

William Slattery  
Vice President  
Listing Qualifications

January 21, 2021

Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Division of Corporation Finance:

This is to certify that on January 21, 2021, The Nasdaq Stock Market LLC (the "Exchange") received from One Equity Partners Open Water I Corp. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Units, each consisting of one share of Class A common stock, \$0.0001 par value,  
and one-third of one redeemable warrant

Class A common stock included as part of the units

Warrants included as part of the units, each whole warrant exercisable  
for one share of Class A common stock at an exercise price of \$11.50 per share

We further certify that the securities described above have been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,



