

**Prospectus Supplement No. 12  
(To Prospectus dated September 10, 2024)**

## **INNVENTURE, INC.**

This prospectus supplement updates, amends and supplements the prospectus dated September 10, 2024 (the “Prospectus”), which forms a part of our Registration Statement on Form S-4 (Registration No. 333-276714) and is being filed to update, amend and supplement the information included in the Prospectus with information contained in our Current Report on Form 8-K, which was filed with the Securities and Exchange Commission (the “SEC”) on January 30, 2025 (the “Current Report”). Accordingly, we have attached the Current Report to this prospectus supplement. Capitalized terms used in this prospectus supplement and not otherwise defined herein have the meanings specified in the Prospectus.

This prospectus supplement is not complete without the Prospectus. This prospectus supplement should be read in conjunction with the Prospectus, which is to be delivered with this prospectus supplement, and is qualified by reference thereto, except to the extent that the information in this prospectus supplement updates or supersedes the information contained in the Prospectus. Please keep this prospectus supplement with your Prospectus for future reference.

Shares of our common stock, par value \$0.0001 per share (our “Common Stock”), are listed on The Nasdaq Stock Market, LLC under the symbol “INV.” On January 29, 2025, the closing price of our Common Stock was \$12.31 per share.

**Investing in our securities involves risks that are described in the “Risk Factors” section of the Prospectus.**

**Neither the SEC nor any state securities commission has approved or disapproved of the securities to be issued under the Prospectus or this prospectus supplement or determined if the Prospectus or this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.**

**The date of this prospectus supplement is January 30, 2025.**

**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

January 30, 2025  
Date of Report (date of earliest event reported)

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**Innventure, Inc.**  
(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of  
incorporation or organization)

001-42303  
(Commission File Number)

93-4440048  
(I.R.S. Employer Identification Number)

6900 Tavistock Lakes Blvd, Suite 400  
Orlando, Florida 32827  
(Address of principal executive offices and zip code)  
(321) 209-6787  
(Registrant's telephone number, including area code)

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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:

| <u>Title of each class</u>                 | <u>Trading Symbol</u> | <u>Name of each exchange on which registered</u> |
|--------------------------------------------|-----------------------|--------------------------------------------------|
| Common Stock, par value \$0.0001 per share | INV                   | The Nasdaq Stock Market, LLC                     |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 12b-2 of the Exchange Act.

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. ☐

**Item 7.01 Regulation FD Disclosure.**

As previously announced, Innventure, Inc. (“Innventure”) will host a conference call on January 30, 2025 at 5:00 p.m. ET to discuss its recently announced collaboration with The Dow Chemical Company and the launch of its fourth operating company, Refinity. Attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated into this Item 7.01 by reference is the presentation that Innventure will use during the conference call. The presentation will also be available on the “News & Events: Presentations” page of Innventure’s website: <https://ir.innventure.com/news-events/presentations>.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit Number</b> | <b>Description of Exhibit</b>                               |
|-----------------------|-------------------------------------------------------------|
| 99.1                  | Investor Presentation dated January 30, 2025                |
| 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.

### **INNVENTURE, INC.**

Date: January 30, 2025

By: /s/ David Yablunosky

Name: David Yablunosky

Title: Chief Financial Officer