Filed by Cellebrite DI Ltd.
Pursuant to Rule 425 under the Securities Act of 1933
and deemed filed pursuant to Rule 14a-12
of the Securities Exchange Act of 1934
Subject Company: TWC Tech Holdings II Corp.
Commission File No. 001-39499

8 April 2021

# Cellebrite Social Media Posts

Twitter:			
	Post	CTA	Time
Tweet 1	Cellebrite intends to go public through a merger with TWC Tech Holdings II Corp. Through this merger, we will advance our mission to empower our customers to protect and save lives, accelerate justice and preserve privacy. Learn More: (Link to Cellebrite Press Release with disclaimers) [Cellebrite Brand Image]	Learn More	7:05am ET / 14:05 Israel
Tweet 2	With our end-to-end integrated Digital Intelligence investigative platform, our customers can solve quickly and efficiently, digitizing the entire investigative lifecycle and accelerating outcomes within the justice system. (Link to Cellebrite Press Release with disclaimers)	Learn More	7:05am ET / 14:05 Israel
Tweet 3	The transaction is expected to be completed in Q2 or Q3 of 2021 and, at that time, Cellebrite will begin to trade on the Nasdaq under the ticker CLBT. Learn More: (Link to Cellebrite Press Release with disclaimers)	Learn More	7:05am ET / 14:05 Israel
Facebook:			
	Post	CTA	Time
Post:	Cellebrite intends to go public through a merger with TWC Tech Holdings II Corp. The transaction is expected to be completed in Q2 or Q3 of 2021 and, at that time, Cellebrite will begin to trade on the Nasdaq under the ticker CLBT. (Link to Cellebrite Press Release with disclaimers)	Learn More	7:05am ET / 14:05 Israel
	With Cellebrite's end-to-end integrated Digital Intelligence investigative platform, our customers can solve cases faster and more efficiently than ever before, digitizing the entire investigative lifecycle and accelerating outcomes within the justice system.		
	Through this merger, we will advance our mission to empower our customers to protect and save lives, accelerate justice and preserve privacy.		
	[Cellebrite Brand Image]		

## LinkedIn:

Post:

Post

Cellebrite intends to go public through a merger with TWC Tech Holdings II Corp. The transaction is expected to be completed in Q2 or Q3 of 2021 and, at that time, Cellebrite will begin to trade on the Nasdaq under the ticker CLBT. (Link to Cellebrite Press Release with disclaimers)

Learn More 7:0

CTA

7:05am ET / 14:05 Israel

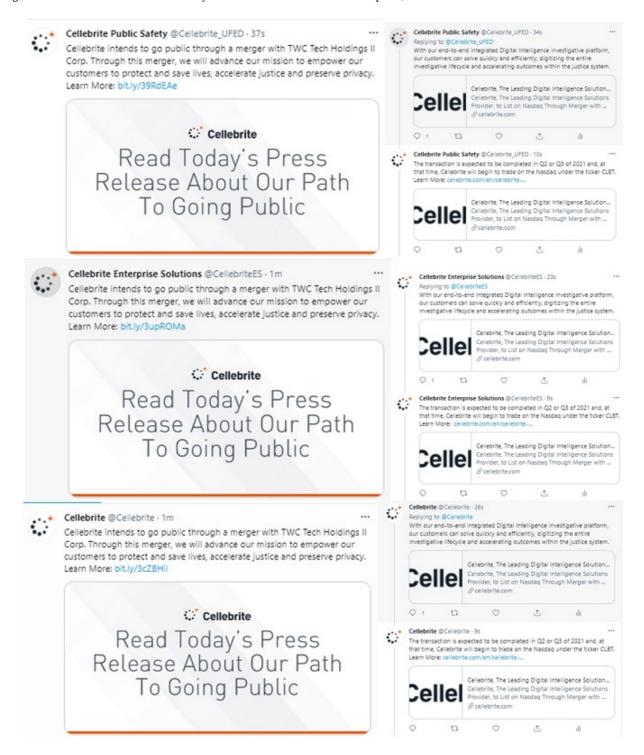
Time

With Cellebrite's end-to-end integrated Digital Intelligence investigative platform, our customers can solve cases faster and more efficiently than ever before, digitizing the entire investigative lifecycle and accelerating outcomes within the justice system.

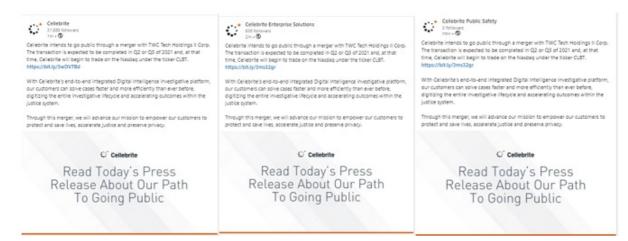
Through this merger, we will advance our mission to empower our customers to protect and save lives, accelerate justice and preserve privacy.

[Cellebrite Brand Image]

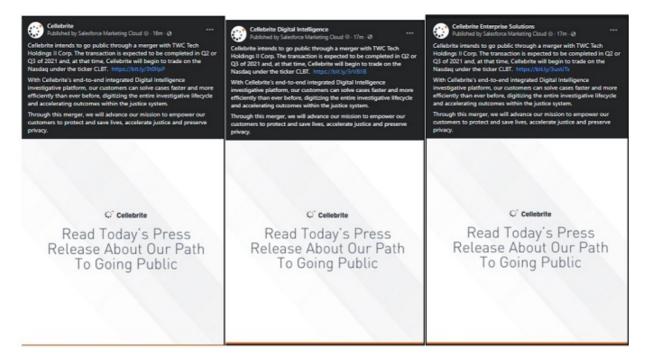
The following communication was made available by Cellebrite DI Ltd. on Twitter on April 8, 2021.



## The following communication was made available by Cellebrite DI Ltd. on LinkedIn on April 8, 2021.



The following communication was made available by Cellebrite DI Ltd. on Facebook on April 8, 2021.



### **Caution Regarding Forward Looking Statements**

This document includes "forward looking statements" within the meaning of the "safe harbor" provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as "forecast," "intend," "seek," "target," "anticipate," "believe," "could," "continue," "expect," "estimate," "may," "plan," "outlook," "future" and "project" and other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. Such forward looking statements include estimated financial information. Such forward looking statements with respect to revenues, earnings, performance, strategies, prospects and other aspects of the businesses of TWC Tech Holdings, Cellebrite or the combined company after completion of the proposed business combination (the "business combination") contemplated by the Business Combination Agreement and Plan of Merger (the "Merger Agreement") are based on current expectations that are subject to risks and uncertainties. A number of factors could cause actual results or outcomes to differ materially from those indicated by such forward looking statements. These factors include, but are not limited to: (1) the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger Agreement and the proposed business combination contemplated thereby; (2) the inability to complete the transactions contemplated by the Merger Agreement due to the failure to obtain approval of the stockholders of TWC Tech Holdings or other conditions to closing in the Merger Agreement; (3) the ability to meet Nasdaq's listing standards following the consummation of the transactions contemplated by the Merger Agreement; (4) the risk that the proposed transaction disrupts current plans and operations of Cellebrite as a result of the announcement and consummation of the transactions described herein; (5) the ability to recognize the anticipated benefits of the proposed business combination, which may be affected by, among other things, competition, the ability of the combined company to grow and manage growth profitably, maintain relationships with customers and suppliers and retain its management and key employees; (6) costs related to the proposed business combination; (7) changes in applicable laws or regulations; (8) the possibility that Cellebrite may be adversely affected by other economic, business, and/or competitive factors; and (9) other risks and uncertainties indicated from time to time in other documents filed or to be filed with the SEC by TWC Tech Holdings. You are cautioned not to place undue reliance upon any forwardlooking statements, which speak only as of the date made. TWC Tech Holdings and Cellebrite undertake no commitment to update or revise the forwardlooking statements, whether as a result of new information, future events or otherwise, except as may be required by law.

### **Additional Information**

In connection with the proposed business combination between Cellebrite and TWC Tech Holdings, Cellebrite intends to file a registration statement on Form F-4 that will include a preliminary proxy statement to be distributed to stockholders of TWC Tech Holdings II Corp. in connection with TWC Tech Holdings' solicitation of proxies for the vote by its stockholders with respect to the proposed business combination. After the registration statement has been filed and declared effective by the SEC, TWC Tech Holdings will mail a definitive proxy statement / prospectus to its stockholders as of the record date established for voting on the proposed business combination and the other proposals regarding the proposed business combination set forth in the proxy statement. Cellebrite or TWC Tech Holdings may also file other documents with the SEC regarding the proposed business combination. Before making any investment or voting decision, stockholders and other interested persons are advised to read, when available, the registration statement and preliminary proxy statement / prospectus and any amendments thereto, and the definitive proxy statement / prospectus in connection with TWC Tech Holdings' solicitation of proxies for the special meeting to be held to approve the transactions contemplated by the proposed business combination because these materials will contain important information about Cellebrite, TWC Tech Holdings and the proposed transaction. Stockholders will also be able to obtain a copy of the preliminary proxy statement / prospectus and the definitive proxy statement / prospectus once they are available, without charge, at the SEC's website at www.sec.gov, or at Cellebrite's website at www.cellebrite.com, or by directing a request to: TWC Tech Holdings II Corp., Four Embarcadero Center, Suite 2100, San Francisco, CA 94111.

#### No Offer or Solicitation

This document is not a proxy statement or solicitation or a proxy, consent or authorization with respect to any securities or in respect of the proposed business combination and shall not constitute an offer to sell or exchange, or a solicitation of an offer to buy or exchange, the securities of Cellebrite, TWC Tech Holdings or the combined company, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation, sale or exchange would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

## Participants in the Solicitation

Cellebrite and TWC Tech Holdings and their respective directors and officers may be deemed participants in the solicitation of proxies of TWC Tech Holdings stockholders in connection with the proposed business combination. TWC Tech Holdings stockholders, Cellebrite's shareholders and other interested persons may obtain, without charge, more detailed information regarding the directors and officers of Cellebrite and TWC Tech Holdings at Cellebrite's website at www.cellebrite.com, or in TWC Tech Holdings' Annual Report on Form 10-K for the fiscal year ended December 31, 2020, respectively.

Information regarding the persons who may, under SEC rules, be deemed participants in the solicitation of proxies to TWC Tech Holdings' stockholders in connection with the proposed transaction will be set forth in the proxy statement / prospectus for the transaction when available. Additional information regarding the interests of participants in the solicitation of proxies in connection with the proposed transaction will be included in the proxy statement / prospectus filed with the SEC in connection with the proposed business combination.