

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person * <u>Russell Austin</u> (Last) (First) (Middle) C/O LUMINAR TECHNOLOGIES, INC. 2603 DISCOVERY DRIVE, SUITE 100 (Street) ORLANDO FL 32826 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Luminar Technologies, Inc./DE [LAZR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairperson, President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 08/11/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Class B Common Stock	(i)	08/11/2021		A ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾		6,970,467		(i)	(i)	Class A Common Stock	6,970,467	(i)	101,588,670	D	

Explanation of Responses:

- Pursuant to the Issuer's Second Amended and Restated Certificate of Incorporation (the "Charter"), shares of Class B Common Stock have no expiration date and (i) are convertible into shares of Class A Common Stock at the option of the holders of Class B Common Stock at any time upon written notice to the Issuer on a one-for-one basis and (ii) will automatically convert into shares of Class A Common Stock immediately prior to the close of business on the earliest to occur of certain events specified in the Charter.
- On August 11, 2021, the reporting person received 6,970,467 shares of Class B common stock of the Issuer pursuant to an "earn-out" provision in that certain Agreement and Plan of Merger, dated as of August 24, 2020 (the "Merger Agreement"), by and among the Issuer (formerly Gores Metropoulos, Inc.), Luminar Technologies, Inc., a Delaware corporation ("Legacy Luminar") and the other parties thereto. The Merger Agreement provided that the shareholders of Legacy Luminar would receive additional shares of the Issuer's Class A common stock or Class B common stock, for no additional consideration, following each of six Triggering Events (as defined in the Merger Agreement) that occur within five years of the Lockup Expiration Date (as defined in the Merger Agreement). (continued in footnote 3)
- The six "Triggering Events" are (i) the date on which the volume-weighted average closing sale price of the Issuer's Class A Common Stock (the "Closing Price") is greater than or equal to \$13.00 for any twenty trading days within any forty consecutive trading day period; (ii) the date on which the Closing Price is greater than or equal to \$16.00 for any twenty trading days within any forty consecutive trading day period; (iii) the date on which the Closing Price is greater than or equal to \$19.00 for any twenty trading days within any forty consecutive trading day period; (continued in footnote 4)
- (iv) the date on which the Closing Price is greater than or equal to \$22.00 for any twenty trading days within any forty consecutive trading day period; (v) the date on which the Closing Price is greater than or equal to \$25.00 for any twenty trading days within any forty consecutive trading day period; and (vi) the date on which the Closing Price is greater than or equal to \$28.00 for any twenty trading days within any forty consecutive trading day period. The first four Triggering Events occurred on the same date, and pursuant to the terms of the Merger Agreement, the earnout shares reported on this Form 4 were issued on August 11, 2021. (continued in footnote 5)
- The number of shares issuable pursuant to the earn-out right was determined pursuant to a formula set forth in the Merger Agreement. The reporting person's right to receive additional shares subject to the terms of the Merger Agreement became fixed and irrevocable on December 2, 2020, the effective date of the merger.

Remarks:

/s/ Anthony Cooke, as Attorney-in-Fact 08/13/2021

** Signature of Reporting Person Date

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

* 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).

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

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 Number.