

Section 1: F-1MEF (F-1MEF)

As filed with the Securities and Exchange Commission on February 5, 2020.

Registration No. 333-

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

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

CLARIVATE ANALYTICS PLC

(Exact Name of Registrant as Specified in Its Charter)

Jersey, Channel Islands
(State or other jurisdiction of
incorporation or organization)

7374
(Primary Standard Industrial
Classification Code Number)

Not Applicable
(I.R.S. Employer
Identification Number)

Friars House, 160 Blackfriars Road
London SE1 8EZ
United Kingdom
Telephone: +44 207 4334000

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Vistra USA, LLC
888 Seventh Avenue, 5th Floor
New York, New York 10106
Telephone: (212) 500-6259

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copy to:

Joseph A. Hall
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000

Daniel J. Bursky
Meredith L. Mackey
Fried, Frank, Harris, Shriver & Jacobson LLP
One New York Plaza
New York, New York 10004
Phone: (212) 859-8000

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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. File No. 333-236224

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 an emerging growth company as defined in Rule 405 of the Securities Act of 1933. Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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 7(a)(2) (B) of the Securities Act.

[†] The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Proposed Maximum Aggregate Offering Price (1)(2)	Amount of Registration Fee
Ordinary shares	\$71,530,000	\$9,285

- (1) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(o) under the Securities Act.
- (2) The registrant previously registered securities at an aggregate offering price not to exceed \$487,370,000 on a Registration Statement on Form F-1 (File No. 333-236224), which was declared effective on February 5, 2020. In accordance with Rule 462(b) promulgated under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$71,530,000 is hereby registered, which includes the aggregate offering price of shares issuable upon exercise of the underwriters' option to purchase additional shares and does not include the aggregate offering price of the securities that the Registrant previously registered on the Registration Statement on Form F-1 (File No. 333-236224).

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement on Form F-1 is being filed by Clarivate Analytics Plc (the “Company”) with the Securities and Exchange Commission (the “Commission”) to register additional ordinary shares of the Company at an aggregate offering price not to exceed \$71,530,000 pursuant to Rule 462(b) and General Instruction V to Form F-1, both promulgated under the Securities Act. This Registration Statement incorporates by reference the contents of the Company’s Registration Statement on Form F-1 (File No. 333-236224), initially filed with the Commission on [February 3, 2020](#), which was declared effective by the Commission on February 5, 2020, including each of the documents filed by the Company with the Commission and all the exhibits thereto.

EXHIBIT INDEX

The following documents are filed as part of this registration statement:

- 5.1* [Opinion of Ogier](#)
- 23.1* [Consent of PricewaterhouseCoopers LLP \(with respect to Clarivate Analytics Plc \(formerly known as Camelot Holdings \(Jersey\) Limited\) financial statements\)](#)
- 23.2* [Consent of PricewaterhouseCoopers LLP \(with respect to Clarivate Analytics Plc financial statements\)](#)
- 23.3* [Consent of Marcum LLP \(with respect to Churchill Capital Corp financial statements\)](#)
- 23.4* [Consent of Ogier \(included in Exhibit 5.1\)](#)
- 24.1 [Powers of Attorney \(included on signature page to this Registrant's Registration Statement on Form F-1 \(File No. 333-236224\) filed with the Commission on February 3, 2020 and incorporated herein by reference\)](#)

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of London, United Kingdom, on February 5, 2020.

Clarivate Analytics Plc

By: /s/ Jerre Stead

Name: Jerre Stead
Title: Executive Chairman and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons on February 5, 2020 in the capacities indicated.

<u>Name</u>	<u>Title</u>
<u>*</u> Jerre Stead	Executive Chairman and Chief Executive Officer (principal executive officer)
<u>*</u> Richard Hanks	Chief Financial Officer (principal financial officer)
<u>*</u> Christie Archbold	Chief Accounting Officer (principal accounting officer)
<u>*</u> Sheryl von Blucher	Director
<u>*</u> Martin Broughton	Director
<u>*</u> Kosty Gilis	Director
<u>*</u> Balakrishnan S. Iyer	Director
<u>*</u> Michael Klein	Director
<u>*</u> Nicholas Macksey	Director
<u>*</u> Karen G. Mills	Director

<u>Name</u>	<u>Title</u>
* _____ Charles E. Moran	Director
* _____ Amir Motamedi	Director
* _____ Anthony Munk	Director
* _____ Charles J. Neral	Director
* _____ Matthew Scattarella	Director
*By: _____ /s/ Jerre Stead Jerre Stead	<i>Attorney-in-Fact</i>

AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Clarivate Analytics Plc, has signed this registration statement in the City of New York, State of New York, on the 5th day of February, 2020.

VISTRA USA, LLC

By: /s/ Waldo Mercado

Name: Waldo Mercado

Title: Manager, International Operations

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Section 2: EX-5.1 (EXHIBIT 5.1)

Exhibit 5.1



Clarivate Analytics Plc
4th Floor, St Paul's Gate
22-24 New Street
St Helier
Jersey
JE1 4TR

D: +44 1534 514071
E: richard.daggett@ogier.com

Ref: RJD/APS/178835.00002

February 5, 2020

Dear Sirs

Clarivate Analytics Plc (the Company) - Registration under the US Securities Act of 1933, as amended (the Securities Act)

Background

- 1.1 In connection with the Registration Statement on Form F-1MEF (Registration No. 333-236224) (as amended, the **Registration Statement**) filed by the Company today with the Securities and Exchange Commission pursuant to the Securities Act), you have asked us to furnish our opinion as to the legality of the securities being registered under the Registration Statement.
- 1.2 The Registration Statement relates to the registration by the Company under the Securities Act of a public offering by the Company of an additional 4,600,000 ordinary shares of no par value in the Company (the Shares).
- 1.3 In this opinion, "non-assessable" means, in relation to a Share, that the consideration for which the Company agreed to issue that Share (as applicable) has been paid in full to the Company, so that no further sum is payable to the Company by any holder of that Share in respect of the purchase price of that Share.

2 Documents examined

- 2.1 For the purposes of giving this opinion, we have examined and relied upon such documents as we deem appropriate, including the following documents:
 - (a) the Registration Statement;
 - (b) the Company's memorandum and articles of association in force as at the date hereof (the **M&A**);
-

- (c) a true copy of the minutes of a meeting of the board of directors of the Company held on 31 January 2020 appointing a committee of directors of the Company (the **Board Minutes**);
- (d) the written resolutions dated 31 January 2020 duly signed by all members of the committee established pursuant to the Board Minutes (the Committee Resolutions and, together with the Board Minutes, the Board Resolutions) approving, amongst other things, the filing of the Registration Statement;
- (e) the Company's certificate of incorporation;
- (f) a consent to issue shares dated 7 January 2019 issued to the Company by the Jersey Financial Services Commission (the **Commission**) under the Control of Borrowing (Jersey) Order 1958, as amended (the **COBO Consent**); and
- (g) a certificate signed by a director of the Company dated on or around the date of this opinion; and

2.2 For the purposes of this opinion, we have, with the Company's consent, relied upon certificates and other assurances of directors and other officers of the Company as to matters of fact, without having independently verified such factual matters.

3 Assumptions

For the purposes of this opinion, we have assumed:

- (a) the authenticity, accuracy, completeness and conformity to original documents of all copy documents and certificates of officers of the Company examined by us;
 - (b) that the signatures on all documents examined by us are the genuine signatures of persons authorised to execute or certify such documents;
 - (c) the accuracy and completeness in every respect of all certificates of directors or other officers of the Company given to us for the purposes of giving this Opinion and that (where relevant) such certificates would be accurate if they have been given as of the date hereof;
 - (d) that the Company will receive in full the consideration for which the Company agreed to issue the Shares;
 - (e) that words and phrases used in the Registration Statement have the same meaning and effect as they would if the Registration Statement were governed by Jersey law;
 - (f) that no other event occurs after the date hereof which would affect the opinions herein stated;
 - (g) that there is no provision of the law or regulation of any jurisdiction other than Jersey which would have any adverse implication in relation to the opinion expressed hereunder; and
 - (h) there has been no amendment to the COBO Consent.
-

4 **Opinion**

As a matter of Jersey law, and on the basis of and subject to the foregoing and the qualifications below, we are of the following opinion:

- (a) the Shares have been duly authorised and, when issued as contemplated by the Registration Statement, will be validly issued, fully paid and non-assessable.

5 **Qualifications**

This Opinion is subject to the following qualification:

- (a) the obligations of the Company under, or in respect of, the Shares will be subject to any law from time to time in force relating to bankruptcy, insolvency, liquidation, reorganisation or administration or any other law or legal procedure affecting generally the enforcement of creditors' rights.

6 **Governing Law, Limitations, Benefit and Disclosure**

- 6.1 This Opinion shall be governed by and construed in accordance with the laws of Jersey and is limited to the matters expressly stated herein.
- 6.2 This Opinion is limited to matters of Jersey law and practice as at the date hereof and we have made no investigation and express no opinion with respect to the law or practice of any other jurisdiction.
- 6.3 We assume no obligation to advise you (to any other person who may rely on this Opinion in accordance with this paragraph), or undertake any investigations, as to any legal developments or factual matters arising after the date of the Opinion that might affect the opinions expressed herein.
- 6.4 We consent to the filing of a copy of this opinion as Exhibit 5.1 to the Registration Statement and to reference to us being made in the Registration Statement. In giving this consent, we do not admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations promulgated by the US Securities and Exchange Commission under the Securities Act.

Yours faithfully

/s/ Ogier
Ogier (Jersey) LLP

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Section 3: EX-23.1 (EXHIBIT 23.1)

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form F-1 of our report dated February 26, 2019, except for the effects of the reverse recapitalization as discussed in Note 1 and Note 17 to the consolidated financial statements, as to which the date is August 22, 2019 relating to the consolidated financial statements which appears in the Registration Statement on Form F-1 (No. 333-236224) of Clarivate Analytics Plc (formerly known as Camelot Holdings (Jersey) Limited). We also consent to the reference to us under the heading "Experts" in the Registration Statement on Form F-1 (No. 333-236224) incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP
Philadelphia, Pennsylvania
February 5, 2020

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Section 4: EX-23.2 (EXHIBIT 23.2)

Exhibit 23.2

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form F-1 of our report dated February 26, 2019 relating to the consolidated financial statement, which appears in the Registration Statement on Form F-1 (No. 333-236224) of Clarivate Analytics Plc. We also consent to the reference to us under the heading "Experts" in the Registration Statement on Form F-1 (No. 333-236224) incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP
Philadelphia, Pennsylvania
February 5, 2020

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Section 5: EX-23.3 (EXHIBIT 23.3)

Exhibit 23.3

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Clarivate Analytics PLC on Form F-1 pursuant to Rule 462(b) under the Securities Act of 1933, as Amended, of our report dated February 27, 2019, with respect to our audit of the financial statements of Churchill Capital Corp. as of December 31, 2018 and for the period from June 20, 2018 (inception) through December 31, 2018 appearing in the Annual Report on Form 10-K of Churchill Capital Corp. for the period from June 20, 2018 (inception) through December 31, 2018. We were dismissed as auditors on May 13, 2019 and, accordingly, we have not performed any audit or review procedures with respect to any financial statements appearing in such Prospectus for the periods after the date of our dismissal.

/s/ Marcum LLP

Marcum LLP
New York, NY
February 5, 2020

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