

Tecnoglass Inc.
Form SC TO-I/A
September 12, 2016

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

AMENDMENT NO. 1

TO

SCHEDULE TO

**TENDER OFFER STATEMENT UNDER
SECTION 14(d)(1) OR 13(e)(1) OF
THE SECURITIES EXCHANGE ACT OF 1934**

TECNOGLASS INC.
(Name Of Subject Company and Filing Person
(Issuer))

Warrants to Purchase Ordinary Shares
(Title of Class of Securities)

G87264118
(CUSIP Number of Class of Securities)

Joaquin Fernandez
Chief Financial Officer
Anevida Circunvalar a 100 mts de la Via 40
Barrio Las Flores

Barranquilla, Colombia

(57)(5)3734000

(Name, Address, and Telephone Number of Person
Authorized to Receive Notices
and Communications on Behalf of Filing Persons)

Copies of communications to:

David Alan Miller, Esq.

**Jeffrey M. Gallant, Esq.
Graubard Miller**

**The Chrysler Building
405 Lexington Avenue
New York, New York 10174
(212) 818-8800**

(212) 818-8881 - Facsimile

CALCULATION OF FILING FEE

Transaction Valuation⁽¹⁾	Amount of Filing Fee⁽²⁾
\$10,294,599.55	\$1,036.67

The transaction valuation is estimated solely for purposes of calculating the amount of the filing fee. Tecnoglass Inc. (the "Company") is offering holders of a total of 6,716,161 warrants issued by the Company the opportunity to exchange such warrants for ordinary shares, par value \$0.0001 per share, of the Company by tendering 2.5 (1) warrants in exchange for one ordinary share. The transaction value was determined by using the average of the high and low prices of the publicly traded warrants of the Company as reported on the OTCQB on March 4, 2016, which was \$3.83.

The amount of the filing fee assumes that all outstanding warrants of the Company will be exchanged and is (2)calculated pursuant to Rule 0-11(b) of the Securities Exchange Act of 1934, as amended. The filing fee equals \$116.20 for each \$1,000,000 of the transaction valuation.

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Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the
x offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or
Schedule and the date of its filing.

Amount Previously Paid: \$1,036.67

Filing Party: Tecnoglass Inc.

Form or Registration No.: Form S-4 (SEC File No. 333-205586) Date Filed: July 9, 2015

..Check the box if the filing relates solely to preliminary communications made before the commencement of a tender
offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

..third-party tender offer subject to Rule 14d-1.

x issuer tender offer subject to Rule 13e-4.

..going-private transaction subject to Rule 13e-3.

..amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: x

This Amendment No. 1 to Schedule TO (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO filed by Tecnoglass Inc., a Cayman Islands exempted company (the “Company”), with the Securities and Exchange Commission on August 4, 2016 (the “Original Schedule TO,” and as amended by this Amendment, the “Schedule TO”). The Schedule TO relates to an offer by the Company to each of its warrant holders to receive one ordinary share, par value \$0.0001 per share, of the Company in exchange for every 2.5 outstanding warrants of the Company tendered by the holder for exchange pursuant to the offer (the “Offer”). The terms and conditions of the Offer, as well as, other information required by Schedule TO, are set forth in the Prospectus/Offer to Exchange, dated August 4, 2016 (the “Prospectus/Offer to Exchange”), a copy of which was filed as Exhibit (a)(1)(A) to the Original Schedule TO, and in the related Letter of Transmittal, a copy of which was filed as Exhibit (a)(1)(B) to the Original Schedule TO.

This Amendment is being filed to report the final results of the Offer.

Item 11. Additional Information.

Item 11 of the Original Schedule TO is hereby amended and supplemented by adding the following paragraph:

“The Offer expired on September 8, 2016, at 5:00 p.m., Eastern Time. Pursuant to the Offer, the Company accepted for exchange 5,579,229 Warrants (including 109,170 through guaranteed delivery), representing approximately 83% of the outstanding Warrants of the Company. Pursuant to the terms of the Offer, the Company issued an aggregate of 2,231,680 ordinary shares in exchange for such Warrants.”

Item 12. Exhibits.

Item 12 of the Original Schedule TO is amended and supplemented by adding the following:

Description

**Exhibit
No.**

- (a)(1)(F) Press release dated September 12, 2016 (incorporated by reference to Exhibit 99.1 of the Current Report on Form 8-K filed by the Company with the SEC on September 12, 2016).

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

TECNOGLASS INC.

By: /s/ Jose M. Daes
Jose M. Daes
Chief Executive Officer

Dated: September 12, 2016