

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

Form 8-K

**Current Report
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

February 4, 2020
Date of Report (Date of earliest event reported)

8i ENTERPRISES ACQUISITION CORP.

(Exact Name of Registrant as Specified in its Charter)

British Virgin Islands
(State or other jurisdiction
of incorporation)

001-38849
(Commission
File Number)

N/A
(I.R.S. Employer
Identification No.)

**6 Eu Tong Sen Street
#08-13 The Central
Singapore**

(Address of Principal Executive Offices)

059817

(Zip Code)

Registrant's telephone number, including area code: **+65 67880388**

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary Shares	JFK	The Nasdaq Stock Market LLC
Warrants	JFKKW	The Nasdaq Stock Market LLC
Units	JFKKU	The Nasdaq Stock Market LLC
Rights	JFKKR	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

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.

IMPORTANT NOTICES

8i Enterprises Acquisition Corp, a British Virgin Islands business company (“JFK”), Diginex Limited, a Singapore public company limited by shares (“Singapore NewCo”), DIGITAL INNOVATIVE LIMITED, a British Virgin Islands business company (“BVI NewCo”), and Diginex Limited, a Hong Kong company (“Diginex”), and their respective directors, executive officers and employees and other persons may be deemed to be participants in the solicitation of proxies for the holders of JFK ordinary shares in respect of the proposed transactions described herein (the “Business Combination”). Information about JFK’s directors and executive officers and their ownership of JFK’s ordinary shares is set forth in JFK’s Prospectus, dated March 27, 2019, and Quarterly Report on Form 10-K, dated December 10, 2019, filed with the Securities and Exchange Commission (the “SEC”), as modified or supplemented by any Form 4 filed with the SEC since the date of such filing. Other information regarding the interests of the participants in the proxy solicitation will be included in the proxy statement/prospectus included in the Registration Statement on Form F-4/A jointly filed by Singapore NewCo and JFK pertaining to the Business Combination (the “Form F-4”). These documents can be obtained free of charge from the sources indicated above.

In connection with the Business Combination described herein, Singapore NewCo has filed the Form F-4, which includes and serves as a proxy statement/prospectus for JFK’s shareholders. Promptly after the Form F-4 is declared effective by the SEC, JFK will mail the definitive proxy statement/prospectus and a proxy card to each shareholder entitled to vote at the meeting relating to the approval of the Business Combination and other proposals set forth in the proxy statement. **INVESTORS AND SECURITY HOLDERS OF JFK ARE URGED TO READ THESE MATERIALS (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS IN CONNECTION WITH THE BUSINESS COMBINATION THAT JFK WILL FILE WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT JFK, SINGAPORE NEWCO, BVI NEWCO, DIGINEX AND THE BUSINESS COMBINATION.** The preliminary proxy statement/prospectus, the definitive proxy statement/prospectus and other relevant materials in connection with the Business Combination (when they become available), and any other documents filed by JFK with the SEC, may be obtained free of charge at the SEC’s website (www.sec.gov) or by writing to 8i Enterprises Acquisition Corp, 6 Eu Tong Sen Street, #08-13 The Central, Singapore.

This Current Report on Form 8-K contains certain “forward-looking statements” within the meaning of the Securities Act of 1933 and the Securities Exchange Act of 1934, both as amended by the Private Securities Litigation Reform Act of 1995. Statements that are not historical facts, including statements about the pending Business Combination by and among JFK, Singapore NewCo, BVI NewCo and Diginex and the transactions contemplated thereby, and the parties’ perspectives and expectations, are forward-looking statements. Such statements include, but are not limited to, statements regarding the proposed transaction, including the anticipated initial enterprise value and post-closing equity value, the benefits of the proposed transaction, expected revenue opportunities, anticipated future financial and operating performance and results, including estimates for growth, expected management and governance, the ability to close the Business Combination, and the expected timing of the transactions contemplated by the (i) merger agreement by and among Singapore NewCo, BVI NewCo and JFK, dated October 8, 2019, and (ii) share exchange agreement by and among JFK, Diginex, the stockholders of Diginex set forth therein (the “Sellers”), and Pelham Limited, as the representative of the Sellers (the “Representative”), dated July 9, 2019 (the “Share Exchange Agreement”), as amended by the amendment and joinder to the Share Exchange Agreement, dated October 8, 2019, by and among JFK, Singapore NewCo, BVI NewCo, the Sellers, Diginex and the Representative (the “Amendment,” and together with the Share Exchange Agreement, the “Amended Share Exchange Agreement”), and as further amended by the second amendment to the Share Exchange Agreement, dated January 28, 2020 by and among JFK, Singapore NewCo, BVI NewCo, the Sellers, Diginex and the Representative (the “Second Amendment,” and together with the Amended Share Exchange Agreement, the “Second Amended Share Exchange Agreement”). The words “expect,” “believe,” “estimate,” “intend,” “plan,” and similar expressions indicate forward-looking statements. These forward-looking statements are not guarantees of future performance and are subject to various risks and uncertainties, assumptions (including assumptions about general economic, market, industry and operational factors), known or unknown, which could cause the actual results to vary materially from those indicated or anticipated.

Such risks and uncertainties include, but are not limited to: (i) risks related to the expected timing and likelihood of completion of the Business Combination, including the risk that the Business Combination may not close due to one or more closing conditions to the Business Combination not being satisfied or waived on a timely basis or otherwise; (ii) the occurrence of any event, change or other circumstances that could give rise to the termination of the Second Amended Share Exchange Agreement; (iii) the risk that there may be a material adverse effect on the business, properties, assets, liabilities, results of operations or condition (financial or otherwise), of Diginex or its subsidiaries, taken as a whole; (iv) risks related to disruption of management time from ongoing business operations due to the proposed Business Combination; (v) the risk that any announcements relating to the proposed Business Combination could have adverse effects on the market price of JFK's ordinary shares; and (vi) other risks and uncertainties indicated from time to time in the Form F-4, including "Risk Factors" therein, and other factors identified in JFK's and Singapore NewCo's prior and future filings with the SEC, available at www.sec.gov.

Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those indicated or anticipated by such forward-looking statements. Accordingly, you are cautioned not to place undue reliance on these forward-looking statements. Forward-looking statements relate only to the date they were made, and JFK, Singapore NewCo, Diginex, and their respective subsidiaries undertake no obligation to update forward-looking statements to reflect events or circumstances after the date they were made except as required by law or applicable regulation.

Item 7.01. Regulation FD Disclosure

On February 4, 2020, Diginex issued a press release announcing its Cyber Essentials Plus certification from the United Kingdom Government. A copy of the press release is attached hereto as [Exhibit 99.1](#).

On February 5, 2020, JFK issued a press release announcing Diginex's Cyber Essentials Plus certification from the United Kingdom Government. A copy of the press release is attached hereto as [Exhibit 99.2](#).

The foregoing information, including the press releases attached hereto as [Exhibit 99.1](#) and [Exhibit 99.2](#), respectively, are being furnished pursuant to Item 7.01 of this Current Report and shall not be deemed "filed" for the purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

Exhibit No.	Description
99.1	Diginex Press Release, dated as of February 4, 2020
99.2	JFK Press Release, dated as of February 5, 2020

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 5, 2020

8i ENTERPRISES ACQUISITION CORP.

By: /s/ James Tan

Name: James Tan

Title: Chief Executive Officer



Digivault receives Cyber Essentials Plus Certification from the UK Government

February 5, 2020, LONDON - [Digivault](#), a secure digital asset custody provider, announced today its successful completion of the Cyber Essentials Plus certification, reinforcing its commitment to unparalleled security and providing offerings that meet the requirements of institutional clients.

Receiving this certification means that Digivault has passed the rigorous process that ensures it has the measures in place to protect against the vast majority of common cyberattacks. These include hacking, phishing, malicious software and ransomware through which criminals hijack files and hold them to ransom, and distributed denial of service (DDOS) attacks against websites, which are often accompanied by extortion.

As part of the process, Digivault's systems have been independently verified by certification body CREST.

Digivault's mantra of Secure by Design is reinforced by internationally recognised standards and accreditations. Cyber Essentials Plus is backed by the UK Government and supported by the National Cyber Security Centre, which is part of GCHQ¹. Since 2016, the UK Government has invested around £1.9 billion (US\$2.48 billion)² on cyber security and dealt with thousands of significant incidents, requiring cross government and industry responses.

"We believe that the lack of a highly secure custody solution has hindered the widespread adoption of the digital asset class by institutional players. With this certification, we hope it will provide further peace of mind to investors who have an appetite for this burgeoning asset class," said Mr. Robert Cooper, Chief Executive Officer of Digivault.

"Today's announcement is the first stage of accreditations for us at Digivault and we are currently seeking ISO27001 Information Security Management accreditation and alignment to the worldwide Payment Card Industry Data Security Standard (PCI DSS)."

Launched in 2019, Digivault's Kelvin offering provides a vaulted cold storage solution for a range of digital asset holdings including Bitcoin and Ethereum. The product offers enterprise-grade security, operates to global standards and provides a highly secure means of processing and storing digital assets.

¹ Government Communications Headquarters, commonly known as GCHQ, is an intelligence and security organisation responsible for providing signals intelligence and information assurance to the government and armed forces of the United Kingdom.

² Source: UK National Cyber Security Centre website, news published on 21 October 2019 ([link](#))



About Digivault

Digivault was founded in December 2018 in London by a team of IT solution delivery experts from the finance and security sectors to deliver enterprise grade cold, and warm, digital asset custody solutions that would operate in harmony with one another. As a Diginex Group company, Digivault is able to support both internal and external clients with the same exacting standards. For more information visit: <https://www.digivault.com/>

About Diginex

Diginex is a blockchain financial services and technology company. Diginex partners with institutional investors, corporations and governments to make digital assets more accessible, business processes more efficient and secure. Diginex believes its collaborative approach and pursuit of global cooperation is optimal to drive institutional adoption of blockchain technologies and the regulated use of digital assets. For more information visit: <https://www.diginex.com/>

Press Contacts:

Heather Dale

Diginex

E: heather.dale@diginex.com

Tel: +852 9274 3312

Sean Pattwell

CW8 Communications

E: sean@cw8-communications.com

Tel: +353 (78) 703 4232

Disclaimer

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Forward Looking Statements

This press release includes forward looking statements that involve risks and uncertainties. Forward looking statements are statements that are not historical facts. Such forward-looking statements, including the identification of a target business and potential business combination or other such transaction, are subject to risks and uncertainties, which could cause actual results to differ from the forward- looking statements. These risks and uncertainties include, but are not limited to, those factors described in the section entitled “Risk Factors” in the prospectus filed by JFK in connection with its initial public offering on March 27, 2019. Important factors, among others, that may affect actual results or outcomes include: the inability to complete the proposed transaction; the inability to recognize the anticipated benefits of the proposed transaction, which may be affected by, among other things, the amount of cash available following any redemptions by JFK shareholders; the ability to meet Nasdaq’s listing standards following the consummation of the proposed transaction; and costs related to the proposed transaction. Important factors that could cause the combined company’s actual results or outcomes to differ materially from those discussed in the forward-looking statements include: Diginex’s limited operating history and history of net losses; Diginex’s ability to manage growth; Diginex’s ability to execute its business plan; Diginex’s estimates of the size of the markets for its products; the rate and degree of market acceptance of Diginex’s products; Diginex’s ability to identify and integrate acquisitions; potential litigation involving the Company or Diginex or the validity or enforceability of Diginex’s intellectual property; general economic and market conditions impacting demand for Diginex’s products and services; and such other risks and uncertainties as are discussed in the Company’s prospectus filed in connection with its initial public offering and the proxy statement to be filed relating to the business combination. Other factors include the possibility that the proposed business combination does not close, including due to the failure to receive required security holder approvals, or the failure of other closing conditions.

The Company expressly disclaims any obligations or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company’s expectations with respect thereto or any change in events, conditions or circumstances on which any statement is based.

8i Enterprises Acquisition Corp. Provides Update on Its Intended Merger Target – Diginex

Digivault, a Subsidiary of Diginex, Receives Cyber Essentials Plus Certification from the UK Government

NEW YORK, Feb. 5, 2020 (GLOBE NEWSWIRE) — 8i Enterprises Acquisition Corp. (NASDAQ: JFK, “JFK” or “8i”) (the “Company”), a special purpose acquisition company, today announced that Digivault, a subsidiary of the Company’s intended merger target – Diginex and a secure digital asset custody provider, has successfully completed the Cyber Essentials Plus certification from the United Kingdom Government, reinforced its commitment to unparalleled security and provided offerings that meet the requirements of institutional clients. Diginex is a digital asset financial services and advisory company with which JFK entered into a definitive share exchange agreement dated July 9, 2019.

Receiving this certification means that Digivault has passed the rigorous process that ensures it has the measures in place to protect against the vast majority of common cyberattacks. These include hacking, phishing, malicious software and ransomware through which criminals hijack files and hold them to ransom, and distributed denial of service (DDOS) attacks against websites, which are often accompanied by extortion.

As part of the process, Digivault’s systems have been independently verified by certification body CREST.

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Diginex is a blockchain financial services and technology company. Diginex partners with institutional investors, corporations and governments to make digital assets more accessible, business processes more efficient and secure. Diginex believes its collaborative approach and pursuit of global cooperation is optimal to drive institutional adoption of blockchain technologies and the regulated use of digital assets. For more information on Diginex, please visit www.diginex.com.

About 8i Enterprises Acquisition Corp.

8i Enterprises Acquisition Corp. is a British Virgin Islands company incorporated as a blank check company for the purpose of entering into a merger, share exchange, asset acquisition, share purchase, recapitalization, reorganization or similar business combination with one or more businesses or entities. The Company's efforts to identify a prospective target business will not be limited to a particular industry or geographic region, although the Company intends to focus on targets located in Asia.

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The Company expressly disclaims any obligations or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with respect thereto or any change in events, conditions or circumstances on which any statement is based.

Contacts

For inquiries regarding 8i Enterprises Acquisition Corp.:

William Yap, CFA
Chief Financial Officer
Email: ir@8icorp.com
Phone: +65 6788-0388

or

Tony Tian, CFA
Weitian Group LLC
Email: tian@weitianco.com
Phone: +1 732-910-9692

For inquiries regarding Diginex:

Heather Dale
Chief Marketing Officer
Email: heather.dale@diginex.com
Phone: +852 9274 3312
