
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): November 13, 2023

LUMINAR TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38791
(Commission
File Number)

83-1804317
(IRS Employer
Identification No.)

**2603 Discovery Drive, Suite 100
Orlando, Florida 32826**
(Address of principal executive offices, including zip code)
Registrant's telephone number, including area code: **(800) 532-2417**

N/A
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading symbol	Name of each exchange on which registered
Class A Common Stock, par value of \$0.0001 per share	LAZR	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 8.01. Other Events.

Effective November 13, 2023, Luminar Technologies, Inc. (the “Company”) entered into subscription agreements with Celestica LLC, Phononic, Inc., Scale AI, Inc., Seraph Consulting, Inc., Sinergix, LLC, and Swiss Re Solutions Ltd. (collectively, the “Vendors”) pursuant to which the Company issued to the Vendors 2,201,257, 750,587, 3,537,735, 1,242,138, 377,358 and 503,144 shares of Company Class A common stock, respectively (collectively, the “Shares”), in payment for services rendered or to be rendered under contractual arrangements with the Vendors. Shares issued to the Vendors will vest over time as payments become due and if the Company elects, in its discretion, to make such payments in shares in lieu of cash.

The offering of the Shares issued pursuant to the subscription agreements were registered pursuant to the Company’s shelf registration statement on Form S-3 (File No. 333-262250), which was filed with the Securities and Exchange Commission (the “SEC”) on January 20, 2022, and amended by Amendment No.1 filed with the SEC on February 1, 2022, and which was declared effective by the SEC on February 3, 2022.

A copy of the legal opinion of Orrick, Herrington & Sutcliffe LLP relating to the validity of the Shares is filed with this Current Report on Form 8-K as Exhibit 5.1.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit Number	Description
5.1	Opinion of Orrick, Herrington & Sutcliffe LLP.
23.1	Consent of Orrick, Herrington & Sutcliffe LLP (included in Exhibit 5.1).
99.1	Form of Subscription Agreement (incorporated by reference to Exhibit 1.2 to the Company’s Registration Statement on Form S-3, filed with the Securities and Commission on January 20, 2022).
104	Cover page interactive data file formatted in Inline XBRL.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Luminar Technologies, Inc.

Date: November 13, 2023

By: /s/ Thomas J. Fennimore
Name: Thomas J. Fennimore
Title: Chief Financial Officer



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+1-415-773-5700
orrick.com

November 13, 2023

Luminar Technologies, Inc.
2603 Discovery Drive, Suite 100
Orlando, FL 32826

Ladies and Gentlemen:

We have acted as counsel to Luminar Technologies, Inc., a Delaware corporation (the "Company"), in connection with the offering by the Company of 2,201,257 shares of the Company's Class A common stock, par value \$0.0001 (the "Common Stock"), to Celestica LLC, 750,587 shares of Common Stock to Phononic, Inc., 3,537,735 shares of Common Stock to Scale AI, Inc., 1,242,138 shares of Common Stock to Seraph Consulting, Inc., 377,358 shares of Common Stock to Sinergix LLC and 503,144 shares of Common Stock to Swiss Re Solutions Ltd. (collectively, the "Shares"), pursuant to a registration statement on Form S-3 (Registration Statement No. 333-262250), as amended (the "Registration Statement"), filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), including the prospectus dated February 3, 2022 included therein (the "Base Prospectus"), and the prospectus supplement, dated May 10, 2023 (the "Prospectus Supplement") (together with the Base Prospectus, the "Prospectus"). The Shares are to be sold by the Company pursuant to subscription agreements (the "Subscription Agreements") in the manner described in the Registration Statement and the Prospectus. The Company is filing this opinion letter with the Commission on a Current Report on Form 8-K (the "Current Report").

In connection with rendering this opinion, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of (i) the Second Amended and Restated Certificate of Incorporation of the Company, as amended through the date hereof, (ii) the Amended and Restated Bylaws of the Company, as amended through the date hereof, (iii) certain resolutions of the Board of Directors (the "Board") of the Company adopted on May 5, 2022, the written consent of the Pricing Committee of the Board effective November 13, 2023, and an Officer's Certificate dated the date hereof relating to the issuance and sale of the Shares, (iv) the Registration Statement, (v) the Prospectus, and (vi) 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 or appropriate as a basis for the opinion set forth below.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. In making our examination of documents executed or to be executed, we have assumed that the parties thereto, other than the Company, had or will have the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials.

Based on the foregoing and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares to be issued and sold by the Company have been duly authorized and, upon issuance, delivery and payment therefor in the manner contemplated by the Subscription Agreements, the Registration Statement and the Prospectus, will be validly issued, fully paid and non-assessable.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware and the federal laws of the United States of America, and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdictions.

We hereby consent to the reference to our firm under the heading "Legal Matters" in the Prospectus and to the filing of this opinion letter as an exhibit to the Current Report and its incorporation by reference into the Registration Statement. In giving such consent, we do not hereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act and the rules and regulations promulgated thereunder.

Very truly yours,

/s/ ORRICK, HERRINGTON & SUTCLIFFE LLP

ORRICK, HERRINGTON & SUTCLIFFE LLP