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 28, 2026
Date of Report (date of earliest event reported)

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

Delaware	001-42303	93-4440048
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(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:

Title of each class	Trading Symbol	Name of each exchange on which registered
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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Departure of Gregory W. Haskell as Chief Executive Officer and Director

Effective as of September 1, 2026 (the "Effective Date"), Gregory W. Haskell, the Chief Executive Officer of Innventure, Inc. (the "Company") and a Class I director on the Company's Board of Directors (the "Board"), will retire from his position as Chief Executive Officer and as a Class I director. The Company had previously announced on its Current Report on Form 8-K filed on June 30, 2026 (the "June 8-K") that Mr. Haskell's retirement would be effective as of October 1, 2026. Mr. Haskell's retirement is not the result of any disagreement with the Company on any matter relating to the Company's operations, policies, or practices.

As previously announced by the Company in the June 8-K, the Company and Mr. Haskell entered into a consulting agreement on June 26, 2026 (the "Consulting Agreement") pursuant to which Mr. Haskell will serve as an advisor to the Company beginning on October 1, 2026. On August 31, 2026, the Consulting Agreement was amended to change the date on which the consulting arrangement begins from October 1, 2026 to September 1, 2026. No other modifications were made to the Consulting Agreement.

Appointment of William Grieco as Chief Executive Officer and Director

In connection with Mr. Haskell's planned retirement, on August 30, 2026, the Board appointed Dr. William Grieco to serve as Chief Executive Officer of the Company, effective as of the Effective Date. Dr. Grieco was also appointed as a Class I director on the Board, effective as of the Effective Date. The Company had previously announced on the June 8-K that Dr. Grieco's assumption of these positions would be effective as of October 1, 2026.

As previously announced by the Company in the June 8-K, Dr. Grieco and Innventure LLC, the Company's wholly owned subsidiary, entered into an employment letter on June 26, 2026 (the "Employment Letter") pursuant to which Dr. Grieco's employment with Innventure LLC would begin on October 1, 2026. On August 31, 2026, the Employment Letter was amended to change the date on which Dr. Grieco's employment with Innventure LLC begins from October 1, 2026 to September 1, 2026. No other modifications were made to the Employment Letter.

Replacement of David Yablunosky as Chief Financial Officer

On August 31, 2026, the Company announced that David Yablunosky will be replaced in his role as the Company's Chief Financial Officer, Principal Financial Officer and Principal Accounting Officer. Mr. Yablunosky is expected to continue to serve as the Company's Chief Financial Officer, Principal Financial Officer and Principal Accounting Officer until his successor has been identified and appointed. The Company has not yet identified a successor.

Appointment of Bruce Brown as Independent Chairman of the Board

Effective August 28, 2026, Mr. Michael Otworth, the Company's Executive Chairman, resigned from his position as Executive Chairman of the Board, while retaining his position as an employee and member of the Board. Following Mr. Otworth's resignation, Bruce Brown, the Board's Lead Independent Director, was appointed independent Chairman of the Board, effective August 28, 2026. Following Mr. Brown's appointment as independent Chairman of the Board, the Board determined that the Lead Independent Director position was no longer necessary, effective August 28, 2026.

Resignation of Suzanne Niemeyer as Director

On August 30, 2026, Suzanne Niemeyer, a member of the Board, resigned from the Board effective August 31, 2026. Ms. Niemeyer's resignation is not the result of any disagreement with the Company on any matter relating to the Company's operations, policies, or practices.

Reduction in Board Size

As a result of Ms. Niemeyer's resignation from the Board, on August 30, 2026, the Board approved a reduction in the size of the Board from nine directors to eight directors, with such reduction to become effective immediately following the effectiveness of Ms. Niemeyer's resignation on August 31, 2026. Following such reduction in the board size, Class III of the Board will consist of two directors, and each of Class I and Class II of the Board will consist of three directors. The Board remains focused on increasing the number and percentage of independent directors serving on the Board.

Departure of John Scott as Chief Strategy Officer

Effective August 31, 2026, Dr. John Scott, the Company's Chief Strategy Officer, is no longer with the Company.

Item 7.01 Regulation FD Disclosure.

On August 31, 2026, the Company issued a press release announcing certain Board changes and management transitions as described therein.

The information in this Item 7.01 on Form 8-K, including Exhibit 99.1, is being furnished and shall not be deemed to be "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 to be incorporated by reference in any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise stated in such filing.

Item 8.01 Other Events.

Letter to the Company's Shareholders

On August 19, 2026, the Company's Board issued a letter (the "Letter") to the Company's shareholders announcing certain corporate actions. The Letter was furnished on a Current Report on Form 8-K on August 19, 2026. A copy of the Letter is filed as Exhibit 99.2 to this Current Report on Form 8-K.

Legal Proceedings

On August 28, 2026, a putative securities class action complaint captioned *Labed v. Innventure, Inc., et al.*, Case No. 1:26-cv-07377, was filed in the United States District Court for the Southern District of New York against the Company and certain of its executive officers (collectively, the "Defendants"). The complaint was brought by plaintiff Raled Labed, individually and on behalf of a putative class of all persons and entities that purchased or otherwise acquired securities of the Company between November 17, 2025 and August 13, 2026, inclusive (the "Class Period").

The complaint asserts claims under Sections 10(b) and 20(a) of the Exchange Act and Rule 10b-5 promulgated thereunder. The complaint alleges that, during the Class Period, the Defendants made materially false and misleading statements and omissions regarding the Company's business, operations and prospects. The complaint alleges that these purported misstatements and omissions artificially inflated the price of the Company's securities during the Class Period.

The complaint seeks compensatory damages in an unspecified amount, together with interest, reasonable costs and expenses, including attorneys' fees and expert fees. The Company intends to defend the action vigorously. The action is in its preliminary stages, and the Company is unable to predict the outcome of this matter or estimate a range of reasonably possible losses, if any.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	**Description of Exhibit**
99.1	Press Release of Innventure, Inc., dated August 31, 2026
99.2	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 31, 2026	By:	/s/ Suzanne Niemeyer
	Name:	Suzanne Niemeyer
	Title:	General Counsel

Innventure Announces Board Leadership Changes to Further Enhance Board Independence and Acceleration of CEO Transition

Bruce Brown Appointed as Chairman of the Innventure Board

Catriona Fallon Publicly Named as Audit Committee Chair

Dr. William Grieco Assumes CEO and Director Roles Effective September 1, 2026

Announces Ongoing Search for New Chief Financial Officer

ORLANDO, Fla., Aug. 31, 2026 (GLOBE NEWSWIRE) -- Innventure, Inc. (NASDAQ: INV) ("Innventure" or the "Company"), an industrial growth conglomerate, today announces the appointment of Lead Independent Director Bruce Brown as independent Chairman of the Board, succeeding Michael Otworth, and the prior appointment of Independent Director Catriona Fallon as Audit Committee Chair. Innventure also announces the assumption by Dr. William Grieco of the Chief Executive Officer and director positions currently held by Bill Haskell, effective September 1, 2026, and the recent commencement of a search for a new Chief Financial Officer. These governance and management changes are part of the Board's continuing actions to strengthen independent oversight and accountability as Innventure reduces parent-level spending, evaluates funding alternatives, assesses strategic alternatives related to the AeroFlexx business, and sharpens its capital allocation.

Mr. Brown has served as Innventure's Lead Independent Director since November 2025 and was unanimously elected as Board Chairman on August 27, 2026, based on his decades of corporate leadership experience in innovation and technology commercialization, as well as his public company Board experience. He currently serves on the board of Magnera Corporation (NYSE: MAGN) and previously served on the boards of Nokia Corporation (NYSE: NOK) and Medpace Holdings (Nasdaq: MEDP). As Chairman, Mr. Brown will lead the Board's oversight of the strategic actions announced in the company's August 19 Board letter, including reductions in parent-level spending, Refinity's funding transition, the pursuit of strategic alternatives for AeroFlexx and the evaluation of parent-company funding alternatives.

The Company's directors remain focused on refreshing the Board and increasing the percentage of independent directors. Led by the Nominating and Corporate Governance Committee, the Board is pursuing ongoing recruitment efforts that began in early 2026 to identify additional independent directors. In support of plans to bolster Board independence, Suzanne Niemeyer, a member of management who has served on the Company's Board since October 2024, announced her resignation from the Board effective August 31, 2026. In connection with her resignation, the Board reduced the size of the Board to eight directors.

"Innventure remains committed to strong corporate governance practices and values the oversight and diverse perspectives provided by its independent directors, with many Board decisions made solely by independent directors," said Michael Amalfitano, Chair of the Board's Nominating and Corporate Governance Committee. Innventure's current independent directors consist of Michael Amalfitano, Bruce Brown, James O. Donnally, Catriona Fallon and Elizabeth Williams. Each of these individuals serves on one or more of the Board's standing committees, all of which are comprised entirely of independent directors.

Ms. Fallon, who joined the Board in June and is a member of the Company's Compensation Committee, was appointed Chair of the Audit Committee on August 11, 2026. She brings significant public company financial leadership and governance experience to the position. She previously served as Chief Financial and Administrative Officer of Hitachi Vantara, Chief Financial Officer of Silver Spring Networks and Chief Financial Officer of Marin Software. She also has extensive experience serving on and chairing public company audit committees, including Arlo Technologies Inc (NYSE: ARLO) and Palomar Holdings Inc. (Nasdaq: PLMR), and advising complex public companies on financial reporting, controls and governance matters.

"The Board is keenly aware of concerns recently raised by shareholders and understands that trust must and will be earned through disciplined execution and ongoing reporting on the commitments we have made," said Bruce Brown, Chairman of the Board. "The Company's immediate priorities include a reduction in parent-level cash requirements, identification of viable funding alternatives aimed at providing the Company with time to advance strategic initiatives while minimizing associated dilution, an assessment of strategic alternatives related to the AeroFlexx business and prudent allocation of capital to the opportunities we believe have the clearest path to value creation. The Board will closely oversee this work and ensure accountability with a clear focus on preserving and increasing shareholder value," added Mr. Brown.

Dr. Grieco's previously announced succession of Mr. Haskell as Innventure's Chief Executive Officer, which was originally planned to occur on October 1, 2026, has been accelerated to occur on September 1, 2026. Dr. Grieco will also fill a vacancy created by Mr. Haskell on the Innventure Board effective September 1, 2026.

"Bill Grieco brings extensive operating experience and deep technical expertise to the Innventure management team. With his strong focus on operating discipline and execution, he is well equipped to guide Innventure through its next chapter as it seeks to grow and unlock the value of its operating companies," said Bruce Brown, Chairman of the Board.

In connection with further anticipated changes to its organizational structure, Innventure also announces that it has launched a search for a new Chief Financial Officer. This search remains ongoing; the Company will announce a replacement for its existing Chief Financial Officer at the appropriate time.

About Innventure

Innventure, Inc. (NASDAQ: INV) is an industrial growth conglomerate that commercializes breakthrough technology solutions through its operating companies. 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; risks related to recent shareholder litigation; changes in economic conditions; competitive pressures; regulatory developments; and 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 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. Refinity is also implementing cost-cutting measures, which include a delay in hiring a replacement Chief Executive Officer.
- **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 future 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, supported by independent third-party testing of its technology, 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

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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.

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