

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person Genesis Park Holdings <small>(Last) (First) (Middle)</small> 2000 EDWARDS STREET, SUITE B <small>(Street)</small> HOUSTON, TX 77007 <small>(City) (State) (Zip)</small>		2. Issuer Name and Ticker or Trading Symbol Genesis Park Acquisition Corp. [GNPK]		3. Date of Earliest Transaction (Month/Day/Year) 12/08/2020		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

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 control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g. puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Class B ordinary shares	(1)	12/08/2020		J	(2)		218,094.50	(1)	(1)	Class A ordinary shares	4,094,405.50	\$ 0	4,094,405.50	D (3) (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Genesis Park Holdings 2000 EDWARDS STREET, SUITE B HOUSTON, TX 77007	X	X		
Genesis Park II LP 2000 EDWARDS STREET, SUITE B HOUSTON, TX 77007	X	X		
Genesis Park II GP LLC 2000 EDWARDS STREET, SUITE B HOUSTON, TX 77007	X	X		

Signatures

Genesis Park Holdings, By: /s/ Willkie Farr & Gallagher LLP, Attorney-in-Fact <small>Signature of Reporting Person</small>	12/08/2020 <small>Date</small>
Genesis Park II LP, By: /s/ Willkie Farr & Gallagher LLP, Attorney-in-Fact <small>Signature of Reporting Person</small>	12/08/2020 <small>Date</small>
Genesis Park II GP LLC, By: /s/ Willkie Farr & Gallagher LLP, Attorney-in-Fact <small>Signature of Reporting Person</small>	12/08/2020 <small>Date</small>

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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).
- (1) As described in the issuer's registration statement on Form S-1 (File No. 333-249066) under the heading "Description of Securities - Founder Shares," Class B ordinary shares of the issuer, par value \$0.0001 per share ("Class B Shares"), will automatically convert into Class A ordinary shares ("Class A Shares"), at the time of the issuer's initial business combination, on a one-for-one basis, subject to certain adjustment, and have no expiration date.
- (2) Forfeiture to the issuer for no consideration because the underwriter for the issuer's initial public offering did not fully exercise the over-allotment option.
Class B ordinary shares held directly by Genesis Park Holdings, the reporting person (the "Sponsor"), Genesis Park II LP (the "Managing Member") is the manager of the Sponsor, and as such, has voting and investment discretion with respect to the ordinary shares held of record by the Sponsor. The general partner of the Managing Member is Genesis Park II GP LLC (the "General Partner"), which may be deemed to have shared beneficial ownership of the ordinary shares held directly by the Sponsor. The managers of Genesis Park Holdco LP, the manager of the General Partner, are Paul W. Hobby, who serves as a director and the Chief Executive Officer of the issuer, Peter Shaper and Steven Gibson.
- (4) (continued from footnote 3) Each such person disclaims any beneficial ownership of the reported shares other than to the extent of any pecuniary interest they may have therein, directly or indirectly.

Remarks:

Paul Hobby, a manager of HSG GP LLC, serves on the board of directors of the issuer. For purposes of Section 16 of the Securities Exchange Act of 1934, the reporting persons may be deemed directors by deputization by virtue of Mr. I

See Exhibit 99.1 - Power of Attorney for Genesis Park Holdings
See Exhibit 99.2 - Power of Attorney for Genesis Park II LP
See Exhibit 99.3 - Power of Attorney for Genesis Park II GP LLC

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

LIMITED POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby constitutes and appoints Willkie Farr & Gallagher LLP the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as a beneficial owner of Genesis Park Acquisition Corp. (the "Company"), Forms 3, 4 and 5 (and any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission (the "SEC") and any securities exchange or similar authority, including without limitation the filing of a Form ID or any other documents necessary or appropriate to enable the undersigned to file the Forms 3, 4 and 5 electronically with the SEC;
3. seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned's attorney-in-fact appointed by this Limited Power of Attorney and approves and ratifies any such release of information; and
4. take any other action in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by or for, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such information and disclosure as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever required, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request and on the behalf of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with, or any liability for the failure to comply with, any provision of Section 16 of the Exchange Act.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each of the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has executed this Limited Power of Attorney as of this 19th day of November, 2020.

Signed and acknowledged:

GENESIS PARK HOLDINGS
By: Genesis Park II LP, as Manager
By: Genesis Park II GP LLC, its General Partner

By: /s/ Paul W. Hobby

Name: Paul W. Hobby
Title: Authorized Signatory

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3. seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned's attorney-in-fact appointed by this Limited Power of Attorney and approves and ratifies any such release of information; and
4. take any other action in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by or for, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such information and disclosure as such attorney-in-fact may approve in such attorney-in-fact's discretion.

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By: /s/ Paul W. Hobby

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Name: Paul W. Hobby

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