

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 13, 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 (§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. ☐

Item 2.02 Results of Operations and Financial Condition.

On August 13, 2026, Innventure, Inc. (the “Company”) issued a press release announcing the Company’s financial results for the quarter ended June 30, 2026, and certain other information. A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description of Exhibit
99.1	Press Release by Innventure, Inc. dated August 13, 2026
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: August 13, 2026

By: /s/ David Yablunosky

Name: David Yablunosky

Title: Chief Financial Officer

Innventure Reports Second Quarter 2026 Results

Accelsius focused on execution against foundational milestones to strengthen path to scaled two-phase adoption

ORLANDO, Fla., August 13, 2026 (GLOBAL NEWSWIRE) – Innventure, Inc. (NASDAQ: INV) ("Innventure"), an industrial growth conglomerate, today announced financial results for the quarter ended June 30, 2026.

The company continues to anticipate significant long-term demand for two-phase liquid cooling as AI infrastructure requirements accelerate and is focused on executing against the foundational milestones expected to govern scaled market adoption of this technology. These milestones include chip-maker relationships and reference designs, OEM and ODM co-development initiatives, relationships with hyperscalers and the delivery of additional thermal benchmark data.

"We firmly believe the industry is moving toward a future where two-phase liquid cooling becomes an essential part of AI infrastructure," said Bill Haskell, Chief Executive Officer. "While our conviction in Accelsius' long-term opportunity has only strengthened, evolving dynamics in the AI infrastructure market, including constraints facing smaller early adopters around power availability, GPU access, and deployment timing, have impacted our near-term expectations and render 2026 revenue generation an imprecise reflection of the meaningful progress Accelsius is making. As a result, we are suspending our previously communicated expectations regarding Accelsius' 2026 revenue and cash flow targets and shifting our focus to execution against important milestones that govern scaled market adoption, which include forging strong relationships with industry leaders. In light of our expectations regarding Accelsius' ability to make progress against these milestones and the momentum we are seeing at AeroFlexx and Refinity, we believe Innventure is well positioned to create shareholder value over the long term."

Conference Call and Webcast

A conference call to discuss these results has been scheduled for 5:00 pm ET today, August 13, 2026.

The event will be webcasted live via our investor relations website <https://ir.innventure.com/> or via <https://innventure-2q26-earnings.open-exchange.net/>.

Innventure has posted a slide presentation to accompany the prepared remarks to its investor relations website <https://ir.innventure.com/>.

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.

Non-GAAP Financial Measures

We use certain financial measures that are not calculated in accordance with generally accepted accounting principles in the U.S. (GAAP) to supplement our consolidated financial statements. These non-GAAP financial measures provide additional information to investors to facilitate comparisons of past and present operating results, identify trends in our underlying operating performance, and offer greater transparency on how we evaluate our business activities. These measures are integral to our processes for budgeting, managing operations, making strategic decisions, and evaluating our performance.

Our primary non-GAAP financial measures are EBITDA and Adjusted EBITDA. We define EBITDA as net income before interest, income taxes, and depreciation and amortization. Adjusted EBITDA is defined as EBITDA further adjusted to exclude certain non-cash items, non-recurring expenses, and other items that are not indicative of our core operating activities. These may include stock-based compensation, acquisition costs, and other financial items. We believe Adjusted EBITDA is valuable for investors and analysts as it provides additional insight into our operational performance, excluding the impacts of certain financing, investing, and other non-operational activities. This measure helps in comparing our current operating results with prior periods and with those of other companies in our industry. It is also used internally for

allocating resources efficiently, assessing the economic outcomes of acquisitions and strategic decisions, and evaluating the performance of our management team.

There are limitations to Adjusted EBITDA, including its exclusion of cash expenditures, future requirements for capital expenditures and contractual commitments, and changes in or cash requirements for working capital needs. Adjusted EBITDA also omits significant interest expenses and related cash requirements for interest and payments. While depreciation and amortization are non-cash charges, the associated assets will often need to be replaced in the future, and Adjusted EBITDA does not reflect the cash required for such replacements. Additionally, Adjusted EBITDA does not account for income or other taxes or necessary cash tax payments.

Investors should use caution when comparing our non-GAAP measure to similar metrics used by other companies, as definitions can vary. Adjusted EBITDA should not be considered in isolation or as a substitute for GAAP financial measures. In presenting Adjusted EBITDA, we aim to provide investors with an additional tool for assessing the operational performance of our business. It serves as a useful complement to our GAAP results, offering a more comprehensive understanding of our financial health and operational efficiencies.

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.

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Innventure, Inc. and Subsidiaries
Consolidated Balance Sheets
(in thousands, except share amounts)

	June 30, 2026	December 31, 2025
Assets		
Cash and cash equivalents	\$ 41,543	\$ 60,449
Restricted cash	5,000	5,000
Accounts receivable	2,119	1,094
Due from related parties	16,351	11,840
Inventories	2,989	1,604
Prepaid expenses and other current assets	3,437	3,167
Total Current Assets	71,439	83,154
Investments	26,644	28,741
Property, plant and equipment, net	2,269	1,941
Intangible assets, net	149,729	160,537
Goodwill	323,463	323,463
Other assets	1,153	1,351
Total Assets	\$ 574,697	\$ 599,187
Liabilities and Stockholders' Equity		
Accounts payable	\$ 1,932	\$ 2,551
Accrued employee benefits	4,977	11,343
Accrued expenses	1,959	7,386
Contract liabilities	534	947
Notes payable - current	7,700	12,846
Term convertible note, current	8,026	7,890
Convertible promissory note, current	4,407	4,331
Patent installment payable - current	825	700
Obligation to issue equity	73	119
Warrant liability	28,683	27,458
Income taxes payable	18	23
Other current liabilities	633	682
Total Current Liabilities	59,767	76,276
Notes payable, net of current portion	5,909	8,327
Earnout liability	4,790	3,890
Stock-based compensation liability	213	239
Patent installment payable, net of current	11,550	12,375
Deferred income taxes	9,264	13,848
Other liabilities	389	556
Total Liabilities	91,882	115,511
Commitments and Contingencies (Note 16)		
Stockholders' Equity		
Preferred stock, \$0.0001 par value, 25,000,000 shares authorized; Series B Preferred Stock, \$0.0001 par value, 3,000,000 shares designated, 24,779 and 33,144 shares issued and outstanding as of June 30, 2026 and December 31, 2025, respectively.	—	—
Series C Preferred Stock, \$0.0001 par value, 5,000,000 shares designated, 159,270 shares issued and outstanding as of June 30, 2026 and 150,000 shares issued and outstanding as of December 31, 2025.	—	—
Common Stock, \$0.0001 par value, 250,000,000 shares authorized, 84,612,657 and 67,743,847 shares issued and outstanding as of June 30, 2026 and December 31, 2025, respectively.	8	7
Additional paid-in capital	632,237	577,070
Accumulated other comprehensive gain (loss)	(644)	(1,260)
Accumulated deficit	(418,911)	(371,603)
Total Innventure, Inc., Stockholders' Equity	212,690	204,214
Non-controlling interest	270,125	279,462
Total Stockholders' Equity	482,815	483,676
Total Liabilities and Stockholder's Equity	\$ 574,697	\$ 599,187

Innventure, Inc. and Subsidiaries
Consolidated Statements of Operations and Comprehensive Income (Loss)
(in thousands, except share and per share amounts)

	Three Months Ended June 30, 2026	Three Months Ended June 30, 2025	Six Months Ended June 30, 2026	Six Months Ended June 30, 2025
Revenue	\$ 953	\$ 476	\$ 2,396	\$ 700
Operating Expenses				
Cost of sales	5,073	2,861	10,326	3,045
General and administrative	14,499	18,569	27,249	38,245
Sales and marketing	3,089	2,208	5,986	4,304
Research and development	9,780	6,068	17,620	12,321
Goodwill impairment	—	113,344	—	346,557
Total Operating Expenses	32,441	143,050	61,181	404,472
Loss from Operations	(31,488)	(142,574)	(58,785)	(403,772)
Non-operating (Expense) and Income				
Interest expense, net	(531)	(2,647)	(1,520)	(4,185)
Net gain (loss) from investments	39	—	108	—
Change in fair value of financial liabilities	(2,188)	7,176	(2,125)	23,605
Equity method investment (loss) income	(1,491)	(1,924)	(3,007)	(8,680)
Realized gain on conversion of available for sale investment	—	—	—	1,507
Loss on extinguishment of debt	—	(3,462)	(977)	(3,462)
Loss on extinguishment of related party debt	—	—	—	(3,538)
Miscellaneous other expense	(773)	(64)	(948)	(43)
Total Non-operating Income (Expense)	(4,944) —	(921) —	(8,469)	5,204
Loss before Income Taxes	(36,432)	(143,495)	(67,254)	(398,568)
Income tax benefit	(1,518)	(2,220)	(4,557)	(3,619)
Net Loss	(34,914)	(141,275)	(62,697)	(394,949)
Less: net loss attributable to				
Non-redeemable non-controlling interest	(8,411)	(57,048)	(15,389)	(167,725)
Net Loss Attributable to Innventure, Inc. Stockholders / Innventure LLC Unitholders	(26,503) —	(84,227) —	(47,308)	(227,224)
Basic and diluted loss per share	\$ (0.32)	\$ (1.60)	\$ (0.59)	\$ (4.60)
Basic and diluted weighted average common shares	83,117,031	52,546,491	83,117,031	49,417,092

Innventure, Inc. and Subsidiaries
Consolidated Statements of Cash Flows
(in thousands)

	Three Months Ended June 30, 2026	Three Months Ended June 30, 2025
Cash Flows Used in Operating Activities		
Net loss	\$ (62,697)	\$ (394,949)
<i>Adjustments to reconcile net loss to net cash used in operating activities:</i>		
Stock-based compensation	10,309	15,247
Interest income on debt securities - related party	(180)	(195)
Change in fair value of financial liabilities	2,125	(23,605)
Non-cash interest expense on notes payable	1,119	2,560
Net gain on investments	(107)	—
Accrued unpaid interest on note payable	238	—
Equity method investment loss (income)	3,006	8,680
Realized gain on conversion of available for sale investments	—	(1,507)
Loss on extinguishment of debt	977	3,462
Loss on extinguishment of related party debt	—	3,538
Deferred income taxes	(4,585)	(3,897)
Loss on Disposal of PPE	223	—
Depreciation and amortization	11,331	11,182
Goodwill impairment	—	346,557
Other costs, net	1,100	165
<i>Changes in operating assets and liabilities:</i>		
Accounts receivable	(1,025)	(618)
Prepaid expenses and other current assets	(4,779)	(3,312)
Inventory	(1,385)	(1,442)
Accounts payable	(619)	315
Accrued employee benefits	(6,365)	1,330
Accrued expenses	(6,722)	42
Stock-based compensation liability	(26)	(686)
Income taxes payable	(5)	292
Other current liabilities	(286)	(78)
Contract liabilities	(413)	690
Patent installment payable	(700)	(525)
Net Cash Used in Operating Activities	(59,466)	(36,754)
Cash Flows (Used in) Provided by Investing Activities		
Investment in available-for-sale debt securities - equity method investee	—	(2,708)
Acquisition of property, plant and equipment	(1,074)	(932)
Net Cash (Used in) Provided by Investing Activities	(1,074)	(3,640)

Innventure, Inc. and Subsidiaries
Consolidated Statements of Cash Flows
(in thousands)

	Three Months Ended June 30, 2026	Three Months Ended June 30, 2025
Cash Flows Provided by Financing Activities		
Proceeds from issuance of equity, net of issuance costs	50,229	3,675
Proceeds from the issuance of equity to non-controlling interest, net of issuance costs	—	5,367
Proceeds from the issuance of convertible promissory note	—	3,999
Proceeds from the issuance of term convertible notes	—	2,451
Proceeds from issuance of debt securities, net of issuance costs	—	27,000
Payment of debts	(8,595)	(1,176)
Distributions to Stockholders	—	(76)
Cash Flows Provided by Financing Activities	41,634	41,240
Net Decrease in Cash, Cash Equivalents and Restricted Cash	(18,906) —	846
Cash, Cash Equivalents and Restricted Cash Beginning of period	65,449	11,119
Cash, Cash Equivalents and Restricted Cash End of period	\$ 46,543	\$ 11,965

	Three Months Ended March 31, 2026	Three Months Ended March 31, 2025
Supplemental Cash Flow Information		
Cash paid for interest	\$ 1,097	\$ 1,825
Supplemental Disclosure of Noncash Financing Information		
Conversion of working capital loans to equity method investee into investments in debt securities - related party	—	4,375
Unrealized gain on investments in debt Securities - related party through OCI	623	—
Extinguishment of debt with Series C Preferred Stock	—	14,000
Contribution of Series C Preferred Stock to equity method investee	—	5,783
Conversion of AFX available-for-sale term loan into equity method investments	—	8,757
Issuance of common stock as repayment of convertible debt	1,090	2,533
Issuance of vested RSUs	1,276	—
Issuance of stock in exchange for services	11	4,095
Equity reallocation between non-controlling interest and additional paid-in capital	—	25,268

Innventure, Inc. and Subsidiaries

Non-GAAP Financial Measures

(in thousands)

	Three Months Ended June 30, 2026	Three Months Ended June 30, 2025	Six Months Ended June 30, 2026	Six Months Ended June 30, 2025
Net loss	\$ (34,914)	\$ (141,275)	\$ (62,697)	(394,949)
Interest expense, net ⁽¹⁾	531	2,647	1,520	4,185
Depreciation and amortization expense	5,660	5,634	11,331	11,182
Income tax expense (benefit)	(1,518)	(2,220)	(4,557)	(3,619)
EBITDA	(30,241) —	(135,214)	(54,403) —	(383,201)
Change in fair value of financial liabilities ⁽²⁾	2,188	(7,176)	2,125	(23,605)
Stock-based compensation ⁽³⁾	5,477	9,406	10,309	15,247
Goodwill impairment ⁽⁴⁾	—	113,344	—	346,557
Loss on extinguishment of debt ⁽⁵⁾	—	3,462	977	3,462
Loss on extinguishment of related party debt ⁽⁶⁾	—	—	—	3,538
Adjusted EBITDA	(22,576)	(16,178)	(40,992)	(38,002)

(1) Interest Expense, net, includes interest incurred on our various borrowing facilities and the amortization of debt issuance costs.

(2) Change in fair value of financial liabilities – For the three and six months ended June 30, 2026, and 2025, the change in fair value of financial liabilities primarily consists of the change in fair value of the warrant liability, the earnout liability and the embedded derivatives in various instruments.

(3) Stock based compensation – For the three and six months ended June 30, 2026, and 2025, stock based compensation primarily consisted of awards in the 2024 Equity and Incentive Plan. These awards consisted of Stock Options, Restricted Stock Units, and Stock Appreciation Rights. Further, a portion of this expense was related to share-based payment employee incentive plans in existence at subsidiaries.

(4) Goodwill impairment - For the three and six months ended June 30, 2025, the Company recognized goodwill impairment due to sustained decreases in the Company's publicly quoted share price and market capitalization, which were, at least in part, sensitive to the general downward volatility experienced in the stock market in the comparable period in the prior year. There was no goodwill impairment for the three and six months ended June 30, 2026.

(5) Loss on extinguishment of debt - For the six months ended June 30, 2026, the Company repaid the Convertible Debentures, which resulted in an aggregate of \$1.0 million loss on extinguishment of debt. There was no loss on extinguishment of debt for the three months ended June 30, 2026. For the three and six months ended June 30, 2025, the Company recognized a loss on extinguishment of debt of \$3.5 million in connection with the modification of the WTI Facility.

(6) Loss on extinguishment of related party debt - For the six months ended June 30, 2025, the Company extinguished certain related party debts by issuing Series C Preferred Stock. There was no loss on extinguishment of related party debt for the three months ended June 30, 2026.