
**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 20, 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: **(407) 900-5259**

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 3.03 Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 20, 2024, Luminar Technologies, Inc. (the “Company”) effected a 1-for-15 reverse stock split (the “Reverse Stock Split”) of its Class A common stock, par value \$0.0001 per share (“Class A Common Stock”), and Class B common stock, par value \$0.0001 per share (“Class B Common Stock,” and together with the Class A Common Stock, “Common Stock”). As previously disclosed, at a special meeting of stockholders held on October 30, 2024 (the “Special Meeting”), the stockholders of the Company approved a proposal to authorize the Company’s Board of Directors (the “Board”) to amend the Company’s Second Amended and Restated Certificate of Incorporation, as amended (the “Charter”), to effect a reverse stock split of all of the outstanding Common Stock and any Common Stock held by the Company as treasury shares, at any time prior to December 31, 2024, at a ratio of 1-for-5 to 1-for-20, as determined by the Board in its discretion. As previously disclosed, on November 13, 2024, the Board approved the Reverse Stock Split at a ratio of 1-for-15 (the “Reverse Stock Split Ratio”). On November 20, 2024, the Company filed with the Secretary of State of the State of Delaware a certificate of amendment (the “Certificate of Amendment”) to amend the Charter to effect the Reverse Stock Split as of 5:01 p.m., Eastern Time on November 20, 2024 (the “Effective Time”).

Trading of the Class A Common Stock on The Nasdaq Global Select Market commenced on a split-adjusted basis on November 21, 2024 under the existing trading symbol “LAZR.” The new CUSIP number for the Class A Common Stock following the Reverse Stock Split is 550424 303.

As a result of the Reverse Stock Split, every fifteen (15) shares of Common Stock issued or outstanding were automatically reclassified into one (1) validly issued, fully paid and nonassessable share of Class A Common Stock or Class B Common Stock, as applicable, subject to the treatment of fractional shares as described below, without any action on the part of the holders. Proportionate adjustments will be made to the exercise prices and the number of shares underlying the Company’s outstanding equity awards, as applicable, and warrants exercisable for shares of Common Stock, as well as to the number of shares issuable under the Company’s equity incentive plans and certain existing agreements. The Common Stock issued pursuant to the Reverse Stock Split remain fully paid and non-assessable. The Reverse Stock Split did not affect the number of authorized shares of Common Stock or the par value of the Common Stock.

In addition, effective as of the Effective Time and based on the Reverse Stock Split Ratio, proportionate adjustments will be made in accordance with the terms of the related indentures, to the conversion rate of the Company’s outstanding 9.0% Convertible Second Lien Senior Secured Notes due 2030, 11.5% Convertible Second Lien Senior Secured Notes due 2030 and 1.25% Convertible Senior Notes due 2026.

No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders who would otherwise be entitled to receive fractional shares as a result of the Reverse Stock Split will be entitled to a cash payment in lieu thereof at a price equal to the fraction to which the stockholder would otherwise be entitled multiplied by the closing sales price per share of the Class A Common Stock (as adjusted for the Reverse Stock Split) on The Nasdaq Global Select Market on November 20, 2024.

The foregoing description of the Certificate of Amendment is qualified in its entirety by reference to the Certificate of Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
3.1	Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of Luminar Technologies, Inc.
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 22, 2024

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

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "LUMINAR TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF NOVEMBER, A.D. 2024, AT 1:48 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

SR# 20244268162



Date: 11-20-24

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:48 PM 11/20/2024
FILED 01:48 PM 11/20/2024
SR 20244268162 - File Number 7034489

**CERTIFICATE OF AMENDMENT
TO THE
SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
LUMINAR TECHNOLOGIES, INC.**

The undersigned, Austin Russell, hereby certifies that:

1. He is the duly elected and acting President and Chief Executive Officer of Luminar Technologies, Inc., a Delaware corporation (the "Corporation").

2. The name of the Corporation is Luminar Technologies, Inc. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on August 28, 2018 under the name Gores Metropoulos, Inc. The Amended and Restated Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Delaware (the "Secretary of State") on January 31, 2019. The Second Amended and Restated Certificate of Incorporation of the Corporation (the "Second Amended and Restated Certificate of Incorporation") was originally filed with the Secretary of State of the State on December 2, 2020 and was amended by a Certificate of Amendment filed with the Secretary of State on February 27, 2024.

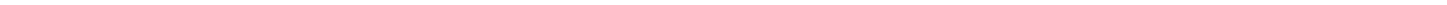
3. Pursuant to Section 242 of the General Corporation Law of the State of Delaware (the "DGCL"), this Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation (this "Certificate of Amendment") amends the provisions of the Second Amended and Restated Certificate of Incorporation of the Corporation, as amended (the "Charter").

4. This Certificate of Amendment has been approved and duly adopted by the Corporation's Board of Directors and stockholders in accordance with the provisions of Section 242 of the DGCL.

5. Upon this Certificate of Amendment becoming effective, the Charter is hereby amended as follows:

ARTICLE IV of the Charter is hereby amended by adding the following new paragraph at the end of such article:

"Section 4. Reverse Stock Split. Effective at 5:01 p.m., Eastern Time, on November 20, 2024 (the "**2024 Split Effective Time**"), every fifteen (15) share of Class A Common Stock and Class B Common Stock, respectively, issued and outstanding or held by the Corporation as treasury shares as of the 2024 Split Effective Time shall automatically, and without action on the part of the stockholders, be combined, reclassified and changed into one (1) validly issued, fully paid and non-assessable share of Class A Common Stock or Class B Common Stock, as applicable, without effecting a change to the par value per share of common stock, subject to the treatment of fractional interests as described below (the "**2024 Reverse Split**"). Notwithstanding the immediately preceding sentence, no fractional shares will be issued in connection with the



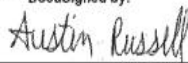
combination effected by the preceding sentence. Stockholders of record who otherwise would be entitled to receive fractional shares in connection with such combination will instead be entitled to receive, in lieu of such fractional shares, an amount in cash equal to the fraction to which the stockholder would otherwise be entitled multiplied by the closing price of the Class A Common Stock on The Nasdaq Global Select Market on the date on which the Effective Time occurs. As of the 2024 Split Effective Time and thereafter, a certificate(s) representing shares of Class A Common Stock and Class B Common Stock, respectively, prior to the 2024 Reverse Split is deemed to represent the number of post-2024 Reverse Split shares into which the pre-2024 Reverse Split shares were reclassified and combined. The 2024 Reverse Split shall also apply to any outstanding securities or rights convertible into, or exchangeable or exercisable for, Class A Common Stock of the Corporation and all references to such Class A Common Stock in agreements, arrangements, documents and plans relating thereto or any option or right to purchase or acquire shares of Class A Common Stock shall be deemed to be references to the Class A Common Stock or options or rights to purchase or acquire shares of Class A Common Stock, as the case may be, after giving effect to the 2024 Reverse Split.”

6. This Certificate of Amendment shall become effective at 5:01 p.m., Eastern Time, on November 20, 2024.



IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of the Second Amended and Restated Certificate of Incorporation to be signed by its President and Chief Executive Officer this 20th day of November, 2024.

LUMINAR TECHNOLOGIES, INC.

By: DocuSigned by:

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Austin Russell

Chairperson of the Board, President and
Chief Executive Officer
