SEC Form 4

**FORM 4**

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



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL | | |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  | Estimated average burden | | |  |
|  |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940



1. Name and Address of Reporting Person\*

[HENDRIX RICHARD J](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001218306)

(Last) (First) (Middle)

40 S. MAIN STREET, #2550

2. Issuer Name **and** Ticker or Trading Symbol

[Navitas Semiconductor Corp](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001821769) [ NVTS ]

3. Date of Earliest Transaction (Month/Day/Year)

02/27/2023

1. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X Director 10% Owner

Officer (give title Other (specify

below) below)

|  |  |  |  |
| --- | --- | --- | --- |
| (Street) | |  |  |
|  | MEMPHIS | TN | 38103 |
|  |  |  |  |
|  | (City) | (State) | (Zip) |

4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable

Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting

Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **1. Title of Security (Instr. 3)** | **2. Transaction** | **2A. Deemed** | **3.** | **4. Securities Acquired (A) or** | | | **5. Amount of** | **6. Ownership** | **7. Nature of** |  |
|  | **Date** | **Execution Date,** | **Transaction** | **Disposed Of (D) (Instr. 3, 4 and** | | | **Securities** | **Form: Direct** | **Indirect** |  |
|  | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **5)** |  |  | **Beneficially** | **(D) or** | **Beneficial** |  |
|  |  | **(Month/Day/Year)** | **8)** |  |  |  | **Owned Following** | **Indirect (I)** | **Ownership** |  |
|  |  |  |  |  |  |  | **Reported** | **(Instr. 4)** | **(Instr. 4)** |  |
|  |  |  |  |  |  |  |  |
|  |  |  | **Code V** | **Amount** | **(A) or** | **Price** | **Transaction(s)** |  |  |  |
|  |  |  | **(D)** | **(Instr. 3 and 4)** |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |
| Class A Common Stock | 02/27/2023 |  | A(1) | 21,705(1) | A | $0 | 36,451 | D |  |  |
|  |  |  |  |  |  |  |  |  | By |  |
| Class A Common Stock |  |  |  |  |  |  | 40,225 | I | Individual |  |
|  |  |  |  |  |  | retirement |  |
|  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | accounts(2) |  |
|  |  |  |  |  |  |  |  |  | By RJH |  |
| Class A Common Stock |  |  |  |  |  |  | 183,282 | I | Management |  |
|  |  |  |  |  |  |  |  |  | Co., LLC(3) |  |
|  |  |  |  |  |  |  |  |  | By Live Oak |  |
| Class A Common Stock |  |  |  |  |  |  | 4,631,000 | I | Sponsor |  |
|  |  |  |  |  |  | Partners II, |  |
|  |  |  |  |  |  |  |  |  |  |

LLC(4)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

**(e.g., puts, calls, warrants, options, convertible securities)**

|  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **1. Title of** | **2.** | **3. Transaction** | **3A. Deemed** | **4.** | **5. Number** | **6. Date Exercisable and** | | **7. Title and** | **8. Price of** | **9. Number of** | **10.** | **11. Nature** |
| **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | **of** | **Expiration Date** | | **Amount of** | **Derivative** | **derivative** | **Ownership** | **of Indirect** |
| **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **Derivative** | **(Month/Day/Year)** | | **Securities** | **Security** | **Securities** | **Form:** | **Beneficial** |
| **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** | **Securities** |  |  | **Underlying** | **(Instr. 5)** | **Beneficially** | **Direct (D)** | **Ownership** |
|  | **Derivative** |  |  |  | **Acquired** |  |  | **Derivative** |  | **Owned** | **or Indirect** | **(Instr. 4)** |
|  | **Security** |  |  |  | **(A) or** |  |  | **Security (Instr.** |  | **Following** | **(I) (Instr. 4)** |  |
|  |  |  |  |  | **Disposed** |  |  | **3 and 4)** |  | **Reported** |  |  |
|  |  |  |  |  | **of (D)** |  |  |  |  | **Transaction(s)** |  |  |
|  |  |  |  |  | **(Instr. 3, 4** |  |  |  |  | **(Instr. 4)** |  |  |
|  |  |  |  |  | **and 5)** |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Amount** |  |  |  |  |
|  |  |  |  |  |  |  |  | **or** |  |  |  |  |
|  |  |  |  |  |  |  |  | **Number** |  |  |  |  |
|  |  |  |  |  |  | **Date** | **Expiration** | **of** |  |  |  |  |
|  |  |  |  | **Code V** | **(A) (D)** | **Exercisable** | **Date** | **Title Shares** |  |  |  |  |

**Explanation of Responses:**

1. Reflects shares underlying restricted stock units ("RSUs") granted under the issuer's non-employee director compensation program and the Navitas Semiconductor Corporation 2021 Equity Incentive Plan (the "Plan"). Each RSU represents the reporting person's right to receive one share of Class A Common Stock of the issuer following the vesting date in accordance with the Plan. All RSUs vest on November 10, 2023, the one-year anniversary of the issuer's 2022 annual stockholders' meeting, subject to the reporting person's continued service as of the vesting date.
2. Balance includes 21,870 shares previously reported as held by Live Oak Sponsor Partners II, LLC ("Live Oak") and beneficially owned indirectly by the reporting person by virtue of his pecuniary interest therein.
3. Balance includes 139,006 shares previously reported as held by Live Oak and beneficially owned indirectly by the reporting person by virtue of his pecuniary interest therein.
4. The reporting person is a managing member of Live Oak. The reporting person disclaims beneficial ownership of the reported shares except to the extent of his pecuniary interest therein.

**Remarks:**

|  |  |  |  |
| --- | --- | --- | --- |
| /s/ Richard J. Hendrix | | 03/01/2023 | |
|  |  |  |  |
| \*\* 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.**