000 Units	\$ 10.00	\$ 92,000,000	\$ 10,690.40
Class A ordinary shares included as part of the units ⁽³⁾	9,200,000 Shares	—	—	— ⁽⁴⁾
Warrants included as part of the units ⁽³⁾	9,200,000 Warrants	—	—	— ⁽⁴⁾
Total			<u>\$ 92,000,000</u>	<u>\$ 10,690.40</u>

(1) Estimated solely for the purpose of calculating the registration fee.

(2) Represents only the additional number of securities being registered and includes 1,200,000 units, consisting of 1,200,000 Class A ordinary shares and 1,200,000 warrants, which may be issued upon exercise of a 45-day option granted to the underwriters to cover over-allotments, if any. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-206356).

(3) Pursuant to Rule 416, there are also being registered an indeterminable number of additional securities as may be issued to prevent dilution resulting from share splits, share dividends or similar transactions.

(4) No fee pursuant to Rule 457(g).

(5) The Registrant previously registered securities having a proposed maximum aggregate offering price of \$460,000,000 on its Registration Statement on Form S-1, as amended (File No. 333-206356) which was declared effective by the Securities and Exchange Commission on September 10, 2015. In accordance with Rule 462(b) under the Securities Act, an additional number of securities having a proposed maximum offering price of \$92,000,000 is hereby registered, which includes securities issuable upon the exercise of the underwriters' over-allotment option.

The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement on Form S-1 is being filed with respect to the registration of 9,200,000 additional units, consisting of one Class A ordinary share, \$0.0001 par value per share, and one warrant of Double Eagle Acquisition Corp., a Cayman Islands exempted company (the "Registrant"), pursuant to Rule 462(b) under the Securities Act of 1933, as amended and General Instruction V to Form S-1, including 1,200,000 units that may be purchased by the underwriters to cover over-allotments, if any. Each warrant entitles the holder thereof to purchase one-half of one Class A ordinary share at a price of \$5.75 per one-half share (\$11.50 per whole share). Warrants may be exercised only for a whole number of Class A ordinary shares. This Registration Statement relates to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-206356) (the "Prior Registration Statement"), initially filed by the Registrant on August 13, 2015 and declared effective by the Securities and Exchange Commission on September 10, 2015. The required opinions of counsel and related consent and accountant's consent are attached hereto and filed herewith. Pursuant to Rule 462(b), the contents of the Prior Registration Statement, including the exhibits thereto, are incorporated by reference into this Registration Statement.

CERTIFICATION

The registrant hereby certifies to the Securities and Exchange Commission that (1) it has instructed its bank to pay the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission's account at U.S. Bank as soon as practicable (but no later than the close of business as of September 11, 2015), (2) it will not revoke such instructions, (3) it has sufficient funds in the relevant account to cover the amount of such filing fee and (4) it will confirm receipt of such instructions by its bank during regular business hours no later than September 11, 2015.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

(a) *Exhibits.* All exhibits filed with or incorporated by reference in the Registration Statement on Form S-1 (SEC File No. 333-206356) are incorporated by reference into, and shall be deemed a part of, this Registration Statement, and the following additional exhibits are filed herewith, as part of this Registration Statement:

Exhibit No.	Description
5.1	Opinion of McDermott Will & Emery LLP.
5.2	Opinion of Maples and Calder, Cayman Islands Counsel to the Registrant.
23.1	Consent of WithumSmith+Brown, PC.
23.2	Consent of McDermott Will & Emery LLP (included on Exhibit 5.1).
23.3	Consent of Maples and Calder (included on Exhibit 5.2).
24	Power of Attorney (included on signature page).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 11th day of September, 2015.

DOUBLE EAGLE ACQUISITION CORP.

/s/ Jeff Sagansky

Jeff Sagansky

President and Chief Executive Officer and Director

POWER OF ATTORNEY

Each of the undersigned executive officers and directors of Double Eagle Acquisition Corp. hereby severally constitute and appoint each of Jeff Sagansky, Eli Baker and James A. Graf as the attorneys-in-fact for the undersigned, in any and all capacities, with full power of substitution, to sign any and all post-effective amendments to this Registration Statement, any subsequent Registration Statement for the same offering which may be filed pursuant to Rule 462 under the Securities Act of 1933, as amended, and any and all post-effective amendments thereto, and to file the same with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Position</u>	<u>Date</u>
<u>/s/ Jeff Sagansky</u> Jeff Sagansky	President and Chief Executive Officer and Director (Principal Executive Officer)	September 11, 2015
<u>/s/ James A. Graf</u> James A. Graf	Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)	September 11, 2015

EXHIBIT INDEX

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Boston Brussels Chicago Düsseldorf Frankfurt Houston London Los Angeles Miami
Milan Munich New York Orange County Paris Rome Seoul Silicon Valley Washington, D.C.
Strategic alliance with MWE China Law Offices (Shanghai)

September 11, 2015

Double Eagle Acquisition Corp.
2121 Avenue of the Stars, Suite 2300
Los Angeles, CA 90067

Re: Double Eagle Acquisition Corp.
Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as counsel to Double Eagle Acquisition Corp., a Cayman Islands exempted company (the "Company"), in connection with the preparation and filing by the Company with the Securities and Exchange Commission (the "Commission") of a registration statement on Form S-1 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"), for the purpose of registering with the Commission pursuant to Rule 462(b) under the Act 9,200,000 Units of the Company (the "Units") (including up to 1,200,000 Units subject to the Underwriters' (as defined below) over-allotment option), each Unit consisting of:

- (i) one of the Company's Class A ordinary shares, par value \$0.0001 per share (the "Class A Ordinary Shares" and the Class A Ordinary Shares underlying the Units, the "Shares"), for an aggregate of up to 9,200,000 Shares (including up to 1,200,000 Shares included in the Units subject to the Underwriters' over-allotment option), and
- (ii) one warrant (a "Warrant"), with each Warrant entitling the holder to purchase one-half of one Class A Ordinary Share, for an aggregate of up to 9,200,000 Warrants (including up to 1,200,000 Warrants included in the Units subject to the Underwriters' over-allotment option) to be issued under the Warrant Agreement (the "Warrant Agreement"), dated September 10, 2015, between the Company and Continental Stock Transfer & Trust Company, as Warrant Agent,

pursuant to the terms of an underwriting agreement (the "Underwriting Agreement"), dated September 10, 2015, among the Company, Deutsche Bank Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the underwriters named therein (the "Underwriters"). The Registration Statement incorporates by reference the Registration Statement on Form S-1 (Registration No. 333-206356) (the "Prior Registration Statement"), which was declared effective by the Commission on September 10, 2015. This opinion is being furnished in accordance with the requirements of Item 601(b) (5) of Regulation S-K under the Act.

We have examined originals or certified copies of such corporate records of the Company and other certificates and documents of officials of the Company, public officials, and others as we have deemed appropriate for purposes of this letter. We have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, and the conformity to authentic original documents of all copies submitted to us as conformed, certified, or reproduced copies. In making our examination of executed documents, we have assumed that the Company and the other parties thereto had the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by the Company and such parties of such documents and the validity and binding effect thereof on the Company and such parties. We have also assumed that upon sale and delivery of the Units, the Shares and the Warrants, the certificates representing such Units, Shares and Warrants will conform to the specimens thereof filed as exhibits to the Prior Registration Statement and will have been duly countersigned by the transfer agent and duly registered by the registrar or, if uncertificated, valid book-entry notations for the issuance of the Units, the Shares and the Warrants in uncertificated form will have been duly made in the register of the Company. In addition, in providing the opinions herein, we have relied, with respect to matters related to the Company's existence, upon the certificates referenced above.

Based upon the foregoing, and subject to the assumptions, exceptions, qualifications, and limitations stated herein, we are of the opinion that:

1. Each Unit, when such Units are delivered to and paid for by the underwriters in accordance with the terms of the Underwriting Agreement, will be a valid and binding agreement of the Company, enforceable against the Company in accordance with its terms.
2. Each Warrant included in the Units, when such Units are delivered to and paid for by the underwriters in accordance with the terms of the Underwriting Agreement, will be a valid and binding agreement of the Company, enforceable against the Company in accordance with its terms.

The opinions and other matters in this letter are qualified in their entirety and subject to the following:

- A. We express no opinion as to the laws of any jurisdiction other than the laws of the State of New York.
 - B. The matters expressed in this letter are subject to and qualified and limited by (i) applicable bankruptcy, insolvency, fraudulent transfer and conveyance, reorganization, moratorium and similar laws affecting creditors' rights and remedies generally; and (ii) general principles of equity, including without limitation, concepts of materiality, reasonableness, good faith and fair dealing and the possible unavailability of specific performance or injunctive relief (regardless of whether considered in a proceeding in equity or at law).
-

- C. This opinion letter is limited to the matters expressly stated herein and no opinion is to be inferred or implied beyond the opinions expressly set forth herein. We undertake no, and hereby disclaim any, obligation to make any inquiry after the effective date of the Registration Statement or to advise you of any changes in any matter set forth herein, whether based on a change in the law, a change in any fact relating to the Company or any other person or any other circumstance.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name in the Prospectus incorporated by reference into the Registration Statement under the caption "Legal Matters". In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act and the rules and regulations thereunder.

Very truly yours,

/s/ McDermott Will & Emery LLP

Our ref MSJ/705955-000001/38055546/1

Double Eagle Acquisition Corp.
PO Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

11 September 2015

Dear Sirs

Double Eagle Acquisition Corp. (the "Company")

We have acted as Cayman Islands counsel to the Company to provide this legal opinion in connection with the Company's registration statement on Form S-1, including all amendments or supplements thereto, filed with the United States Securities and Exchange Commission (the "**Commission**") under the United States Securities Act of 1933 (the "**Act**"), as amended (including its exhibits, the "**Registration Statement**") for the purposes of registering with the Commission pursuant to Rule 462(b) under the Act the offering and sale of an additional (i) up to 8,000,000 units (the "**Units**"), each Unit consisting of one Class A Ordinary Share of the Company, par value \$0.0001 per share (each an "**Ordinary Share**" and together, the "**Ordinary Shares**"), and one warrant to purchase one-half of one Ordinary Share (the "**Warrants**"); (ii) up to 1,200,000 Units (the "**Over-Allotment Units**"), which the underwriters, for whom Deutsche Bank Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated are acting as representatives ("**Representatives**"), will have a right to purchase from the Company to cover over allotments, if any; (iii) all Ordinary Shares, and all Warrants issued as part of the Units and the Over-Allotment Units; and (iv) all Ordinary Shares that may be issued upon exercise of the Warrants included in the Units and the Over-Allotment Units. This opinion is given in accordance with the terms of the Legal Matters section of the Registration Statement.

1 Documents Reviewed

We have reviewed originals, copies, drafts or conformed copies of the following documents:

- 1.1 the Certificate of Incorporation dated 26 June 2015 and the Amended and Restated Memorandum and Articles of Association of the Company as adopted on 13 August 2015 (the "**Memorandum and Articles**");
 - 1.2 The written resolutions of the board of directors of the Company dated 8 September 2015 and 11 September 2015 (the "**Resolutions**") and the corporate records of the Company maintained at its registered office in the Cayman Islands;
 - 1.3 a Certificate of Good Standing issued by the Registrar of Companies in the Cayman Islands (the "**Certificate of Good Standing**");
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- 1.4 a certificate from a director of the Company a copy of which is attached hereto (the "**Director's Certificate**");
- 1.5 the Registration Statement;
- 1.6 a draft of the form of the unit certificate representing the Units and the Over-Allotment Units (the "**Unit Certificates**");
- 1.7 a draft of the form of the warrant agreement and the warrant certificate constituting the Warrants (the "**Warrant Documents**"); and
- 1.8 a draft of the underwriting agreement between the Company and Deutsche Bank Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated are acting as representatives, as representatives of the underwriters (the "**Underwriting Agreement**" and, together with the Unit Certificates and the Warrant Documents, the "**Documents**").

2 **Assumptions**

The following opinion is given only as to, and based on, circumstances and matters of fact existing and known to us on the date of this opinion. This opinion only relates to the laws of the Cayman Islands which are in force on the date of this opinion. In giving this opinion we have relied (without further verification) upon the certifications as to matters of fact contained in the Director's Certificate and the Certificate of Good Standing. We have also relied upon the following assumptions, which we have not independently verified:

- 2.1 other than in respect of the Company under the laws of the Cayman Islands, the Documents have been or will be authorised and duly executed and unconditionally delivered by or on behalf of all relevant parties in accordance with all relevant laws;
 - 2.2 the Documents are, or will be, legal, valid, binding and enforceable against all relevant parties in accordance with their terms under the laws of the State of New York and all other relevant laws (other than the laws of the Cayman Islands);
 - 2.3 the choice of the laws of the State of New York as the governing law of the Documents has been made in good faith and would be regarded as a valid and binding selection which will be upheld by the courts of the State of New York and any other relevant jurisdiction (other than the Cayman Islands) as a matter of the laws of the State of New York and all other relevant laws (other than the laws of the Cayman Islands);
 - 2.4 copy documents, conformed copies or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals;
 - 2.5 all signatures, initials and seals are genuine;
 - 2.6 other than in respect of the Company under the laws of the Cayman Islands, the power, authority and legal right of all parties under all relevant laws and regulations to enter into, execute, deliver and perform their respective obligations under the Documents;
 - 2.7 no invitation has been or will be made by or on behalf of the Company to the public in the Cayman Islands to subscribe for any of the Units, the Over-Allotment Units, the Warrants or the Ordinary Shares;
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- 2.8 no monies paid to or for the account of any party under the Documents represent or will represent criminal property or terrorist property (as defined in the Proceeds of Crime Law (2014 Revision), and the Terrorism Law (2015 Revision), respectively);
- 2.9 there is nothing under any law (other than the law of the Cayman Islands) which would or might affect the opinions hereinafter appearing. Specifically, we have made no independent investigation of the laws of the State of New York; and
- 2.10 the Company will receive money or money's worth in consideration for the issue of the Ordinary Shares, and none of the Ordinary Shares were or will be issued for less than par value.

Save as aforesaid we have not been instructed to undertake and have not undertaken any further enquiry or due diligence in relation to the transaction the subject of this opinion.

3 **Opinions**

Based upon, and subject to, the foregoing assumptions and the qualifications set out below, and having regard to such legal considerations as we deem relevant, we are of the opinion that:

- 3.1 The Company has been duly incorporated and is validly existing and in good standing under the laws of the Cayman Islands.
- 3.2 The Ordinary Shares to be offered and issued by the Company as contemplated by the Registration Statement (including the issuance of the Ordinary Shares upon the exercise of the Warrants in accordance with the Warrant Documents) have been duly authorised for issue, and when issued by the Company against payment in full of the consideration as set out in the Registration Statement and in accordance with the terms set out in the Registration Statement (including the issuance of the Ordinary Shares upon the exercise of the Warrants in accordance with the Warrant Documents), such Ordinary Shares will be validly issued, fully paid and non-assessable. As a matter of Cayman Islands law, a share is only issued when it has been entered in the register of members (shareholders).
- 3.3 The execution, delivery and performance of the Warrant Documents has been authorised by and on behalf of the Company and, once the Warrant Documents have been executed and delivered by any director of the Company, the Warrant Documents will be duly executed and delivered on behalf of the Company and will constitute the legal, valid and binding obligations of the Company enforceable in accordance with their terms.

4 **Qualifications**

The opinions expressed above are subject to the following qualifications:

- 4.1 The term "**enforceable**" as used above means that the obligations assumed by the Company under the Documents are of a type which the courts of the Cayman Islands will enforce. It does not mean that those obligations will necessarily be enforced in all circumstances in accordance with their terms. In particular:
- 4.1.1 enforcement may be limited by bankruptcy, insolvency, liquidation, reorganisation, readjustment of debts or moratorium or other laws of general application relating to or affecting the rights of creditors;
-

- 4.1.2 enforcement may be limited by general principles of equity. For example, equitable remedies such as specific performance may not be available, inter alia, where damages are considered to be an adequate remedy;
- 4.1.3 where obligations are to be performed in a jurisdiction outside the Cayman Islands, they may not be enforceable in the Cayman Islands to the extent that performance would be illegal under the laws of that jurisdiction; and
- 4.1.4 some claims may become barred under the statutes of limitation or may be or become subject to defences of set off, counterclaim, estoppel and similar defences.

4.2 To maintain the Company in good standing under the laws of the Cayman Islands, annual filing fees must be paid and returns made to the Registrar of Companies.

Under Cayman Islands law, the register of members (shareholders) is *prima facie* evidence of title to shares and this register would not record a third party interest in such shares. However, there are certain limited circumstances where an application may be made to a Cayman Islands court for a determination on whether the register of members reflects the correct legal position. Further, the Cayman Islands court has the power to order that the register of members maintained by a company should be rectified where it considers that the register of members does not reflect the correct legal position. As far as we are aware, such applications are rarely made in the Cayman Islands but if such an application were made in respect of the Company's Ordinary Shares, then the validity of such shares may be subject to re-examination by a Cayman Islands court.

Except as specifically stated herein, we make no comment with respect to any representations and warranties which may be made by or with respect to the Company in any of the documents or instruments cited in this opinion or otherwise with respect to the commercial terms of the transactions the subject of this opinion.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm under the heading "Legal Matters" in the prospectus included in the Registration Statement. In providing our consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the Rules and Regulations of the Commission thereunder.

This opinion is addressed to you and may be relied upon by you, your counsel and purchasers of Units pursuant to the Registration Statement. This opinion is limited to the matters detailed herein and is not to be read as an opinion with respect to any other matter.

Yours faithfully

/s/ Maples and Calder

Maples and Calder

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement of our report dated August 13, 2015, relating to the balance sheet of Double Eagle Acquisition Corp. as of July 1, 2015, and the related statements of operations, changes in shareholder's equity and cash flows for the period from June 26, 2015 (date of inception) to July 1, 2015, appearing in the Registration Statement on Form S-1, File No. 333-206356 and to the reference to our Firm under the caption "Experts" in the Prospectus.

/s/ WithumSmith+Brown, PC

New York, New York
September 10, 2015
