

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Falcon Equity Investors LLC</u>  (Last) (First) (Middle) C/O FALCON CAPITAL ACQUISITION CORP. 660 MADISON AVENUE, 12TH FLOOR  (Street) NEW YORK NY 10065  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/21/2020	3. Issuer Name and Ticker or Trading Symbol <u>Falcon Capital Acquisition Corp.</u> [ FCAC ]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) *Director by Deputization	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Class B Common Stock	(1)	(1)	Class A Common Stock	8,565,000	(1)	D <sup>(2)</sup>

1. Name and Address of Reporting Person\*  
Falcon Equity Investors LLC  
 (Last) (First) (Middle)  
 C/O FALCON CAPITAL ACQUISITION CORP.  
 660 MADISON AVENUE, 12TH FLOOR  
 (Street)  
 NEW YORK NY 10065  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Eagle Falcon JV Co LLC  
 (Last) (First) (Middle)  
 C/O FALCON CAPITAL ACQUISITION CORP.  
 660 MADISON AVENUE, 12TH FLOOR  
 (Street)  
 NEW YORK NY 10065  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

Mnuchin Alan G.

(Last) (First) (Middle)

C/O FALCON CAPITAL ACQUISITION CORP.  
660 MADISON AVENUE, 12TH FLOOR

(Street)

NEW YORK NY 10065

(City)

(State)

(Zip)

**Explanation of Responses:**

1. The shares of Class B Common Stock are convertible for shares of the Issuer's Class A Common Stock as described under the heading "Description of Securities" in the Issuer's Registration Statement on Form S-1 (File No. 333-248590) (the "Registration Statement") and have no expiration date. The shares of Class B Common Stock beneficially owned by the Reporting Persons include up to 1,125,000 shares of Class B Common Stock subject to forfeiture to the Issuer depending on the extent to which the underwriters' over-allotment option is exercised in connection with the Issuer's initial public offering of units, as described in the Registration Statement.

2. Falcon Equity Investors LLC is the record holder of the securities reported herein. Eagle Falcon JV Co LLC, which is controlled by Mr. Mnuchin, is the managing member of Falcon Equity Investors LLC and has voting and investment discretion with respect to the securities held of record by Falcon Equity Investors LLC. Eagle Falcon JV Co LLC and Mr. Mnuchin each disclaims any beneficial ownership of the securities held by Falcon Equity Investors LLC other than to the extent of any pecuniary interest each may have therein, directly or indirectly.

**Remarks:**

See Exhibit 99.1 - Joint Filer Information, which is incorporated herein by reference and describes in further detail the relationships of the Reporting Persons to the Issuer. See Exhibits 24.1, 24.2 and 24.3 - Powers of Attorney.

/s/ Daniel Nussen,  
Attorney-in-Fact for 09/21/2020  
Falcon Equity Investors  
LLC

/s/ Daniel Nussen,  
Attorney-in-Fact for Eagle 09/21/2020  
Falcon JV Co LLC

/s/ Daniel Nussen,  
Attorney-in-Fact for Alan 09/21/2020  
G. Mnuchin

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

**POWER OF ATTORNEY**

The undersigned constitutes and appoints Joel Rubinstein, Daniel Nussen, Audrey Bae and Forrest Brown, or any of them acting singly, as the undersigned's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead, to:

1. prepare, sign, and submit to the Securities and Exchange Commission (the "SEC") on its Electronic Data Gathering, Analysis, and Retrieval ("EDGAR") Filer Management website a Form ID application, including any amendments and exhibits thereto, and any other related documents as may be necessary or appropriate, to obtain from the SEC access codes to permit filing on the SEC's EDGAR system, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each act and thing requisite and necessary to be done as required by any rule or regulation of the SEC and the EDGAR Filer Manual as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof; and

2. sign any and all SEC statements of beneficial ownership of securities of Falcon Capital Acquisition Corp. (the "Company") on Schedule 13D as required under Section 13 and Forms 3, 4 and 5 as required under Section 16(a) of the Securities Exchange Act of 1934, as amended, and any amendments thereto, and to file the same with all exhibits thereto, and other documents in connection therewith, with the SEC, the Company and any stock exchange on which any of the Company's securities are listed, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each act and thing requisite and necessary to be done under said Section 13 and Section 16(a), as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof.

A copy of this power of attorney shall be filed with the SEC. The authorization set forth above shall continue in full force and effect until the undersigned revokes such authorization by written instructions to the attorneys-in-fact.

The authority granted hereby shall in no event be deemed to impose or create any duty on behalf of the attorneys-in-fact with respect to the undersigned's obligations to file a Form ID, Schedule 13Ds and Forms 3, 4 and 5 with the SEC.

Dated: June 17, 2020

FALCON EQUITY INVESTORS LLC  
By: Eagle Falcon JV Co LLC, its managing member

By: /s/ Alan G. Mnuchin  
Name: Alan G. Mnuchin  
Title: Managing Member

**POWER OF ATTORNEY**

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2. sign any and all SEC statements of beneficial ownership of securities of Falcon Capital Acquisition Corp. (the "Company") on Schedule 13D as required under Section 13 and Forms 3, 4 and 5 as required under Section 16(a) of the Securities Exchange Act of 1934, as amended, and any amendments thereto, and to file the same with all exhibits thereto, and other documents in connection therewith, with the SEC, the Company and any stock exchange on which any of the Company's securities are listed, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each act and thing requisite and necessary to be done under said Section 13 and Section 16(a), as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof.

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Dated: September 11, 2020

EAGLE FALCON JV CO LLC

By: /s/ Alan G. Mnuchin

Name: Alan G. Mnuchin

Title: Managing Member

**POWER OF ATTORNEY**

The undersigned constitutes and appoints Joel Rubinstein, Daniel Nussen, Audrey Bae and Forrest Brown, or any of them acting singly, as the undersigned's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead, to:

1. prepare, sign, and submit to the Securities and Exchange Commission (the "SEC") on its Electronic Data Gathering, Analysis, and Retrieval ("EDGAR") Filer Management website a Form ID application, including any amendments and exhibits thereto, and any other related documents as may be necessary or appropriate, to obtain from the SEC access codes to permit filing on the SEC's EDGAR system, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each act and thing requisite and necessary to be done as required by any rule or regulation of the SEC and the EDGAR Filer Manual as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof; and

2. sign any and all SEC statements of beneficial ownership of securities of Falcon Capital Acquisition Corp. (the "Company") on Schedule 13D as required under Section 13 and Forms 3, 4 and 5 as required under Section 16(a) of the Securities Exchange Act of 1934, as amended, and any amendments thereto, and to file the same with all exhibits thereto, and other documents in connection therewith, with the SEC, the Company and any stock exchange on which any of the Company's securities are listed, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each act and thing requisite and necessary to be done under said Section 13 and Section 16(a), as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof.

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The authority granted hereby shall in no event be deemed to impose or create any duty on behalf of the attorneys-in-fact with respect to the undersigned's obligations to file a Form ID, Schedule 13Ds and Forms 3, 4 and 5 with the SEC.

Dated: June 17, 2020

/s/ Alan G. Mnuchin

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Alan G. Mnuchin

Joint Filer Information

Name of Joint Filer: Falcon Equity Investors LLC

Address of Joint Filer: c/o Falcon Capital Acquisition Corp.  
660 Madison Avenue, 12th Floor  
New York, NY 10065

Relationship of Joint Filer to Issuer: 10% Owner, Director

Issuer Name and Ticker or Trading Symbol: Falcon Capital Acquisition Corp. [FCAC]

Date of Event Requiring Statement:  
(Month/Day/Year): 09/21/2020

Name of Joint Filer: Eagle Falcon JV Co LLC

Address of Joint Filer: c/o Falcon Capital Acquisition Corp.  
660 Madison Avenue, 12th Floor  
New York, NY 10065

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: Falcon Capital Acquisition Corp. [FCAC]

Date of Event Requiring Statement:  
(Month/Day/Year): 09/21/2020

Name of Joint Filer: Alan G. Mnuchin

Address of Joint Filer: c/o Falcon Capital Acquisition Corp.  
660 Madison Avenue, 12th Floor  
New York, NY 10065

Relationship of Joint Filer to Issuer: 10% Owner, Director, Officer

Issuer Name and Ticker or Trading Symbol: Falcon Capital Acquisition Corp. [FCAC]

Date of Event Requiring Statement:  
(Month/Day/Year): 09/21/2020