

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

FORM 8-K/A
(Amendment No. 1)

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 23, 2023



Navitas Semiconductor Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-39755

(Commission File Number)

85-2560226

(IRS Employer Identification No.)

3520 Challenger Street, Torrance, California

(Address of principal executive offices)

90503-1640

(Zip Code)

Registrant's telephone number, including area code: (844) 654-2642

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations 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(s)	Name of each exchange on which registered
Class A Common Stock, par value \$0.0001 per share	NVTS	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.

EXPLANATORY NOTE

This Amendment No. 1 on Form 8-K/A (this “Amendment”) is being filed to amend Item 9.01 of the Current Report on Form 8-K (the “Initial Filing”), filed with the Securities and Exchange Commission (the “SEC”) on May 26, 2023 by Navitas Semiconductor Corporation (the “Company”). The Initial Filing incorporated by reference Exhibit 5.1 from the Company’s Registration Statement on Form S-3 (No. 333-269752) (as amended, the “Registration Statement”) in connection with the securities offering and related transactions disclosed in the Initial Filing. This Amendment updates and amends Exhibit 5.1 to include additional details regarding those transactions.

In accordance with Rule 12b-15 under the Securities Exchange Act of 1934, this Amendment sets forth Item 9.01 as amended in its entirety. Exhibit 5.1, as amended and filed herewith, is incorporated by reference into the Registration Statement effective as of the date of the Initial Filing. Except as amended hereby, this Amendment does not amend or modify any of the information set forth in the Initial Filing (including exhibits). Also, except as specifically described herein, this Amendment does not describe events occurring after the Initial Filing, or modify or update disclosures in the Initial Filing (including exhibits) affected by such subsequent events. This Amendment should be read in conjunction with the Initial Filing and the Company’s other SEC filings.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
1.1*	Underwriting Agreement, dated as of May 23, 2023, by and among Navitas Semiconductor Corporation, Morgan Stanley & Co. LLC and Jefferies LLC
5.1+	Opinion of Counsel
23.1+	Consent of Counsel (contained within Exhibit 5.1)
99.1*	Press release dated May 23, 2023
99.2*	Press release dated May 24, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Previously filed in the Initial Filing on May 26, 2023.
+ Filed herewith as amended.

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.

Dated: March 21, 2025

NAVITAS SEMICONDUCTOR CORPORATION

By: /s/ Gene Sheridan
Gene Sheridan
President and Chief Executive Officer



Navitas Semiconductor Corporation
3520 Challenger Street
Torrance, CA 90503-1640

Paul D. Delva
Sr. V.P., General Counsel and Secretary

May 26, 2023

Navitas Semiconductor Corporation
3520 Challenger Street
Torrance, California 90503-1640

Ladies and Gentlemen:

I have acted as counsel to Navitas Semiconductor Corporation, a Delaware corporation (the "Company"), in connection with the registration under the Securities Act of 1933 (the "Act") of (i) 10,000,000 shares (the "Firm Shares") of the Company's Class A common stock, par value \$0.0001 per share (the "Common Stock"), to be issued and sold pursuant to that certain Underwriting Agreement, dated as of May 23, 2023 (the "Underwriting Agreement"), with Morgan Stanley & Co. LLC and Jefferies LLC, as representatives of the several underwriters named therein (the "Underwriters"); and (ii) an additional 1,500,000 shares of Common Stock issuable upon the exercise of an option granted to the Underwriters under the Underwriting Agreement (together with the Firm Shares, the "Shares"). The offer and sale of the Shares have been registered under the Act pursuant to the registration statement on Form S-3 (File No. 333-269752) (as amended, the "Registration Statement"), which became effective under the Act on April 28, 2023. In so acting, I have examined such corporate records, certificates, agreements and other documents, and such questions of law, as I have considered necessary or appropriate for the purposes of the opinions expressed below. Upon the basis of such examination, it is my opinion that:

1. When issued and sold as contemplated by the Underwriting Agreement and the Registration Statement, including the preliminary prospectus supplement dated May 23, 2023 and the final prospectus supplement dated May 23, 2023, the Shares will be validly issued, fully paid and nonassessable.

In rendering the foregoing opinion, I am not passing upon any disclosure in the Registration Statement, the prospectus supplements or any other related prospectus or other offering material relating to the offer and sale of the Shares.

The foregoing opinion is limited to the federal laws of the United States, the laws of the State of New York and the General Corporation Law of the State of Delaware, and I am expressing no opinion as to the effect of the laws of any other jurisdiction.

I have relied as to certain factual matters on information obtained from public officials, officers of the Company and other sources believed by me to be responsible.

I hereby consent to the incorporation by reference of this letter into the Registration Statement and to the reference to me under the heading "Legal Matters" in the prospectus contained therein. In giving such consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Act.

Yours very truly,

/s/ Paul D. Delva

Paul D. Delva
Senior Vice President, General Counsel and Secretary