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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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

**Date of Report (Date of earliest event reported): May 22, 2025**

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**LUMINAR TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

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**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.)

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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<br>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. ☐

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**Item 1.01. Entry into a Material Definitive Agreement.**

On May 22, 2025, Luminar Technologies, Inc. (the “Company”) entered into separate, individually negotiated private exchange agreements (collectively, the “Exchange Agreements”) and private repurchase agreements (collectively, the “Repurchase Agreements”) with certain holders of its outstanding 1.25% Convertible Senior Notes due 2026 (the “Notes”) to, respectively, (i) exchange \$6.2 million aggregate principal amount of Notes (the “Exchanged Notes”) for an aggregate of 1,098,931 newly issued shares of the Company’s Class A common stock, par value \$0.0001 per share (“Class A Common Stock”) (such exchanges, the “Exchange Transactions”), and (ii) repurchase \$43.8 million aggregate principal amount of Notes (the “Repurchased Notes”) for an aggregate of \$30.2 million in cash (such repurchases, the “Repurchase Transactions” and, together with the Exchange Transactions, the “Transactions”), in each case, inclusive of accrued and unpaid interest on the Exchanged Notes and the Repurchased Notes, respectively, to, but not including, the closing of the Transactions on May 23, 2025. Following the consummation of the Transactions, an aggregate of \$134.9 million aggregate principal amount of Notes remain outstanding.

The Exchange Transactions were conducted pursuant to an exemption from registration under the Securities Act of 1933, as amended (the “Securities Act”), in reliance on Section 4(a)(2) of the Securities Act as transactions by an issuer not involving a public offering.

The foregoing description of the Exchange Agreements, the Repurchase Agreements and the Transactions does not purport to be complete and is qualified in its entirety by reference to the full text of the forms of the Exchange Agreement and the Repurchase Agreement, copies of which will be filed as exhibits to the Company’s Quarterly Report on Form 10-Q for the quarterly period ending June 30, 2025.

**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 Exchange Transactions is incorporated by reference into this Item 3.02 of this Current Report to the extent required.

**Item 7.01. Regulation FD Disclosure.**

On May 23, 2025, the Company issued a press release announcing the transactions. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1.

In connection with the Exchange Transactions discussed in Item 1.01 of this Current Report on Form 8-K, the Company provided the following information to the participating holders, which information supplements and updates certain prior disclosures of the Company:

As of May 21, 2025, the Company had 42,125,290 shares of Class A Common Stock (excluding treasury shares) and 4,872,578 shares of Class B common stock, par value \$0.0001 per share, outstanding.

The information included in this Item 7.01 and in Exhibit 99.1 attached hereto is being furnished and 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 any such information or exhibits be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such document.

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Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit Number | Description   |
|----------------|---|
| 99.1           | <a href="#">Press Release, dated May 23, 2025.</a>        |
| 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: May 23, 2025

By: /s/ Thomas J. Fennimore

Name: Thomas J. Fennimore

Title: Chief Financial Officer

## Luminar Improves Capital Structure with Repurchase of \$50M in 2026 Convertible Senior Notes

**ORLANDO, Fla.** – May 23, 2025 – Luminar Technologies (NASDAQ: LAZR), a leading global automotive technology company, today announced it has entered into separate, individually negotiated private agreements with certain holders of its outstanding 1.25% Convertible Senior Notes due 2026 to acquire \$50 million in aggregate principal amount of notes through repurchases for approximately \$30 million in cash and exchanges for 1.1 million in newly issued shares of common stock. The repurchase transactions are being funded by the proceeds from the initial issuance of Series A Convertible Preferred Stock announced by Luminar on May 21, 2025.

*"Earlier this week, we announced a significant capital commitment from two institutional investors and indicated that would be used to continue to improve our capital structure and liquidity profile. Today, we are doing just that, retiring a substantial amount of debt that would have otherwise matured next year," said Tom Fennimore, Luminar's Chief Financial Officer. "We will remain opportunistic in using all of our available tools to further reduce our debt and extend our liquidity runway in order to realize our long-term value."*

Following the consummation of the exchange transactions, approximately \$135 million in aggregate principal amount of the 2026 convertible notes will remain outstanding, marking meaningful progress by Luminar over the past year to reduce the outstanding amount of its 2026 debt. The combination of the transactions this week demonstrate Luminar's commitment to improving its capital structure and ensuring sufficient financial runway to execute its business plan.

### 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 various partners, ranging from Volvo Cars and Mercedes-Benz to NVIDIA and Mobileye, to develop and deploy the world's most advanced passenger vehicles. Following the launch of the Volvo EX90 as the first global production vehicle to standardize its technology, Luminar is poised to lead the industry in enabling next-generation safety and autonomous capabilities for global production vehicles. For more information, please visit [www.luminartech.com](http://www.luminartech.com).

### 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," "plan," "runway," "commitment," "remain," "opportunistic" and similar expressions that predict or indicate future events or trends or that are not statements of historical matters. The forward-looking statements include statements relating to prospective future debt reduction and liquidity and capital structure improvements. Forward-looking statements are based on expectations and assumptions by our management and involve a number of risks, uncertainties, including but not limited to, the large amount of Luminar's outstanding indebtedness limiting the cash flow available for Luminar's operations, whether Luminar will be able to timely reduce its outstanding debt and capital structure overhang, whether Luminar will be able to repurchase debt at trading discounts or on favorable terms, or have sufficient resources and financial runway to reduce its outstanding debt and execute its business plan and other factors that could cause actual results to differ materially from those stated, which could differ or change based upon market conditions or for other reasons. More information on these risks and other potential factors that could affect Luminar's business is included in Luminar'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 Luminar's reports on Form 10-K and Form 10-Q, including Luminar's Annual Report on Form 10-K for the year ended December 31, 2024 filed by Luminar on March 28, 2025, and Luminar's Quarterly Report on Form 10-Q filed by Luminar on May 20, 2025 and subsequent reports filed with the SEC. You are cautioned not to place undue reliance upon any forward-

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looking statements and Luminar assumes no obligation to update any forward-looking statements, which speak only as of the date they are made.

**Contacts:**

Investor Relations:

Aileen (Smith) McAdams

[Investors@luminartech.com](mailto:Investors@luminartech.com)

Media Relations:

Milin Mehta

[Press@luminartech.com](mailto:Press@luminartech.com)