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

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

Fortistar Sustainable Solutions Corp.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

6770
(Primary Standard Industrial
Classification Code Number)

85-2693583
(I.R.S. Employer
Identification No.)

**One North Lexington Avenue
White Plains, NY 10601
(914) 421-4900**
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Nadeem Nisar
Chief Executive Officer and Director
One North Lexington Avenue
White Plains, NY 10601
(914) 421-4900**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Alexander D. Lynch, Esq.
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Tel: (212) 310-8000
Fax: (212) 310-8007**

Copies to:

**Gregg A. Noel, Esq.
P. Michelle Gasaway, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
300 South Grand Avenue, Suite 3400
Los Angeles, California 90071
Tel: (213) 687-5000
Fax: (213) 687-5600**

**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, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. **333-251922**

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 a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.:

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

If an emerging growth company, 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.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be Registered	Proposed maximum offering price per unit⁽¹⁾	Proposed maximum aggregate offering price⁽¹⁾	Amount of registration fee
Units, each consisting of one share of Class A Common Stock, \$0.0001 par value, and one-half of one Warrant ⁽²⁾	2,875,000 Units	\$10.00	\$28,750,000	\$3,137
Shares of Class A Common Stock included as part of the Units ⁽³⁾	2,875,000 Shares	—	—	— ⁽⁴⁾
Warrants included as part of the Units ⁽³⁾	1,437,500 Warrants	—	—	— ⁽⁴⁾
Total			\$28,750,000	\$3,137 ⁽⁵⁾

- (1) Estimated solely for the purpose of calculating the registration fee.
- (2) Represents only the additional number of securities being registered. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-251922). Includes 375,000 units, consisting of 375,000 shares of Class A common stock and 187,500 warrants, which may be issued upon exercise of a 45-day option granted to the underwriters to cover over-allotments, if any.
- (3) Pursuant to Rule 416(a), there are also being registered an indeterminable number of additional securities as may be issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (4) No fee pursuant to Rule 457(g).
- (5) The Registrant previously registered securities having a proposed maximum aggregate offering price of \$230,000,000 on its Registration Statement on Form S-1, as amended (File No. 333-251922), which was declared effective by the Securities and Exchange Commission on January 26, 2021. In accordance with Rule 462(b) under the Securities Act, an additional number of securities having a proposed maximum offering price of \$28,750,000 is hereby registered, which includes securities issuable upon the exercise of the underwriters' over-allotment option.

The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement on Form S-1 is being filed by Fortistar Sustainable Solutions Corp., a Delaware corporation (the “Registrant”), pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction V to Form S-1. This Registration Statement relates to the Registrant’s Registration Statement on Form S-1, as amended (File No. 333-251922) (the “Prior Registration Statement”), initially filed by the Registrant on January 6, 2021 and declared effective by the Securities and Exchange Commission on January 26, 2021. This Registration Statement covers the registration of an additional 2,875,000 of the Registrant’s units (including 375,000 units, which may be issued upon exercise of a 45-day option granted to the underwriters to cover over-allotments, if any), each consisting of one share of the Registrant’s Class A common stock, \$0.0001 par value per share, and one-half of one warrant, each whole warrant entitling the holder thereof to purchase one share of the Registrant’s Class A common stock. The required opinion of counsel and related consent and accountant’s consent are attached hereto and filed herewith. Pursuant to Rule 462(b), the contents of the Prior Registration Statement, including the exhibits thereto, are incorporated by reference into this Registration Statement.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

(a) *Exhibits.* All exhibits filed with or incorporated by reference in the Registration Statement on Form S-1 (SEC File No. 333-251922) are incorporated by reference into, and shall be deemed a part of, this Registration Statement, and the following additional exhibits are filed herewith, as part of this Registration Statement:

Exhibit No.	Description
5.1	Opinion of Weil, Gotshal & Manges LLP, Counsel to Registrant.
23.1	Consent of Marcum LLP.
23.2	Consent of Weil, Gotshal & Manges LLP (included in Exhibit 5.1).
24	Power of Attorney (included on signature page to the Registrant's Prior Registration Statement (File No. 333-251922)) filed on January 6, 2021.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of White Plains, State of New York on the 26th day of January, 2021.

Fortistar Sustainable Solutions Corp.

By: /s/ Nadeem Nisar
Name: Nadeem Nisar
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Position</u>	<u>Date</u>
<u>*</u> Mark S. Comora	Chairman of the Board of Directors	January 26, 2021
<u>/s/ Nadeem Nisar</u> Nadeem Nisar	Chief Executive Officer, Director (Principal Executive Officer)	January 26, 2021
<u>*</u> Scott Contino	Chief Financial Officer (Principal Financial and Accounting Officer)	January 26, 2021
<u>/s/ George Coyle</u> George Coyle	Director	January 26, 2021
<u>/s/ William D. Lese</u> William D. Lese	Director	January 26, 2021
<u>/s/ Mark M. Little</u> Mark M. Little	Director	January 26, 2021

*By: /s/ Nadeem Nisar
Nadeem Nisar
Attorney-in-Fact

Well, Gotshal & Manges LLP

767 Fifth Avenue
New York, NY 10153-0119
+1 212 310 8000 tel
+1 212 310 8007 fax

January 26, 2021

Fortistar Sustainable Solutions Corp.
One North Lexington Avenue
White Plains, NY 10601

Ladies and Gentlemen:

We have acted as counsel to Fortistar Sustainable Solutions Corp., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of the Company's Registration Statement on Form S-1 (the "462(b) Registration Statement"), under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of the offer and sale by the Company of (a) up to 2,500,000 units, including up to an additional 375,000 units that the underwriters will have a right to purchase from the Company to cover over-allotment options (the "Units"), of the Company, each such Unit consisting of one share of Class A common stock of the Company, par value \$0.0001 per share ("Common Stock"), and one-half of one warrant of the Company (each whole warrant, a "Warrant"); each whole Warrant entitles the holder thereof to purchase one share of Common Stock as specified in the Registration Statement, and (b) all shares of Common Stock and all Warrants issued as part of the Units. The 462(b) Registration Statement relates to the Company's Registration Statement on Form S-1, as amended (File No. 333-251922) (the "Registration Statement"), initially filed by the Company on January 6, 2021 and declared effective by the Commission on January 26, 2021.

In so acting, we have examined originals or copies (certified or otherwise identified to our satisfaction) of (i) the form of Amended and Restated Certificate of Incorporation of the Company that is filed as Exhibit 3.2 to the Registration Statement; (ii) the By Laws of the Company that are filed as Exhibit 3.3 to the Registration Statement; (iii) the Registration Statement; (iv) the 462(b) Registration Statement, (v) the form of the underwriting agreement proposed to be entered into among the Company and the representatives of the underwriters named therein (the "Underwriting Agreement") that is filed as Exhibit 1.1 to the Registration Statement; (vi) the Specimen Unit Certificate that is filed as Exhibit 4.1 to the Registration Statement; (vii) the Specimen Class A Common Stock Certificate that is filed as Exhibit 4.2 to the Registration Statement; (viii) the Specimen Warrant Certificate that is filed as Exhibit 4.3 to the Registration Statement; (ix) the form of warrant agreement proposed to be entered into by and between the Company and Continental Stock Transfer & Trust Company, as warrant agent (the "Warrant Agent"), that is filed as Exhibit 4.4 to the Registration Statement; and (x) such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company, and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary as a basis for the opinion hereinafter set forth.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies, and the authenticity of the originals of such latter documents. As to all questions of fact material to this opinion that have not been independently established, we have relied upon certificates or comparable documents of officers and representatives of the Company. We have further assumed that each of the documents identified in clauses (i) through (ix) of the preceding paragraph will be entered into, adopted or filed as appropriate.

Based on the foregoing, and subject to the qualifications stated herein, we are of the opinion that:

1. The Units, when delivered to and paid for by the underwriters in accordance with the terms of the Underwriting Agreement, and assuming the due authorization, execution and delivery thereof by Continental Stock Transfer & Trust Company, as transfer agent, will constitute the legal, valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, subject to applicable bankruptcy, insolvency, fraudulent conveyance, reorganization, moratorium and similar laws affecting creditors' rights and remedies generally, and subject, as to enforceability, to general principles of equity, including principles of commercial reasonableness, good faith and fair dealing (regardless of whether enforcement is sought in a proceeding at law or in equity).

2. The Common Stock included in the Units, when the Units are delivered to and paid for by the underwriters in accordance with the terms of the Underwriting Agreement, will be validly issued, fully paid and nonassessable.

3. The Warrants included in the Units, when the Units are delivered to and paid for by the underwriters in accordance with the terms of the Underwriting Agreement, and assuming the due authorization, execution and delivery of such Warrants by the Warrant Agent, will constitute the legal, valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, subject to applicable bankruptcy, insolvency, fraudulent conveyance, reorganization, moratorium and similar laws affecting creditors' rights and remedies generally, and subject, as to enforceability, to general principles of equity, including principles of commercial reasonableness, good faith and fair dealing (regardless of whether enforcement is sought in a proceeding at law or in equity).

The opinions expressed herein are limited to the laws of the State of New York and the corporate laws of the State of Delaware and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdiction.

We hereby consent to the filing of this letter as an exhibit to the 462(b) Registration Statement and to the reference to our firm under the caption "Legal Matters" in the prospectus which is a part of the Registration Statement. In giving such consent we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Weil, Gotshal & Manges LLP

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Fortistar Sustainable Solutions Corp. (the "Company") on Form S-1 pursuant to Rule 462 (b) under the Securities Act of 1933, as amended, of our report dated January 15, 2021, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, with respect to our audit of the financial statements of Fortistar Sustainable Solutions Corp. as of December 31, 2020 and for the period from August 25, 2020 (inception) through December 31, 2020, which report appears in the Prospectus on Amendment No. 2 to Form S-1, which is part of the Registration Statement of Fortistar Sustainable Solutions Corp. (File No. 333-251922).

/s/ Marcum llp

Marcum llp
New York, NY
January 26, 2021
