

Cazador Acquisition Corp Ltd.
Form 10-K/A
April 12, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-K/A

(Amendment No. 1)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF
X 1934**

OR

**..TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934**

Commission file number: 001-34887

CAZADOR ACQUISITION CORPORATION LTD.

| | |
|---------------------------------|------------------------|
| Cayman Islands | 98-0668024 |
| (State or other jurisdiction of | (I.R.S. Employer |
| incorporation or organization) | Identification Number) |

c/o Arco Capital Management LLC

7 Sheinovo Street

1504 Sofia, Bulgaria

(Address of principal executive offices)

Francesco Piovchetti

Chairman of the Board, Chief Executive Officer and Director

Cazador Acquisition Corporation Ltd.

c/o Arco Capital Management LLC

7 Sheinovo Street

1504 Sofia, Bulgaria

Tel: +359 2 895 2000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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

| Title of each class | Name of each exchange on which registered |
|--|---|
| Units consisting of one Ordinary Share and one Warrant | Nasdaq Capital Market |
| Ordinary Shares included in the Units, par value \$0.0001 per share | Nasdaq Capital Market |
| Warrants included in the Units, exercisable for Ordinary Shares at an exercise price of \$7.50 per share | Nasdaq Capital Market |

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No .

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes No .

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90

days. Yes No .

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No .

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. Yes No .

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No .

The aggregate market value of the outstanding common stock, other than shares held by persons who may be deemed affiliates of the registrant, computed by reference to the closing sales price for the Registrant's Common Stock on June 30, 2011, as reported on the NASDAQ Capital Market, was approximately \$44,574,000 based upon a reported close price of \$9.69.

As of December 31, 2011, there were 5,750,000 shares of common stock, par value \$.0001 per share, of the registrant outstanding.

Explanatory Note

This Amendment No.1 to the Annual Report on Form 10-K of Cazador Acquisition Corporation (the “Company”), amends the Company’s Annual Report on Form 10-K for the year ended December 31, 2011 (the “Original Filing”), which was filed with the Securities and Exchange Commission (“SEC”) on March 29, 2012, for the sole purpose of furnishing the Interactive Data File as Exhibit 101.

No other changes have been made to the Form 10-K. This Form 10-K/A continues to speak as of the original filing date of the Form 10-K, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update any related disclosures made in the Form 10-K.

PART II – OTHER INFORMATION

ITEM 6. EXHIBITS

Exhibit No. Description

- | | |
|---------|---|
| 3.1 | Second Amended and Restated Memorandum and Articles of Association.* |
| 4.1 | Specimen Unit Certificate. * |
| 4.2 | Specimen Ordinary Share Certificate. * |
| 4.3 | Warrant Certificate. * |
| 4.4 | Registration Rights Agreement by and between Cazador Acquisition Corporation Ltd., Cazador Sub Holdings Ltd. and Others. ** |
| 4.5 | Warrant Agreement by and between Cazador Acquisition Corporation Ltd. and Continental Stock Transfer & Trust Company. ** |
| 10.1 | Letter Agreement among Cazador Acquisition Corporation Ltd., Arco Capital Management LLC, and Cazador Sub Holdings Ltd. ** |
| 10.2 | Letter Agreement among Cazador Acquisition Corporation Ltd. and Each of the Directors and Executive Officers of Cazador Acquisition Corporation Ltd. ** |
| 10.3 | Form of Service Agreement.* |
| 10.4 | Form of Subscription Agreement between Cazador Acquisition Corporation Ltd. and Cazador Sub Holdings Ltd. * |
| 10.5 | Warrant Subscription Agreement between Cazador Acquisition Corporation Ltd. and Cazador Sub Holdings Ltd. ** |
| 10.6 | Investment Management Trust Agreement between Cazador Acquisition Corporation Ltd. and Continental Stock Transfer & Trust Company. ** |
| 10.7 | Indemnification Agreement. * |
| 10.8 | Form of Security Escrow Agreement by and among Cazador Acquisition Corporation Ltd., Cazador Sub Holdings Ltd., and Continental Stock Transfer & Trust Company. ** |
| 10.9 | Repurchase Agreement between Cazador Acquisition Corporation Ltd. and Cazador Sub Holdings Ltd. ** |
| 10.10 | Memorandum of Understanding by and between Cazador Acquisition Corporation Ltd. and Cazador Sub-Holdings Ltd.*** |
| 31.1 | Certification of the Chairman of the Board, Chief Executive Officer, Chief Financial Officer and President Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. *** |
| 32.1 | Certification of the Chairman of the Board, Chief Executive Officer, Chief Financial Officer and President Pursuant to 18 U.S.C. Section 1350, as Adopted to Section 906 of the Sarbanes-Oxley Act of 2002. *** |
| 101.INS | XBRL Instance Document |
| 101.SCH | XBRL Taxonomy Extension Schema Document |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document |
| * | Incorporated by reference to the Registrant's Form F-1 (Commission File No. 333- 169231) filed on September 3, 2010. |
| ** | Incorporated by reference to the Registrant's Form F-1/A (Commission File No. 333- 169231) filed on October 6, 2010. |

*** Previously furnished.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: April 12, 2012

CAZADOR ACQUISITION CORPORATION LTD.

(Registrant)

By: /s/ Francesco Piovanetti

Name: Francesco Piovanetti

Title: Chairman of the Board, Chief Executive Officer, President, Chief Financial Officer