

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

August 19, 2026
Date of Report (date of earliest event reported)

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

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)

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 405 of the Securities Act of 1933 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §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. ☐

Item 7.01 Regulation FD Disclosure.

On August 19, 2026, the Board of Directors of Innventure, Inc. issued a letter to shareholders announcing certain corporate actions, a copy of which is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01, including Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description of Exhibit
99.1	Press Release of Innventure, Inc. dated August 19, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INNVENTURE, INC.

Date: August 19, 2026

By: /s/ David Yablunosky

Name: David Yablunosky

Title: Chief Financial Officer

Innventure Board Issues Letter to Shareholders

Outlines corporate actions to address shareholder concerns and reduce parent-level spend

ORLANDO, Fla., Aug. 19, 2026 (GLOBE NEWSWIRE) -- Innventure, Inc. (NASDAQ: INV) ("Innventure" or the "Company"), an industrial growth conglomerate, today issued the following letter to shareholders from the Company's Board of Directors.

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Fellow Shareholders,

Following Innventure's second quarter 2026 results, the Board has been focused on addressing shareholder concerns. The Board is responding with actions designed to further align management and directors with shareholders, reduce near-term capital demands and concentrate resources on the opportunities we believe represent the clearest path to value creation.

Corporate Actions

- **AeroFlexx strategic alternatives and interim funding.** The Company is actively pursuing strategic monetization alternatives for AeroFlexx and is seeking outside capital to support AeroFlexx in the interim. AeroFlexx has engaged financial advisors to assist with that process.
- **Refinity funding transition.** Refinity will not be funded from the Innventure balance sheet following the end of the third quarter of 2026. Refinity will then be funded independently.
- **Parent-level expense reductions.** The Company is aggressively implementing headcount and operating cost reductions at the Innventure parent level. Excluding debt service, quarterly cash expenses will drop from \$7.5M to \$4.5M. In particular, these actions include:
 - **Elimination of internal spending on new company formation initiatives.** Innventure will maintain relationships with multinational companies but is eliminating new company evaluation and formation spend until further notice.
 - **Elimination of parent-level R&D spending.** R&D spend at the Innventure level has always been minimal, and going forward will be zero.Innventure will continue to look at possibilities for additional cost reductions.
- **Parent company funding alternatives.** Innventure is exploring a range of strategic alternatives, including potential debt and equity financing and the monetization of assets, with a goal of minimizing dilution to shareholders while addressing the Company's ongoing capital needs.
- **Management and director earnout share forfeiture.** The Board decided that senior management and directors who received earnout shares based on an Accelsius purchase order from DarkNX forfeit those shares, and these individuals have agreed to do so. While the shares were issued properly based on contractual obligations established in 2023, considering the subsequent removal of the DarkNX booking that satisfied the milestone, the Board determined that forfeiture for senior management and directors is the appropriate action.

Clarifying Expected Timeline to Accelsius Scaled Revenue

The Board firmly believes Accelsius is positioned to be a leader in two-phase direct-to-chip liquid cooling and to capture a meaningful share of this market as adoption begins, potentially as early as 2027. Based on market estimates, that market is expected to grow from approximately \$500 million in 2027 to approximately \$3.8 billion in 2029.

The Board is committed to transparency, discipline and shareholder alignment as Innventure advances through this next phase. We believe the actions outlined above represent practical steps to address shareholder concerns, reduce near-term capital requirements, and achieve laser focus on the milestones that matter most for Innventure shareholders. We will continue to work with management to identify opportunities to maximize shareholder value.

Sincerely,

Innventure Board of Directors

About Innventure

Innventure, Inc. (NASDAQ: INV), an industrial growth conglomerate, focuses on building companies with billion-dollar valuations by commercializing breakthrough technology solutions. By systematically creating and operating industrial enterprises from the ground up, Innventure participates in early-stage economics and provides industrial operating expertise designed for global scale. Innventure's approach seeks to uniquely bridge the "Valley of Death" between corporate innovation and commercialization through its distinctive combination of value-driven multinational partnerships, operational experience, and scaling expertise.

Cautionary Statement Regarding Forward-Looking Statements

Certain statements in this press release are "forward-looking statements" within the meaning of the federal securities laws, including Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are often identified by future or conditional words such as "plan," "believe," "expect," "anticipate," "intend," "outlook," "estimate," "forecast," "project," "continue," "could," "may," "might," "possible," "will," "potential," "predict," "should," "would" and other similar words and expressions (or the negative versions of such words or expressions), but the absence of these words does not mean that a statement is not forward-looking.

The forward-looking statements are based on the current assumptions and expectations of future events that are inherently subject to uncertainties and changes in circumstances and their potential effects and speak only as of the date of this press release. There can be no assurance that future developments will be those that have been anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond the control of the parties) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements.

These risks and uncertainties include, but are not limited to, those factors described in Innventure's public filings with the U.S. Securities and Exchange Commission, including but not limited to the following: Innventure's and its subsidiaries' ability to execute on their strategies, book sales and achieve future financial performance; developments and projections relating to Innventure's and its subsidiaries' competitors and industry; the implementation, adoption, market acceptance and success of Innventure's and its subsidiaries' products, business models and growth strategies; Innventure's and its subsidiaries' ability to generate sufficient revenue and operating cash flow; the timing and magnitude of expected cash expenditures; the availability, timing and terms of additional financing, including debt or equity financing; market conditions affecting access to capital; potential dilution resulting from future financings; Innventure's ability to successfully implement cost reduction initiatives; changes in economic conditions; competitive pressures; regulatory developments; Innventure's ability to maintain control over its subsidiaries.

Forward-looking statements speak only as of the date of this release, and Innventure undertakes no obligation to update them except as required by law.

Investor Relations Contact: Kyle Nagarkar, Solebury Strategic Communications

investorrelations@innventure.com

Media Contact: Stephanie Knight, Solebury Strategic Communications

press@innventure.com