SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
Estimated average burden	ı –
hours per response:	0.5

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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

			01.01			npany / (et of 1540				
1	ess of Reporting Pe	erson*		er Name and Ticke itas Semicone	0,			tionship of Reporting all applicable)	g Person(s) to Iss	suer
HENDRIA	<u>RICHARD J</u>					-	X	Director	10% 0	Owner
,			_				_	Officer (give title		(specify
(Last)				e of Earliest Transa	ction (Month/D	ay/Year)		below)	below)
40 S. MAIN STREET, #2550				/2021						
(Street)				nendment, Date of	iling (Check Applicable Line)					
MEMPHIS	TN	38103					X	Form filed by One	Reporting Perso	on
	MPHIS TN 38103							Form filed by Mor	e than One Repo	orting Person
(City)	(State)	(Zip)								
		Table I - Non-D	erivative :	Securities Ac	quired, Dis	oosed of, or Benefic	cially C	owned		
1 Title of Coouri	u (Imoter 2)	2 1	Transaction	24 Deemed	2	4 Securities Acquired (A)	n r	E Amount of	6 Ownorchin	7 Naturo of

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)					5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1130.4)
Class B common stock	10/19/2021		J		10,000	D	(1)	6,315,000	Ι	See footnote ⁽²⁾
Class A common stock	10/19/2021		С		6,315,000	A	(3)	6,315,000	I	See footnote ⁽⁴⁾
Class A common stock	10/19/2021		Р		1,415,000	Α	\$10	1,415,000	I	See footnote ⁽⁵⁾

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. Transa Code (8)		n Derivative		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	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	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Class B common stock	(1)	10/19/2021		С		6,315,000		(6)	(6)	Class A Common Stock	6,315,000	(1)	6,315,000	I	See footnote ⁽²⁾
Warrants (right to buy)	\$11.5	10/19/2021		J		10,000		10/19/2021	(7)	Class A Common Stock	10,000	\$1.38	10,000	I	See footnote ⁽⁸⁾
Warrants (right to buy)	\$11.5	10/19/2021		J		15,000		10/19/2021	(7)	Class A Common Stock	15,000	\$1.38	15,000	I	See footnote ⁽⁹⁾
Warrants (right to buy)	\$11.5	10/19/2021		J		4,666,667		10/19/2021	(7)	Class A Common Stock	4,666,667	\$0.01	4,666,667	I	See footnote ⁽¹⁰⁾

Explanation of Responses:

1. In connection with the closing of the business combination (the "business combination") among Live Oak Acquisition Corp. II ("Live Oak II"), Live Oak Merger Sub Inc., a Delaware corporation and a wholly owned direct subsidiary of Live Oak II, and Navitas Semiconductor Limited, a private company limited by shares organized under the laws of Ireland that was domesticated in the State of Delaware as Navitas Delaware Semiconductor Ireland, LLC, a Delaware limited liability company on October 19, 2021, Live Oak Sponsor Partners II, LLC (the "Sponsor") forfeited 10,000 shares of Class B common stock (the "Forfeiture"). Immediately following the Forfeiture, the reporting person's remaining shares of Class B common stock automatically converted into shares of Live Oak II's Class A common stock on a one-for-one basis.

2. These shares of Class B common stock represent shares of Class B common stock held by the Sponsor that were acquired pursuant to a securities subscription agreement, dated August 12, 020, by and between the Sponsor and the issuer, Richard J. Hendrix, a director of the issuer, and Gary J. Wunderlich, Jr., a director of the issuer, are the managing members of the Sponsor and have voting and investment discretion with respect to the securities held by the Sponsor. As such, Messrs. Hendrix and Wunderlich may be deemed to share beneficial ownership of the shares of Class B common stock held directly by the Sponsor.

3. In connection with the closing of the business combination, the reporting person's shares of Class B common stock automatically converted into shares of Live Oak II's Class A common stock on a one-for-one basis. Upon consummation of the business combination, Live Oak II changed its name to "Navitas Semiconductor Corporation."

4. These shares of Class A common stock represent shares of Class A common stock held by the Sponsor that were acquired pursuant to a securities subscription agreement, dated August 12, 2020, and between the Sponsor and the issuer Richard J. Hendrix, a director of the issuer, and Gary J. Wunderlich, Jr., a director of the issuer, are the managing members of the Sponsor and have voting and investment discretion with respect to the securities held by the Sponsor. As such, Messrs. Hendrix and Wunderlich may be deemed to share beneficial ownership of the shares of Class A common stock held directly by the Sponsor.

5. As described in the issuer's registration statement on Form S-4 (File No. 333-256880) (the "Registration Statement") under the heading "Related Agreements-PIPE Financing," Live Oak GaN Partners LLC ("Live Oak GaN") purchased 1,415,000 shares of Class A common stock ride issuer, and any K. Wunderlich, Jr., a director of the issuer, are the managing members of Live Oak GaN and have voting and investment discretion with respect to the securities held by Live Oak GaN. As such, Messrs. Hendrix and Wunderlich may be deemed to share beneficial ownership of the securities held directly by Live Oak GaN.

6. The shares of Class B common stock were automatically convertible into shares of Class A common stock at the time of Live Oak II's initial business combination on a one-for-one basis, subject to adjustment pursuant to certain anti-dilution rights (which rights were waived by the reporting person in connection with the business combination), and had no expiration date.

7. The warrants will expire on October 19, 2026, five years after the completion of the issuer's initial business combination which occurred on October 19, 2021, or earlier upon redemption or liquidation.

8. The warrants were purchased by Mr. Hendrix's IRA. Mr. Hendrix benefits from the shares held in his IRA account and, as a result, Mr. Hendrix may be deemed to have beneficial ownership of the securities in his IRA account.

9. The warrants were purchased by Mr. Hendrix's IRA. Mr. Hendrix benefits from the shares held in his IRA account and, as a result, Mr. Hendrix may be deemed to have beneficial ownership of the securities in his IRA account.

10. These warrants represent warrants held by the Sponsor that were acquired pursuant to the private placement warrants purchase agreement, dated December 3, 2020. Richard J. Hendrix, a director of the issuer, and Gary J. Wunderlich, Jr., a director of the issuer, are the managing members of the Sponsor and have voting and investment discretion with respect to the securities held by the Sponsor. As such, Messrs. Hendrix and Wunderlich may be deemed to share beneficial ownership of the warrants held directly by the Sponsor.

Remarks:



 \ast 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.

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