

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Tailwind International Sponsor LLC</u>  (Last) (First) (Middle) C/O TAILWIND INT'L ACQUISITION CORP 150 GREENWICH STREET, 29TH FLOOR  (Street) NEW YORK NY 10006  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Tailwind International Acquisition Corp. [ TWNI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/02/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Ordinary Shares	(1)(2)	05/02/2023		J		8,624,999	(1)(2)	(1)(2)	Class A Ordinary Shares	8,624,999	(1)(2)	1	D <sup>(3)</sup>	

1. Name and Address of Reporting Person \*  
Tailwind International Sponsor LLC  
 (Last) (First) (Middle)  
 C/O TAILWIND INT'L ACQUISITION CORP  
 150 GREENWICH STREET, 29TH FLOOR  
 (Street)  
 NEW YORK NY 10006  
 (City) (State) (Zip)

1. Name and Address of Reporting Person \*  
Stadlen Tommy  
 (Last) (First) (Middle)  
 C/O TAILWIND INT'L ACQUISITION CORP  
 150 GREENWICH STREET, 29TH FLOOR  
 (Street)  
 NEW YORK NY 10006  
 (City) (State) (Zip)

1. Name and Address of Reporting Person \*

Krim Philip

(Last) (First) (Middle)

C/O TAILWIND INT'L ACQUISITION CORP  
150 GREENWICH STREET, 29TH FLOOR

(Street)

NEW YORK NY 10006

(City) (State) (Zip)

**Explanation of Responses:**

1. As described in the Issuer's registration statement on Form S-1 (File No. 333-252595) under the heading "Description of Securities-Founder Shares", the terms of the Class B ordinary shares, par value \$0.0001 per share, provided at issuance that they would automatically convert into our Class A ordinary shares, par value \$0.0001 per share, at the time of our initial business combination or earlier at the option of the holders, on a one-for-one basis, subject to adjustment for share splits, share capitalization, reorganizations, recapitalizations and the like, and certain anti-dilution rights and have no expiration date.
2. On May 3, 2023, the Issuer disclosed that its shareholders had approved an amendment to its Amended and Restated Memorandum and Articles of Association to amend the date by which the Issuer had to consummate a business combination from August 23, 2023 to May 1, 2023. As such, following the shareholder meeting, the Issuer commenced winding up procedures. In connection with the winding up of the Issuer, all but one of the Class B ordinary shares, par value \$0.0001, held by the reporting persons were surrendered for no consideration on May 2, 2023.
3. Tailwind International Sponsor LLC directly held all of the reported shares. Mr. Philip Krim and Mr. Tommy Stadlen together control Tailwind International Sponsor LLC and, as such, share voting and investment discretion with respect to the securities held by Tailwind International Sponsor LLC and may be deemed to have beneficial ownership of such securities. Mr. Philip Krim and Mr. Tommy Stadlen disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

/s/ Tailwind International Sponsor 05/04/2023  
LLC, by Philip Krim, Manager

/s/ Philip Krim 05/04/2023

/s/ Tommy Stadlen 05/04/2023

\*\* 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 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.