
**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): August 6, 2024

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 1.01 Entry into a Material Definitive Agreement.**Exchange and Purchase Agreement**

On August 6, 2024, Luminar Technologies, Inc. (the “Company”) entered into private, separately negotiated agreements for (i) the private offering and sale (the “Note Purchase Transaction”) of \$100 million in aggregate principal amount of newly issued, first-lien, senior secured floating rate notes of the Company (the “New Senior Notes”), to be issued pursuant to the First-Lien Indenture (as defined below), on the terms and conditions set forth in a Purchase Agreement, dated as of August 6, 2024, among the Company, the Guarantors (as defined therein) and the Purchasers (as defined therein) party thereto (the “Purchase Agreement”); and (ii) the exchange (the “Exchange Transaction” and, together with the Note Purchase Transaction, the “Note Purchase and Exchange Transactions”) of approximately \$421.9 million in aggregate principal amount of 1.25% Convertible Senior Notes due 2026 (the “Existing Convertible Notes”) for approximately \$274.2 million in aggregate principal amount of newly issued Convertible Senior Secured Notes due 2030 (the “New Convertible Notes”), consisting of two series of second-lien, senior secured notes of the Company, both of which have identical terms other than the principal amount, interest rate and applicable conversion price, to be issued pursuant to the Second-Lien Indenture (as defined below), on the terms and conditions set forth in an Exchange Agreement, dated as of August 6, 2024, among the Company, the Guarantors (as defined therein) and the Holders (as defined therein) party thereto (the “Exchange Agreement” and, together with the Purchase Agreement, the “Note Purchase and Exchange Agreements”). The Company will not receive any cash proceeds from the Exchange Transaction.

A summary of the Note Purchase and Exchange Transactions is provided in the following table and described in more detail below.

\$ in millions	Principal - Pre Transaction	Exchange Transaction	Principal - Post Transaction	Conversion Premium^[2]	Interest Rate	Annual Interest Expense
Existing 2026 Convert	\$625	\$(422)	\$203	32.5%	1.25%	\$2.5
New 2030 Convert – Series 1	—	\$82	\$82	50%	9.00%	\$7.4
New 2030 Convert – Series 2	—	\$192	\$192	150%	11.50%	\$22.1
New Senior Notes	—	\$100	\$100	—	14.31% ^[3]	\$14.3
Total Debt Outstanding	\$625	—	\$577	—	—	\$43.7
New Capital Raised	—	\$94.5 ^[1]	\$94.5	—	—	—

[1] Cash received upon issuance of New Senior Notes = \$94.5M, net of OID & expenses.

[2] Conversion premium for Existing 2026 Convert based on reference price of \$15.08 as of December 14, 2021. Conversion price for New Convertible Notes to be set at the specified premium to the Volume Weighted Average Price of the Company’s Common Stock on August 7, 2024, subject to such minimum price as may be required to comply with Nasdaq Minimum Price requirements.

[3] Based on SOFR as of 08/05/2024 = 5.35%.

The Note Purchase and Exchange Agreements contain representations, warranties, and covenants customary for transactions of this type and described in greater detail in the Note Purchase and Exchange Agreements. The Note Purchase and Exchange Transactions are expected to be consummated on or about August 8, 2024 (the “Effective Date”), following the satisfaction of customary closing conditions described in the Note Purchase and Exchange Agreements.

The New Senior Notes are being issued in private placement transactions pursuant to the exemptions provided by Section 4(a)(2) of the Securities Act of 1933, as amended (the “Securities Act”).

The New Convertible Notes are being issued in private placement transactions in accordance with Section 4(a)(2) of the Securities Act, solely in exchange for the Existing Convertible Notes and the payment of cash for accrued and unpaid interest thereon.

First-Lien Indenture

At the closing of the Note Purchase Transaction, the Company expects to issue \$100 million in aggregate principal amount of New Senior Notes under an Indenture, to be dated as of the Effective Date (the “First Lien Indenture”), by and among the Guarantors party thereto from time to time and GLAS Trust Company LLC, as trustee and notes collateral agent. The New Senior Notes will be issued at a purchase price of 97% of the aggregate principal amount thereof. A 3.0% prepayment fee will be due on repayment of the New Senior Notes at maturity or on any early redemption, repurchase or acceleration of the New Senior Notes.

Interest and maturity. The New Senior Notes will mature on the earlier of (i) August 15, 2028 or (ii) if more than \$100 million of the Existing Convertible Notes remain outstanding as of June 30, 2026, then September 15, 2026. The New Senior Notes will bear interest at a rate equal to Term SOFR plus 9.00%, subject to a Term SOFR floor of 3.00%. Interest will accrue on the New Senior Notes from the Effective Date and will be payable quarterly in arrears on February 15, May 15, August 15, and November 15 of each year, to holders of record at the close of business on the preceding February 1, May 1, August 1, and November 1, respectively.

Guarantees and security. The New Senior Notes will be guaranteed by certain of the Company’s current and future material subsidiaries on a senior secured basis, subject to certain criteria and exceptions. The New Senior Notes and the guarantees will be secured by a fully perfected first-priority lien on substantially all of the assets of the Company and the Guarantors, subject to certain exceptions, including any first-priority liens on customary asset-based lending collateral, including accounts receivable and inventory, pursuant to a revolving credit facility permitted under the First Lien Indenture.

Optional redemption. On or after August 15, 2025, the Company may redeem the New Senior Notes at its option, in whole at any time or in part from time to time, at the following redemption prices (expressed as percentages of principal amount) plus accrued and unpaid interest to, but excluding, the applicable redemption date (subject to the right of holders of record on the relevant record date to receive interest due on the relevant interest payment date), if redeemed during the following periods, inclusive of the prepayment fee due on any such redemption: August 15, 2025 to (but excluding) August 15, 2026: 111.00%, August 15, 2026 to (but excluding) August 15, 2027: 108.00%, and August 15, 2027 and thereafter: 103.00%. The New Senior Notes are subject to a customary make whole payment in the event of any redemption or acceleration of the New Senior Notes on or prior to August 15, 2025.

Change of Control. In the event of a “Change of Control” (as defined in the First Lien Indenture), the holders of the New Senior Notes may require the Company to repurchase their notes at a cash repurchase price equal to 103% of the principal amount of the Notes to be repurchased, plus accrued and unpaid interest, if any, to, but excluding, the repurchase date.

Covenants. The First Lien Indenture contains covenants that limit the Company’s and its subsidiaries’ ability to, among other things: (i) incur, assume or guarantee additional indebtedness; (ii) grant or incur liens securing indebtedness; (iii) make certain restricted payments and investments, (iv) sell or otherwise dispose of assets, including capital stock of subsidiaries; (v) enter into transactions with affiliates, (vi) in the case of the Company and any Guarantor, consolidate, amalgamate or merge with or into, or sell all or substantially all of its assets to, another person; (vii) agree to limitations on the ability of the Company’s subsidiaries to pay dividends or make other distributions; and (viii) make modifications to certain material debt agreements of the Company. In addition, the First Lien Indenture contains a covenant that provides that the Company may not permit liquidity (calculated as the sum of (a) unused commitments then available to be drawn under any revolving credit facility permitted under the First Lien Indenture, plus (b) the amount of unrestricted cash and cash equivalents held by the Company and its subsidiary guarantors) to be less than \$35 million as of the last day, or for more than 5 days, of any calendar month that ends following the Effective Date.

Events of default. The First Lien Indenture sets forth certain events of default after which the New Senior Notes may be declared immediately due and payable and sets forth certain types of bankruptcy or insolvency events of default involving the Company or its subsidiaries.

Second-Lien Indenture

At the closing of the Exchange Transaction, the Company expects to issue approximately \$274.2 million in aggregate principal amount of New Convertible Notes pursuant to an Indenture, to be dated as of the Effective Date (the “Second-Lien Indenture”), by and among the Company, the Guarantors party thereto from time to time and GLAS Trust Company LLC, as trustee and notes collateral agent.

Principal. The New Convertible Notes will consist of two separate Series, as set forth below:

- (i) Series 1: Aggregate principal amount of approximately \$82.3 million (the “Series 1 Notes”).
- (ii) Series 2: Aggregate principal amount of approximately \$192.0 million (the “Series 2 Notes”).

Interest and maturity. The New Convertible Notes will mature on the earlier of (i) January 15, 2030 or (ii) if more than \$100 million of the Existing Convertible Notes remain outstanding as of June 30, 2026, then September 15, 2026. The Series 1 Notes will bear interest at a rate of 9.0% per annum and the Series 2 Notes will be interest at a rate of 11.5% per annum. Interest will accrue from the Effective Date and will be payable quarterly in arrears on January 15, April 15, July 15, and October 15 of each year to holders of record at the close of business on the preceding January 1, April 1, July 1, and October 1, respectively.

Conversion price. The New Convertible Notes will be subject to an initial conversion price that will be determined based on, for the Series 1 Notes, a 50% premium and, for the Series 2 Notes, a 150% premium, in each case to the volume weighted average price of the Company’s Common Stock on August 7, 2024 and, in each case, subject to such minimum price as may be required to comply with Nasdaq Minimum Price requirements. The conversion price will be subject to customary adjustments upon the occurrence of certain events.

Conversion. The New Convertible Notes are convertible at the option of the holders at any time after the Effective Date and before the close of business on the scheduled trading day immediately before the maturity date, at the conversion price then in effect for the applicable Series plus a make-whole premium (the “Make-Whole Premium”) equal to the lesser of (i) all regularly scheduled interest payments that would be due on the portion of such New Convertible Note being redeemed for the succeeding two year period and (ii) all regularly scheduled interest payments that would be due on the portion of such New Convertible Note being redeemed through the maturity date, and is capped at the maximum number of shares that would be issuable in connection with a “Make-Whole Fundamental Change” (as defined in the Second Lien Indenture). The Make-Whole Premium will be payable in either cash or shares, at the Company’s option. The Make-Whole Premium is due upon any conversion of the New Convertible Notes, including, but not limited to a conversion following the notice of a provisional call (as described below), but excluding a conversion following certain corporate events that constitute a “Fundamental Change” (as defined in the Second Lien Indenture), other than a provisional call.

Under the terms of the Indenture, no holder will be entitled to receive shares of Common Stock (i) upon conversion of New Convertible Notes or (ii) as part of the payment of the Make-Whole Premium, which would cause such holder (together with its affiliates) to own more than 9.9% of the number of shares of the Common Stock outstanding immediately after giving effect to such event, as such percentage ownership is determined in accordance with the terms of the Second Lien Indenture. However, any holder may increase or decrease such percentage to any other percentage not in excess of 19.9%, provided that any increase in such percentage shall not be effective until 61 days after such notice is delivered to the Company, unless delivered at closing in which case any increase in such percentage shall be effective immediately. In addition, at the option of the Company, if the Company is not able to deliver any shares of Common Stock to a holder as a result of the foregoing ownership limitations, the Company may elect to settle such excess shares in cash or by delivering to the holder pre-funded warrants upon conversion of New Convertible Notes, or payment of the Make-Whole Premium thereon to the extent elected to be paid in shares, in respect of any such shares.

Guarantees and security. The New Convertible Notes will be guaranteed by certain of the Company’s current and future material subsidiaries on a second-priority senior secured basis, subject to certain criteria and exceptions. The New Convertible Notes and the guarantees will be secured by a fully perfected second-priority lien on substantially all of the assets of the Company and the Guarantors, subject to the first-priority liens securing or otherwise permitted by the New Senior Notes and any first-priority liens on customary asset-based lending

collateral, including accounts receivable and inventory, pursuant to a revolving credit facility permitted under the Second Lien Indenture.

Fundamental Change. If a Fundamental Change (as defined in the Second Lien Indenture) occurs, then holders may require the Company to repurchase their Notes at a cash repurchase price equal to 100% of the principal amount of the Notes to be repurchased, plus accrued and unpaid interest, if any, to, but excluding, the fundamental change repurchase date. A holder that elects to convert its New Convertible Notes in connection with a Fundamental Change may be entitled to receive a make-whole adjustment in connection with such corporate event in certain circumstances. The definition of Fundamental Change includes certain business combination transactions involving the Company and certain de-listing events with respect to the Company's Common Stock.

Provisional call. The Company may redeem the New Convertible Notes at its option, in whole at any time or in part from time to time, if the closing price of the Company's Common Stock exceeds 130% of the conversion price for a given Series then in effect for at least 20 trading days (whether or not consecutive) during any 30 day consecutive trading day period (including the last trading day of such period) ending on, and including, the trading day immediately preceding the date on which the Company provides notice of redemption, and certain liquidity conditions are then satisfied, at a redemption price equal to (i) 100% of the principal amount of the New Convertible Notes to be redeemed, plus (ii) accrued and unpaid interest to, but excluding the redemption date, and (iii) the Make-Whole Premium.

Covenants. The Second Lien Indenture contains covenants substantially similar to the New Senior Notes, including covenants that limit the Company's and its subsidiaries' ability to, among other things: (i) incur, assume or guarantee additional indebtedness; (ii) grant or incur liens securing indebtedness; (iii) make certain restricted payments and investments, (iv) sell or otherwise dispose of assets, including capital stock of subsidiaries; (v) enter into transactions with affiliates, (vi) in the case of the Company and any Guarantor, consolidate, amalgamate or merge with or into, or sell all or substantially all of its assets to, another person; (vii) agree to limitations on the ability of the Company's subsidiaries to pay dividends or make other distributions; and (viii) make modifications to certain material debt agreements of the Company. In addition, the Second Lien Indenture contains a covenant that provides that the Company may not permit liquidity (calculated as the sum of (a) unused commitments then available to be drawn under any revolving credit facility permitted under the Second Lien Indenture, plus (b) the amount of unrestricted cash and cash equivalents held by the Company and its subsidiary guarantors) to be less than \$31.5 million as of the last day, or for more than 5 days, of any calendar month that ends following the Effective Date.

Events of default. The Second Lien Indenture sets forth certain events of default after which the New Convertible Notes may be declared immediately due and payable and sets forth certain types of bankruptcy or insolvency events of default involving the Company or its subsidiaries.

The foregoing description of the Note Purchase and Exchange Agreements, First Lien Indenture and Second Lien Indenture does not purport to be complete and is qualified in its entirety by the terms and conditions of the agreements, copies of which will be attached as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2024.

Item 2.02 Results of Operations and Financial Condition.

On August 6, 2024, Luminar Technologies, Inc. issued a press release announcing its financial results for the second quarter ended June 30, 2024. The full text of the press release issued is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in Item 2.02 of this Current Report on Form 8-K (including Exhibits 99.1 furnished herewith) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information contained in Item 1.01 of this Current Report on Form 8-K regarding the Note Purchase and Exchange Agreements, the First Lien Indenture and the Second Lien Indenture is incorporated by reference into this Item 2.03 of this Current Report to the extent required.

Item 3.02 Unregistered Sales of Equity Securities.

The information contained in Item 1.01 of this Current Report on Form 8-K regarding the Note Purchase and Exchange Agreements and the Second Lien Indenture is incorporated by reference into this Item 3.02 of this Current Report to the extent required.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit Number	Description
99.1	Press release, dated August 6, 2024.
104	Cover page interactive data file formatted in Inline XBRL.

Forward-Looking Statements

Certain statements included in this Current Report that are not historical facts are forward-looking statements for purposes of the safe harbor provisions under the Private Securities Litigation Reform Act of 1995. Forward-looking statements generally are accompanied by words such as “aims”, “believe,” “may,” “will,” “estimate,” “set,” “continue,” “towards,” “anticipate,” “intend,” “expect,” “should,” “would,” “forward,” and similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements include, but are not limited to, statements regarding the completion and timing of the closing of the Note Purchase and Exchange Transactions. These statements are based on various assumptions, whether or not identified in this Current Report, and on the current expectations of Luminar’s management and are not predictions of actual performance. Forward-looking statements are subject to a number of risks and uncertainties, including but not limited to whether we will consummate the Note Purchase and Exchange Transactions on the expected terms or at all, which could differ or change based upon market conditions or for other reasons, that could cause actual results to differ materially from the forward-looking statements including the risks discussed under the heading “Risk Factors” in the Annual Report on Form 10-K filed by Luminar on February 28, 2024, and other documents Luminar files with the Securities and Exchange Commission in the future. You are cautioned not to place undue reliance upon any forward-looking statements, which speak only as of the date made and Luminar undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date of this Current Report.

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: August 6, 2024

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

Luminar Bolsters Balance Sheet & Reports Second Quarter 2024 Business Update

Restructures \$422 Million of Debt with Convertible Exchange & Raises \$100 Million of New Capital

Orlando, Fla. — August 6, 2024 — Today, Luminar (NASDAQ: LAZR), a leading global automotive technology company, provided its quarterly business update and financial results for the second quarter of 2024.

Luminar announced today that it has entered into private, separately negotiated transactions to reduce its debt, extend maturities, and receive \$100 million in new capital to bolster its balance sheet. This directly addresses the company's capital structure overhang, captures a discount on existing notes, and helps provide the financial runway to execute the company's business plan.

Key highlights of the transactions include:

- Holders of approximately \$422 million in Convertible Senior Notes due 2026 have agreed to exchange for approximately \$274 million of Convertible Senior Secured Notes due 2030, an approximate \$148 million reduction in aggregate convertible debt principal amount.
- Additionally, these bond investors have agreed to provide Luminar with \$100 million of new non-convertible Senior Secured Notes due 2028.
- The extension in maturity of Luminar's debt from 2026 to 2030 and the \$100 million of new capital provides the company with additional liquidity to help realize its growth and vision on its path to profitability.
- The transactions are expected to be completed in the coming days, subject to satisfaction of closing conditions.

"We've now successfully ramped production for the first global production vehicle with standardized LiDAR, and our shift from all eyes on launch towards cost and efficiency are beginning to pay off as we begin to convert our multi-billion-dollar Order Book," said Austin Russell, Founder and CEO. "This transformational transaction signed today represents a level of conviction from our institutional stakeholders that Luminar is here to stay and thrive this decade. We were able to capitalize on the challenging capital markets conditions in our industry to bolster our balance sheet and raise substantive additional capital from investors to fulfill our business plan."

Business Milestones & Mid-Year Update:

At the beginning of the year, Luminar outlined the following business milestone targets to be achieved by year-end 2024. As of the mid-year mark, the company is on track to meet or beat each of these targets as follows:

1. Pass final Run at Rate production audit ahead of Volvo SOP; Achieve global SOP & ramp with Volvo.

- Now achieved.
- In April 2024, Luminar announced its SOP for Volvo Cars. In June, Volvo announced the EX90 SOP. Through Q2'24, Luminar successfully ramped its production and met all of its key customer deliverables.

2. Launch TPK facility for additional capacity and improved cost.

- On track.
- In April 2024, Luminar launched an expanded partnership with TPK, known as LTEC, to substantially reduce cost of industrialization. Subsequently, the company announced that it reduced its workforce by approximately 20% as it transitions to this asset-light industrialization model.

3. Unveil next-generation LiDAR; Deliver samples to customers.

- Achieved unveiling of Luminar Halo. On track for sample deliveries to select automakers by year-end.
- Luminar is realizing the benefits of its existing ~\$2 billion technology platform, with Luminar Halo development cost and time substantially lower than its previous LiDAR generation.

4. Expand ecosystem around LiDAR (e.g. Semiconductors, AI Engine, Software, Insurance).

- On track.
- In Q2'24, Luminar launched its Sentinel software^[1] solution, with first shipments to automakers expected by the end of Q3'24.
- Luminar Semiconductor, Inc. continues to grow, including the acquisition of EM4 to expand from chips to modules with its customers.

Key Q2 2024 Financials:

- **Revenue:** Q2 Revenue was \$16.5 million, up 2% compared to Q2'23, but down 22% compared to Q1'24, consistent with guidance for revenue to potentially be lower QoQ.
- **Gross Loss:** Q2 Gross Loss was \$(13.7) million on a GAAP basis and \$(11.9) million on a non-GAAP basis.
- **Net Loss:** Q2 GAAP Net Loss was \$(130.6) million, or \$(0.29) per share; Q2 Non-GAAP Net Loss was \$(81.1) million, or \$(0.18) per share.

- **Cash & Liquidity:** Ended Q2'24 with \$211.3 million in Cash & Liquidity, which includes marketable securities and a \$50 million line of credit executed in Q1'24 that has not been drawn upon.

Financial Outlook:

Luminar is revising elements of its FY 2024 financial guidance to reflect updated expectations of vehicle production ramps in 2H'24, the renegotiation of a non-series production customer contract as the company focuses on series production and path to profitability, as well as the announced capital structure actions.

- **Revenue:** With a slower anticipated series production ramp, Luminar is shifting its outlook for a revenue run-rate in the mid-\$30 million range from 2H'24 to now in FY'25.
- **Cash & Liquidity:** Due to the announced capital structure actions, Luminar is increasing its guidance for YE'24 Cash & Liquidity from >\$150 million to >\$240 million, which still includes the \$50 million line of credit obtained in Q1'24 that remains undrawn.
- **Q3'24 Revenue:** Luminar expects Q3'24 revenue to be in line with to modestly higher versus Q2'24, as a QoQ increase in series production volume is offset by a QoQ decrease in revenue from a non-series production customer for a contract expected to be renegotiated.

Webcast Details:

Founder and CEO Austin Russell and CFO Tom Fennimore will host a video webcast, featuring a business update followed by a live Q&A session.

- **What:** Video webcast featuring quarterly business update, Q2 financials and live Q&A
- **Date:** Today, August 6, 2024
- **Time:** 5:00 p.m. EDT (2:00 p.m. PDT)
- **Where:** <https://luminartech.com/quarterlyreview>.

A replay will be available following the conclusion of the webcast. For additional information or to be added to Luminar's investor distribution list, please visit us at <https://investors.luminartech.com/ir-resources/email-alerts>.

Footnote: ⁽¹⁾ Various Luminar software capabilities are still in development and have not achieved "technology feasibility" or "production ready" status.

Non-GAAP Financial Measures

In addition to disclosing financial measures prepared in accordance with U.S. generally accepted accounting principles (GAAP), this press release contains certain non-GAAP financial measures and certain other metrics. Non-GAAP financial measures and these other metrics do not have any standardized meaning and are therefore unlikely to be comparable to similarly titled measures and metrics presented by other companies. Luminar considers these non-GAAP financial measures and metrics to be important because they provide useful measures of the operating performance of the company, exclusive of factors that do not directly affect what we consider to be our core operating performance, as well as unusual events. The company's management uses these measures and metrics to (i) illustrate underlying trends in the company's business that could otherwise be masked by the effect of income or expenses that are excluded from non-GAAP measures, and (ii) establish budgets and operational goals for managing the Company's business and evaluating its performance. In addition, investors often use similar measures to evaluate the operating performance of a company. Non-GAAP financial measures and metrics are presented only as supplemental information for purposes of understanding the company's operating results. The non-GAAP financial measures and metrics should not be considered a substitute for financial information presented in accordance with GAAP.

This release includes non-GAAP financial measures, including non-GAAP cost of sales, gross loss/gross profit, net loss, and free cash flow. Non-GAAP cost of sales is defined as GAAP cost of sales adjusted for stock-based compensation expense, amortization of intangible assets, restructuring charges, and accelerated depreciation related to certain property, plant and equipment items. Non-GAAP gross loss/gross profit is defined as GAAP gross loss/gross profit adjusted for stock-based compensation expense, amortization of intangible assets, restructuring charges, and accelerated depreciation related to certain property, plant and equipment items. Non-GAAP net loss is defined as GAAP net loss adjusted for stock-based compensation expense, amortization of intangible assets, restructuring charges, accelerated depreciation related to certain property, plant and equipment items, legal reserve related to employee matters, transaction costs relating to acquisition activities, change in fair value of warrant liabilities, and provision for income taxes. Free cash flow is defined as operating cash flow less capital expenditures.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements generally are accompanied by words such as "aims," "believe,"

“may,” “will,” “estimate,” “set,” “continue,” “towards,” “anticipate,” “intend,” “expect,” “should,” “would,” “forward,” and similar expressions that predict or indicate future events or trends or that are not statements of historical matters. Forward-looking statements are based on expectations and assumptions by our management and involve a number of risks, uncertainties, and other factors that could cause actual results to differ materially from those stated, including that cost reduction efforts, capital structure improvements, and unit economics improvements will continue and lead to profitability, and that next-generation sensors and software will be developed successfully and samples will be delivered on time, and will result in automaker adoption. More information on these risks and other potential factors that could affect the Company’s business is included in the Company’s periodic filings with the SEC, including in the “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” sections of the Company’s most reports on Form 10-K and Form 10-Q. The Company assumes no obligation to update any forward-looking statements, which speak only as of the date they are made.

About Luminar

Luminar is a global automotive technology company ushering in a new era of vehicle safety and autonomy. For the past decade, Luminar has built an advanced hardware and software/AI platform to enable its over 50 industry partners, including most global automotive OEMs. From consumer vehicle programs with Volvo Cars and Mercedes-Benz to technology partnerships including NVIDIA and Mobileye, Luminar is poised to be the first automotive technology company to enable next-generation safety and autonomous capabilities for global production vehicles. For more information, please visit www.luminartech.com.

LUMINAR TECHNOLOGIES, INC. AND SUBSIDIARIES
Condensed Consolidated Balance Sheets
(In thousands)

	June 30, 2024	March 31, 2024	December 31, 2023
	(Unaudited)	(Unaudited)	
ASSETS			
Current Assets:			
Cash and cash equivalents	\$ 52,335	\$ 109,563	\$ 139,095
Restricted cash	1,758	1,733	1,529
Marketable securities	108,989	108,768	150,727
Accounts receivable	19,752	29,034	14,124
Inventory	14,026	16,417	12,196
Prepaid expenses and other current assets	33,175	41,122	32,950
Total current assets	230,035	306,637	350,621
Property and equipment, net	58,190	62,127	66,300
Operating lease right-of-use assets	44,408	46,631	42,706
Intangible assets, net	20,994	21,994	22,994
Goodwill	7,390	7,390	7,390
Other non-current assets	20,792	23,166	22,356
Total assets	\$ 381,809	\$ 467,945	\$ 512,367
LIABILITIES AND STOCKHOLDERS' DEFICIT			
Current liabilities:			
Accounts payable	\$ 20,506	\$ 27,359	\$ 21,113
Accrued and other current liabilities	37,402	52,136	52,605
Operating lease liabilities	11,370	11,309	10,154
Total current liabilities	69,278	90,804	83,872
Warrant liabilities	84	248	1,069
Convertible senior notes	617,046	616,237	615,428
Operating lease liabilities, non-current	36,207	38,386	35,079
Other non-current liabilities	1,343	2,115	1,667
Total liabilities	723,958	747,790	737,115
Stockholders' deficit:			
Class A common stock	39	36	34
Class B common stock	10	10	10
Additional paid-in capital	2,066,404	1,998,063	1,927,378
Accumulated other comprehensive income (loss)	(109)	(68)	2
Treasury stock	(312,477)	(312,477)	(312,477)
Accumulated deficit	(2,096,016)	(1,965,409)	(1,839,695)
Total stockholders' deficit	(342,149)	(279,845)	(224,748)
Total liabilities and stockholders' deficit	\$ 381,809	\$ 467,945	\$ 512,367

LUMINAR TECHNOLOGIES, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Operations
(In thousands, except share and per share data)
(Unaudited)

	Three Months Ended			Six Months Ended	
	June 30, 2024	March 31, 2024	June 30, 2023	June 30, 2024	June 30, 2023
Revenue:					
Products	\$ 15,739	\$ 15,302	\$ 9,923	\$ 31,041	\$ 17,290
Services	712	5,666	6,274	6,378	13,416
Total revenue	<u>16,451</u>	<u>20,968</u>	<u>16,197</u>	<u>37,419</u>	<u>30,706</u>
Cost of sales:					
Products	19,969	24,507	25,059	44,476	44,262
Services	10,162	6,916	9,473	17,078	19,403
Total cost of sales	<u>30,131</u>	<u>31,423</u>	<u>34,532</u>	<u>61,554</u>	<u>63,665</u>
Gross loss	<u>(13,680)</u>	<u>(10,455)</u>	<u>(18,335)</u>	<u>(24,135)</u>	<u>(32,959)</u>
Operating expenses:					
Research and development	65,850	67,750	67,483	133,600	136,535
Sales and marketing	12,140	14,515	15,654	26,655	29,383
General and administrative	29,790	33,049	42,420	62,839	86,910
Restructuring costs	6,262	—	—	6,262	—
Total operating expenses	<u>114,042</u>	<u>115,314</u>	<u>125,557</u>	<u>229,356</u>	<u>252,828</u>
Loss from operations	<u>(127,722)</u>	<u>(125,769)</u>	<u>(143,892)</u>	<u>(253,491)</u>	<u>(285,787)</u>
Other income (expense), net:					
Change in fair value of warrant liabilities	163	821	26	985	(1,028)
Interest expense	(2,757)	(2,757)	(1,273)	(5,514)	(2,938)
Interest income	2,519	3,430	1,605	5,949	3,510
Gain from acquisition of EM4, Inc. ("EM4")	—	1,752	—	1,752	
(Losses)/gains related to investments and certain other assets, and other income (expense)	<u>(3,376)</u>	<u>(2,604)</u>	<u>1,787</u>	<u>(5,981)</u>	<u>(2,278)</u>
Total other income (expense), net	<u>(3,451)</u>	<u>642</u>	<u>2,145</u>	<u>(2,809)</u>	<u>(2,734)</u>
Loss before provision for income taxes	<u>(131,173)</u>	<u>(125,127)</u>	<u>(141,747)</u>	<u>(256,300)</u>	<u>(288,521)</u>
Provision for (benefit from) income taxes	<u>(566)</u>	<u>587</u>	<u>9</u>	<u>21</u>	<u>9</u>
Net loss	<u>\$ (130,607)</u>	<u>\$ (125,714)</u>	<u>\$ (141,756)</u>	<u>\$ (256,321)</u>	<u>\$ (288,530)</u>
Net loss per share:					
Basic and diluted	<u>\$ (0.29)</u>	<u>\$ (0.30)</u>	<u>\$ (0.37)</u>	<u>\$ (0.58)</u>	<u>\$ (0.77)</u>
Shares used in computing net loss per share:					
Basic and diluted	<u>453,978,904</u>	<u>424,929,163</u>	<u>382,424,675</u>	<u>439,454,034</u>	<u>376,616,066</u>

LUMINAR TECHNOLOGIES, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows
(In thousands)
(Unaudited)

	Six Months Ended June 30,	
	2024	2023
Cash flows from operating activities:		
Net loss	\$ (256,321)	\$ (288,530)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	14,458	7,536
Amortization of operating lease right-of-use assets	4,230	3,303
Amortization of discount on marketable securities	(1,278)	(1,611)
Loss on marketable securities	1,976	1,859
Change in fair value of private warrants	(985)	1,028
Vendor stock-in lieu of cash program	8,448	21,114
Gain from acquisition of EM4	(1,752)	—
Amortization of debt discount and issuance costs	1,618	1,618
Inventory write-offs and write-downs	17,806	13,432
Share-based compensation	83,019	115,149
Impairment of investments	4,000	—
Product warranty and other	(2,758)	3,084
Changes in operating assets and liabilities:		
Accounts receivable	(4,563)	(5,635)
Inventories	(16,098)	(24,958)
Prepaid expenses and other current assets	(1,793)	13,858
Other non-current assets	(2,915)	(5,287)
Accounts payable	(1,877)	3,761
Accrued and other current liabilities	916	10,927
Other non-current liabilities	(5,067)	(8,631)
Net cash used in operating activities	<u>(158,936)</u>	<u>(137,983)</u>
Cash flows from investing activities:		
Acquisition of EM4 (net of cash acquired)	(3,831)	—
Acquisition of Seagate's lidar business	—	(12,608)
Purchases of marketable securities	(75,051)	(171,118)
Proceeds from maturities of marketable securities	112,242	277,771
Proceeds from sales/redemptions of marketable securities	3,737	39,152
Purchases of property and equipment	(1,586)	(16,831)
Net cash provided by investing activities	<u>35,511</u>	<u>116,366</u>
Cash flows from financing activities:		
Net proceeds from issuance of Class A common stock under the Equity Financing Program	35,903	29,604
Proceeds from issuance of Class A common stock to a wholly owned subsidiary of TPK	—	10,000
Proceeds from exercise of stock options	407	1,570
Proceeds from sale of Class A common stock under ESPP	800	1,406
Payments of employee taxes related to stock-based awards	(216)	(572)
Net cash provided by financing activities	<u>36,894</u>	<u>42,008</u>
Net increase (decrease) in cash, cash equivalents and restricted cash	<u>(86,531)</u>	<u>20,391</u>
Beginning cash, cash equivalents and restricted cash	140,624	71,105
Ending cash, cash equivalents and restricted cash	<u>\$ 54,093</u>	<u>\$ 91,496</u>

LUMINAR TECHNOLOGIES, INC. AND SUBSIDIARIES
Reconciliation of GAAP Cost of Sales to Non-GAAP Cost of Sales
(In thousands)
(Unaudited)

	Three Months Ended			Six Months Ended	
	June 30, 2024	March 31, 2024	June 30, 2023	June 30, 2024	June 30, 2023
GAAP cost of sales	\$ 30,131	\$ 31,423	\$ 34,532	\$ 61,554	\$ 63,665
Non-GAAP adjustments:					
Stock-based compensation	(298)	(3,395)	(1,925)	(3,693)	(4,587)
Amortization of intangible assets	(166)	(166)	(166)	(332)	(331)
Accelerated depreciation related to certain property, plant and equipment items	(1,295)	(2,135)	—	(3,430)	—
Non-GAAP cost of sales	<u>\$ 28,372</u>	<u>\$ 25,727</u>	<u>\$ 32,441</u>	<u>\$ 54,099</u>	<u>\$ 58,747</u>

LUMINAR TECHNOLOGIES, INC. AND SUBSIDIARIES
Reconciliation of GAAP Gross Loss to Non-GAAP Gross Loss
(In thousands)
(Unaudited)

	Three Months Ended			Six Months Ended	
	June 30, 2024	March 31, 2024	June 30, 2023	June 30, 2024	June 30, 2023
GAAP gross loss	\$ (13,680)	\$ (10,455)	\$ (18,335)	\$ (24,135)	\$ (32,959)
Non-GAAP adjustments:					
Stock-based compensation	298	3,395	1,925	3,693	4,587
Amortization of intangible assets	166	166	166	332	331
Accelerated depreciation related to certain property, plant and equipment items	1,295	2,135	—	3,430	—
Non-GAAP gross loss	<u>\$ (11,921)</u>	<u>\$ (4,759)</u>	<u>\$ (16,244)</u>	<u>\$ (16,680)</u>	<u>\$ (28,041)</u>

LUMINAR TECHNOLOGIES, INC. AND SUBSIDIARIES
Reconciliation of GAAP Operating Expenses to Non-GAAP Operating Expenses
(In thousands)
(Unaudited)

	Three Months Ended			Six Months Ended	
	June 30, 2024	March 31, 2024	June 30, 2023	June 30, 2024	June 30, 2023
GAAP operating expenses	\$ 114,042	\$ 115,314	\$ 125,557	\$ 229,356	\$ 252,828
Non-GAAP adjustments:					
Stock-based compensation	(36,781)	(41,070)	(57,270)	(77,851)	(110,562)
Impairment of investments	(4,000)	—	—	(4,000)	—
Restructuring costs	(6,262)	—	—	(6,262)	—
Amortization of intangible assets	(834)	(834)	(932)	(1,668)	(1,829)
Transaction costs relating to acquisition activities	(1)	(231)	(3)	(232)	(36)
Non-GAAP operating expenses	<u>\$ 66,164</u>	<u>\$ 73,179</u>	<u>\$ 67,352</u>	<u>\$ 139,343</u>	<u>\$ 140,401</u>

LUMINAR TECHNOLOGIES, INC. AND SUBSIDIARIES
Reconciliation of GAAP Net Loss to Non-GAAP Net Loss
(In thousands, except share and per share data)
(Unaudited)

	Three Months Ended			Six Months Ended	
	June 30, 2024	March 31, 2024	June 30, 2023	June 30, 2024	June 30, 2023
GAAP net loss	\$ (130,607)	\$ (125,714)	\$ (141,756)	\$ (256,321)	\$ (288,530)
Non-GAAP adjustments:					
Stock-based compensation, excluding restructuring	37,079	\$ 44,465	59,195	81,544	115,149
Amortization of intangible assets	1,000	\$ 1,000	1,098	2,000	2,160
Accelerated depreciation related to certain property, plant and equipment items	1,295	\$ 2,135	—	3,430	—
Impairment of investments	4,000	\$ —	—	4,000	—
Restructuring costs, including stock-based compensation	6,262	\$ —	—	6,262	—
Gain from acquisition of EM4	—	\$ (1,752)	—	(1,752)	—
Transaction costs relating to acquisition activities	1	\$ 231	3	232	36
Change in fair value of warrant liabilities	(163)	\$ (821)	(26)	(985)	1,028
Non-GAAP net loss	<u>\$ (81,133)</u>	<u>\$ (80,456)</u>	<u>\$ (81,486)</u>	<u>\$ (161,590)</u>	<u>\$ (170,157)</u>
GAAP net loss per share:					
Basic and diluted	<u>\$ (0.29)</u>	<u>\$ (0.30)</u>	<u>\$ (0.37)</u>	<u>\$ (0.58)</u>	<u>\$ (0.77)</u>
Non-GAAP net loss per share:					
Basic and diluted	<u>\$ (0.18)</u>	<u>\$ (0.19)</u>	<u>\$ (0.21)</u>	<u>\$ (0.37)</u>	<u>\$ (0.45)</u>
Shares used in computing GAAP net loss per share:					
Basic and diluted	<u>453,978,904</u>	<u>424,929,163</u>	<u>382,424,675</u>	<u>439,454,034</u>	<u>376,616,066</u>
Shares used in computing Non-GAAP net loss per share:					
Basic and diluted	<u>453,978,904</u>	<u>424,929,163</u>	<u>382,424,675</u>	<u>439,454,034</u>	<u>376,616,066</u>

LUMINAR TECHNOLOGIES, INC. AND SUBSIDIARIES
Reconciliation of GAAP Operating Cash Flow to Non-GAAP Free Cash Flow
(In thousands)
(Unaudited)

	Three Months Ended			Six Months Ended	
	June 30, 2024	March 31, 2024	June 30, 2023	June 30, 2024	June 30, 2023
GAAP operating cash flow	\$ (77,707)	\$ (81,229)	\$ (73,309)	\$ (158,936)	\$ (137,983)
Non-GAAP adjustments:					
Capital expenditure:					
Purchases of property and equipment	(302)	(1,284)	(5,151)	(1,586)	(16,831)
Non-GAAP free cash flow	<u>\$ (78,009)</u>	<u>\$ (82,513)</u>	<u>\$ (78,460)</u>	<u>\$ (160,522)</u>	<u>\$ (154,814)</u>

LUMINAR TECHNOLOGIES, INC. AND SUBSIDIARIES
Summary of Stock-Based Compensation and Intangibles Amortization
(In thousands)
(Unaudited)

	Three Months Ended June 30,			
	2024		2023	
	Stock-Based Compensation	Intangibles Amortization	Stock-Based Compensation	Intangibles Amortization
Cost of Sales	\$ 298	\$ 166	\$ 1,925	\$ 166
Research and development	16,378	599	20,541	599
Sales and marketing	3,557	235	9,792	333
General and administrative	16,846	—	26,937	—
Restructuring costs	1,412	\$ —	\$ —	\$ —
Total	<u>\$ 38,491</u>	<u>\$ 1,000</u>	<u>\$ 59,195</u>	<u>\$ 1,098</u>

	Three Months Ended March, 31			
	2024		2023	
	Stock-Based Compensation	Intangibles Amortization	Stock-Based Compensation	Intangibles Amortization
Cost of Sales	\$ 3,395	\$ 166	\$ 2,662	\$ 165
Research and development	14,484	599	17,471	564
Sales and marketing	5,223	235	5,828	333
General and administrative	21,363	—	29,993	—
Total	<u>\$ 44,465</u>	<u>\$ 1,000</u>	<u>\$ 55,954</u>	<u>\$ 1,062</u>

	Six Months Ended June 30,			
	2024		2023	
	Stock-Based Compensation	Intangibles Amortization	Stock-Based Compensation	Intangibles Amortization
Cost of Sales	\$ 3,693	\$ 332	\$ 4,587	\$ 331
Research and development	30,862	1,198	38,012	1,163
Sales and marketing	8,780	470	15,620	666
General and administrative	38,209	—	56,930	—
Restructuring costs	1,412	—	—	—
Total	<u>\$ 82,956</u>	<u>\$ 2,000</u>	<u>\$ 115,149</u>	<u>\$ 2,160</u>

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