

**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

December 29, 2025
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 8.01 Other Events.

Closing of Accelsius Series B Funding with Legrand and Johnson Controls

On December 29, 2025 (the “**Closing**” or “**Closing Date**”), Accelsius Holdings LLC (“**Accelsius**”), a subsidiary of Innventure, Inc. (the “**Company**”), issued and sold to Legrand DPC, LLC, a Delaware limited liability company (“**Legrand**”), 822,195 units of Accelsius’ Series B-1 Units (the “**Series B-1 Units**”) for gross proceeds of approximately \$30 million. Additionally, on the Closing Date, Accelsius issued and sold to Johnson Controls, Inc., a Wisconsin corporation and an existing holder of Series B-1 Units (“**JCI**”), an additional 274,065 units of the Series B-1 Units for gross proceeds of approximately \$10 million. The approximately \$40 million of aggregate gross proceeds to Accelsius from the Closing is in addition to the approximately \$25 million of gross proceeds from the issuance and sale of Series B-1 Units to JCI on October 2, 2025, which was previously disclosed in the Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on October 6, 2025 (the “**Prior Form 8-K**”). For a summary of the rights provided to JCI in connection with its prior investment, see the Prior Form 8-K.

Accelsius will use the proceeds from the sale of the Series B-1 Units, after deducting certain offering expenses, for general company purposes. The Series B-1 Units are convertible at any time and from time to time into Accelsius’ Class A Common Units by dividing the Series B-1 Unit’s Issue Price (as defined below) by the Conversion Price (as defined below) in effect at the time of conversion. The “**Issue Price**” means \$36.4877 per unit, subject to appropriate adjustment in the event of any unit dividend, unit split, combination or other similar recapitalization with respect to the applicable Series B-1 Units. The “**Conversion Price**” shall initially equal \$36.4877 and will be subject to certain adjustments.

The Series B-1 Units have not been registered under the Securities Act of 1933, as amended, may not be offered or sold absent registration or an applicable exemption from registration requirements and are subject to certain restrictions on transfer.

Amendment of Accelsius’ Operating Agreement

In connection with the Closing, Accelsius amended its limited liability company agreement (“**Operating Agreement**”) to, among other things, include Legrand as a member and expand the size of Accelsius’ board of directors (the “**Board**”) to eight directors. The amendment to the Operating Agreement provides that, for so long as Legrand and its affiliates continue to beneficially own an aggregate of at least 50% of the Series B-1 Units purchased by Legrand (subject to appropriate adjustment for any unit splits, unit dividends, combinations, recapitalizations and the like or any conversion), Legrand will be entitled to designate and remove one director (the “**Legrand Director**”). The Legrand Director will be entitled to one vote on all matters that come before the Board and will be entitled to be a member of any committee of the Board or of the board of directors or managers of any subsidiary of Accelsius.

The approval of the Legrand Director is required with respect to any Preferred Decision (as defined in the Operating Agreement). Such “Preferred Decisions” include, among others, (i) any amendment of any provision of the Operating Agreement that would adversely affect the special rights, powers, or preferences of the Series B-1 Units, (ii) the incurrence or guarantee of indebtedness by Accelsius in excess of \$20,000,000 in a single transaction or series of related transactions, (iii) the creation of any new class or series of units that would rank senior or *pari passu* to the Series B-1 Units, and (iv) an increase in the authorized number of Accelsius’ Class A Common Units, Class C Units, or any series of preferred units.

Additionally, the amendment to the Operating Agreement provides Legrand, subject to certain exceptions and conditions, with certain customary preemptive rights, rights of first refusal and rights of co-sale with respect to transfers by other members, information rights and registration rights. Such customary rights, as set forth in the Operating Agreement and which are also made available to JCI, are described in more detail in the Prior Form 8-K.

Agreements with Legrand

On or after Closing, Accelsius expects to enter into several agreements with Legrand, including a reseller agreement, private label agreement, joint development agreement, supply agreement, and contract manufacturer agreement.

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: January 12, 2026

By: /s/ David Yablunosky

Name: David Yablunosky

Title: Chief Financial Officer