

REDWIRE CORPORATION

13,920,979 Shares of Common Stock
Up to 67,262,510 Shares of Common Stock by the Selling Shareholders
5,732,168 Warrants by the Selling Shareholders

This prospectus supplement updates and supplements the prospectus dated October 4, 2021 (as further supplemented, the “Prospectus”), which forms a part of our Registration Statement on Form S-1 (Registration No. 333-259755). This prospectus supplement is being filed to update and supplement the information in the Prospectus with the information contained in our Current Report on Form 8-K filed with the Securities and Exchange Commission on February 10, 2022.

The Prospectus relates to (a) the issuance by us of up to 13,920,979 shares of our common stock, par value \$0.0001 per share (“Common Stock”), upon the exercise of warrants, each exercisable for one share of Common Stock at a price of \$11.50 per share (“Warrants”) and (b) the resale from time to time of (i) up to 67,262,510 shares of Common Stock, consisting of 53,361,531 shares of Common Stock and 13,920,979 shares of Common Stock issuable upon the exercise of Warrants and (ii) 5,732,168 Warrants by the selling security holders named in the Prospectus.

This prospectus supplement should be read in conjunction with the Prospectus. This prospectus supplement updates and supplements the information in the Prospectus. If there is any inconsistency between the information in the Prospectus and this prospectus supplement, you should rely on the information in this prospectus supplement.

Investing in our Common Stock and Warrants involves risks that are described in the “Risk Factors” section beginning on page 12 of the Prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities 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 February 10, 2022.

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

February 10, 2022
Date of Report (date of earliest event reported)

Redwire Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-39733
(Commission File Number)

98-1550429
(I.R.S. Employer Identification Number)

8226 Philips Highway, Suite 101
Jacksonville, Florida 32256
(Address of principal executive offices and zip code)

(650) 701-7722
(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(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.0001 per share	RDW	New York Stock Exchange
Warrants, each to purchase one share of Common Stock	RDW WS	New York Stock Exchange

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

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 February 10, 2022, Redwire Corporation (the "Registrant") utilized an investor presentation (the "Investor Presentation") at the Cowen 43rd Annual Aerospace/Defense & Industrials Conference, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference, which included certain preliminary financial results for fiscal 2021.

Item 7.01 Regulation FD Disclosure.

The Registrant is furnishing the Investor Presentation as Exhibit 99.1 to this Form 8-K, which is to be used by the Registrant in meetings with investors on February 10, 2022.

The information in this Item 7.01 disclosure, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibit index lists the exhibit that is furnished with this Current Report on Form 8-K:

Exhibit Number	Description
<u>99.1</u>	<u>Investor Presentation dated February 10, 2022</u>
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded in the Inline XBRL document)

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.

Date: February 10, 2022

REDWIRE CORPORATION

/s/ William Read

Name: William Read

Title: Chief Financial Officer



Disclaimer

Disclaimers and Other Important Information

No representations or warranties, express or implied are given in, or in respect of, this presentation (this "Presentation"). To the fullest extent permitted by law, in no circumstances will Redwire Corporation ("Redwire") or any representatives, partners, directors, officers, employees, advisors or agents be responsible or liable for any direct, indirect or consequential loss or loss of profit arising from the use of this Presentation, its contents, its omissions, reliance on the information contained within it, or on opinions communicated in relation thereto or otherwise arising in connection therewith. Industry and market data used in this Presentation have been obtained from third-party industry publications and sources as well as from research reports prepared for other purposes. Redwire has not independently verified the data obtained from these sources and cannot assure you of the data's accuracy or completeness. This data is subject to change. Recipients of this Presentation are not to construe its contents, or any prior or subsequent communications from or with Redwire or its representatives as investment, legal or tax advice. In addition, this Presentation does not purport to be all-inclusive or to contain all of the information that may be required to make a full analysis of Redwire. Recipients of this Presentation should seek their own evaluation of Redwire and of the relevance and adequacy of the information and should make such other investigations as they deem necessary. Statements other than historical facts, including but not limited to those concerning market conditions or trends, consumer or customer preferences or other similar concepts with respect to Redwire, are based on current expectations, estimates, projections, targets, opinions and/or beliefs of Redwire or, when applicable, of one or more third-party sources. Such statements involve known and unknown risks, uncertainties and other factors, and undue reliance should not be placed thereon. In addition, no representation or warranty is made with respect to the reasonableness of any estimates, forecasts, illustrations, prospects or returns, which should be regarded as illustrative only, or that any profits will be realized. The metrics regarding select aspects of Redwire's operations were selected by Redwire or its subsidiaries on a subjective basis. Such metrics are provided solely for illustrative purposes to demonstrate elements of Redwire's businesses, are incomplete, and are not necessarily indicative of Redwire's or its subsidiaries' performance or overall operations. There can be no assurance that historical trends will continue.

The preliminary revenue and backlog information included in this presentation is preliminary, unaudited and subject to completion, reflect management's current views, and may change as a result of management's review of results and other information, which may not be currently available. Such preliminary results are subject to the finalization of year-end financial and accounting procedures (which have yet to be performed) and should not be viewed as a substitute for audited results prepared in accordance with U.S. generally accepted accounting principles. The actual results may be materially different from the preliminary results. See the factors discussed under the caption "Risk Factors" in the Company's final prospectus, dated October 4, 2021 and filed with the Securities and Exchange Commission on the same date. We use certain financial measures, including uncontracted and total backlog, to evaluate our operating performance, generate future operating plans, and make strategic decisions, including those relating to operating expenses and the allocation of internal resources which are not calculated in accordance with Generally Accepted Accounting Principles ("GAAP") and are considered to be Non-GAAP financial performance measures. These Non-GAAP financial performance measures are used to supplement the financial information presented on a GAAP basis and should not be considered in isolation or as a substitute for the relevant GAAP measures and should be read in conjunction with information presented on a GAAP basis. Because not all companies use identical calculations, our presentation of Non-GAAP measures may not be comparable to other similarly titled measures of other companies.

Forward Looking Statements

This document includes "forward looking statements" within the meaning of the "safe harbor" provisions of the United States Private Securities Litigation Reform Act of 1995. Forward looking statements may be identified by the use of words such as "forecast," "intend," "seek," "target," "anticipate," "believe," "expect," "estimate," "plan," "outlook," and "project" and other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. Such forward looking statements include certain financial information. Such forward looking statements with respect to, among other things, prospects and other aspects of the business of Redwire are based on current expectations that are subject to risks and uncertainties. A number of factors could cause actual results or outcomes to differ materially from those indicated by such forward looking statements. These factors include, but are not limited to the risks and uncertainties indicated from time to time in documents filed or to be filed with the SEC by Redwire. You are cautioned not to place undue reliance upon any forward-looking statements, which speak only as of the date made. Redwire undertakes no commitment to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by law.

Trademarks

This Presentation contains trademarks, service marks, tradenames and copyrights of Redwire and other companies, which are the property of their respective owners. The use herein does not imply an affiliation with, or endorsement by, the owners of these service marks, trademarks and tradenames. Third party logos herein may represent past customers, present customers or may be provided simply for illustrative purposes only. Inclusion of such logos does not necessarily imply affiliation with or endorsement by such firms or businesses. There is no guarantee that Redwire will work, or continue to work, with any of the firms or businesses whose logos are included herein in the future.

THE FIRST GOLDEN AGE

The dawn of humanity's quest to venture beyond low-Earth orbit



Freedom 7
(1961)



Apollo Program
(1961–1975)



Telstar
(1962–1963)



Intelsat 1
(1965–1969)

The birth of the first commercial satellite program occurred in parallel with the Apollo space exploration era

1975

1961

THE SECOND GOLDEN AGE

Expanding humanity's economic sphere and influence

- Historic investment from private sector & public markets
- Reducing cost for access to space (*competitive launch market*)
- Delivering more capability/kg.
- Establishing a burgeoning economy in low-Earth (LEO) orbit (*leveraging the international Space Station as innovation ecosystem*)
- Protecting space for Earth (*sustainability, global security, etc.*)



Reusable Rockets



Commercial LEO Destinations



In-Space Manufacturing

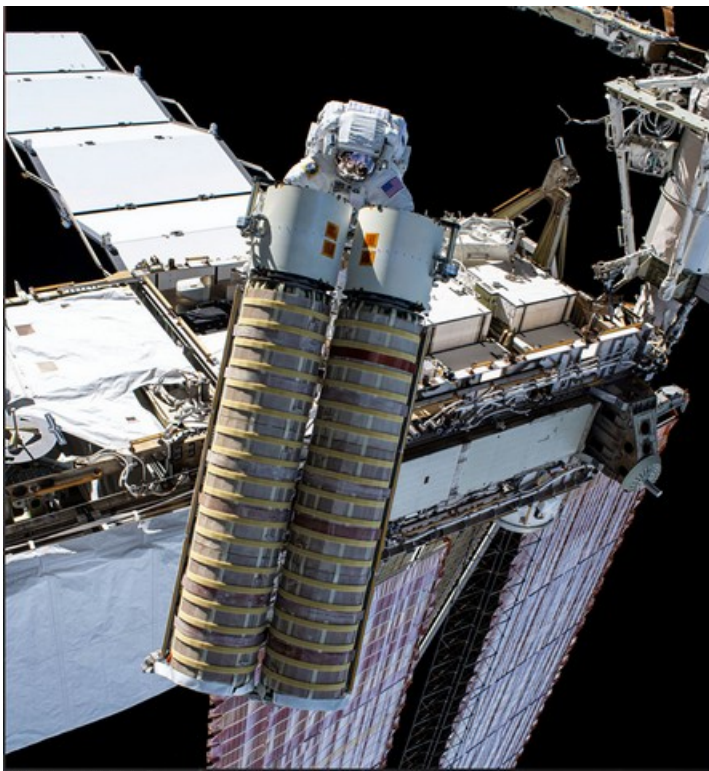


Smallsat Revolution



Security in Space





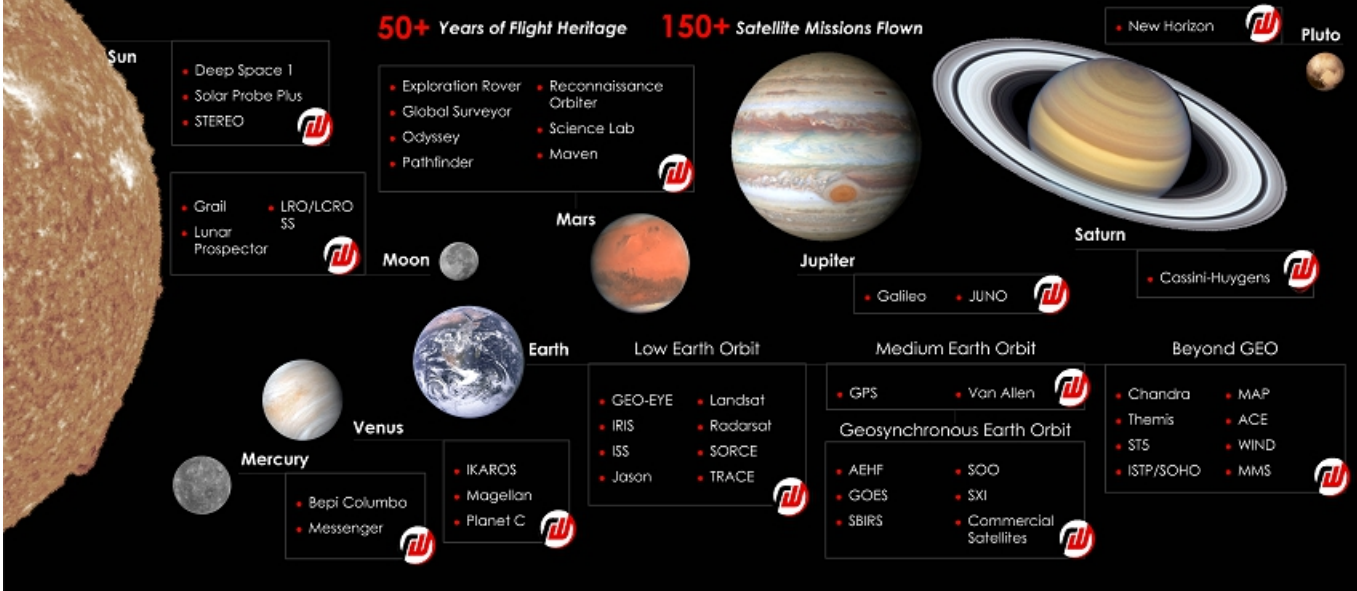
REDWIRE MISSION

Accelerating humanity's expansion into space by delivering reliable, economical and sustainable infrastructure for future generations

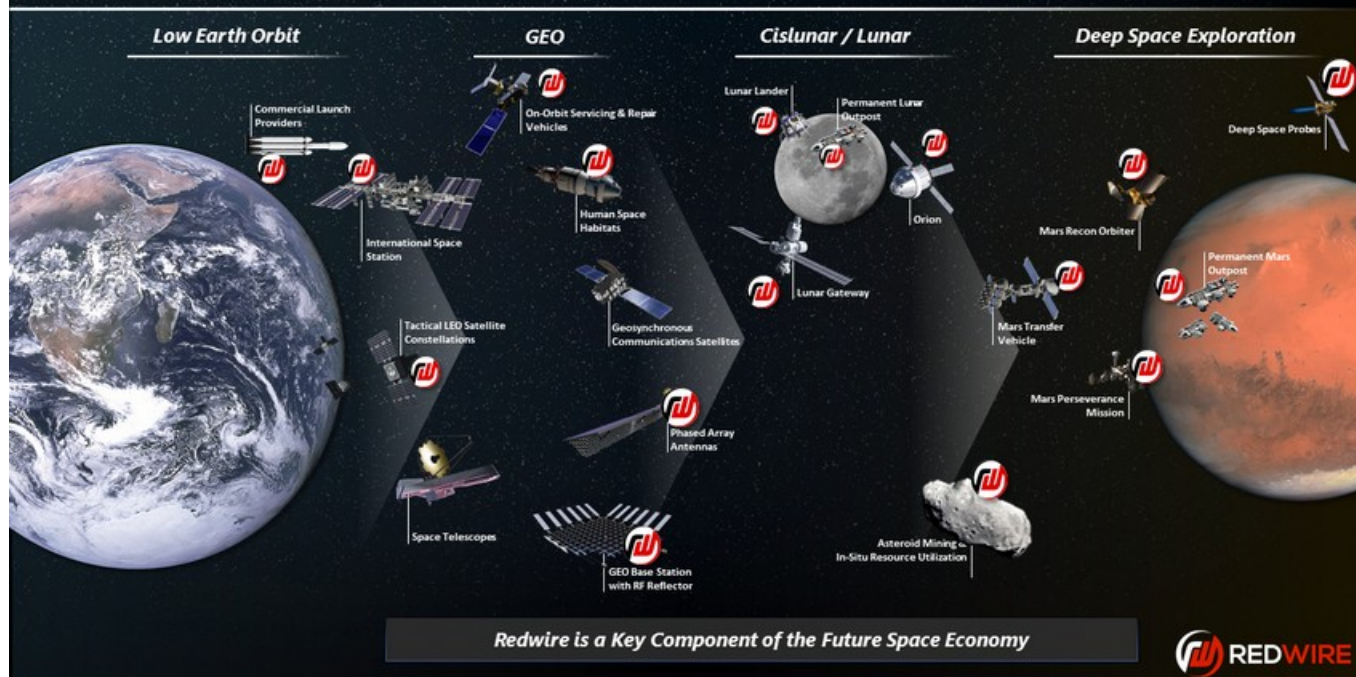
We are providing the foundational building blocks for the future of space infrastructure

Redwire's Industry-Leading Flight Heritage Differentiates It from New Space Peers

50+ Years of Flight Heritage **150+ Satellite Missions Flown**



RDW is building the foundation of space infrastructure today



A massive reduction in Launch Cost is driving an unprecedented demand for Space Infrastructure

Launch Costs Are Down over 95% in the Past Decade...

... Enabling an Exponential Increase of Satellites Launched



~6,000
Satellites were in Orbit as of April of 2020

50,000+
Additional Satellites are Planned to be Launched by 2030



Source: International Conference on Environmental Systems and World Economic Forum.

REDWIRE

Redwire Market Opportunity

Mission Critical Partner to a Large and Growing Space Infrastructure Market

✓ Addressed by Redwire

\$420+ Billion

Global Space Economy ⁽¹⁾

Commercial Space
Products & Services

\$218

Billion

✓ **Communications & EO**
Select Redwire Solutions:
Advanced Communication Antennas

✓ **Human Spaceflight**
Select Redwire Solutions:
Human-Rated Camera Systems

Commercial Infrastructure
& Support Industries

\$119

Billion

✓ **Launch Services**
Select Redwire Solutions:
Payload Adapters

✓ **Satellite Manufacturing
& Services**
Select Redwire Solutions:
Guidance, Navigation & Control Systems

U.S. Government
Space Spend

\$47

Billion

✓ **National Security (DoD / IC)**
Select Redwire Solutions:
Space Interferometers, Hybrid Architectures
and Mesh Networks

✓ **Civil (NASA)**
Select Redwire Solutions:
Advanced Deployables / Solar Arrays

Non-U.S. Government
Space Spend

\$40

Billion

✓ **Allied Governments**
Select Redwire Solutions:
Sun Sensors and CubeSat Tech Development

✓ **International Space Agencies**
Select Redwire Solutions:
Space-Capable Robotic Arms

Significant Reductions in Launch Costs are Expected to Enable the Global Space Economy to Grow to an Estimated \$2+ Trillion by 2040

Source: The Space Report and Wall Street Equity Research estimate for the 2019 Global Space Economy.



RDW Provides the Building Blocks for the Future of Space

- Power Generation
- Structures and Satellite Design
- Sensors and Components
- Human Spaceflight Mission Design and Support
- 3D Printing, Biotechnology, and Manufacturing Payloads
- Digital Engineering



These are the foundational technologies for the future of space infrastructure



Foundational Technology for Mission Critical Capability



OSAM

Built-in-space with additive manufacturing for cost efficiency



iROSA

Modular system, improving space station's power capacity by 20-30%



Navigation & Avionics

High-res capability enabled for docking, navigation, inspection, and in-space monitoring



3D Printing

To enable long-term habitation of planetary bodies without the need for consistent resupply missions

ESTABLISHING A ROBUST LEO ECONOMY

Advanced Manufacturing in Microgravity

- ZBLAN Optical Fiber
- Optical Crystals
- High Performance Ceramics
- High Performance Metals



Improving Human Health Through Biotechnology

- Bioprinting human tissue
- Space farming



Commercial LEO Destinations

- Commercial space stations
- Orbital factories in low-Earth orbit
- Increased U.S. access to LEO



Techshot advances Redwire's unique positioning as the leader in on-orbit manufacturing

Marquee and Trusted Enabler of Space Research and Commercialization for more than 30 years



Biological and physical science research in space

- Supporting pharmacological research in space
- Researching and developing techniques for manufacturing human tissues and organs

Space Commercialization

- 3D BioFabrication Facility (BFF) for biological tissue culture
- In-space manufacturing of replacement parts for spacecraft

Enabling deep space exploration

- Supporting design and development of next-generation spacesuits
- Supporting internal outfitting of NASA Lunar Gateway for future Artemis missions

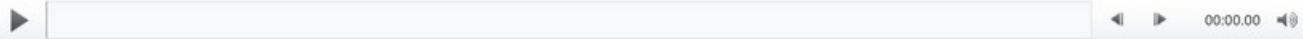
Techshot fits well within Redwire's existing portfolio, and brings further expertise to in-space manufacturing, protein crystallization, and bioprinting, which is needed for LEO commercialization



PROTECTING SPACE FOR EARTH

- Enabling more science and discovery
- Climate change mitigation
- Space sustainability and debris mitigation
- National Security
 - Hypersonics and missile defense
 - Intelligence, surveillance and reconnaissance





Robust Backlog and Pipeline Drives Near-Term Revenue Growth

- Near-term revenue is supported by **current backlog and programs where Redwire is in active negotiations with customers**

Select Near-Term Customers

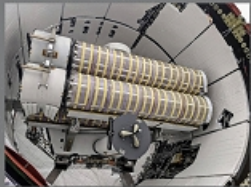


Recent Milestones



iROSA

iROSA mission is an innovative, ultra-lightweight, modular solar array system that will improve ISS power capacity by 20-30%



Orbital Reef

Orbital Reef will be the premier mixed-use space station in low Earth orbit for commerce, research, and tourism by the end of this decade.



NASA Solar Cruiser



Developing 40 m x 40 m Deployed Solar Sail for NASA Science Mission



Redwire: Pure Play Space Investment with Scale

Preliminary Full Year 2021 Revenue and Backlog¹

As of December 31, 2021, Redwire expects to generate

- Between \$135 million and \$140 million in total GAAP revenue
- Between \$146-\$151 million in total pro forma revenue

Preliminary results represent

- Approximately 160% GAAP revenue growth and
- Approximately 30% pro forma revenue growth for the year

As of December 31, 2021, our Backlog is expected to be:

- Contracted backlog between \$133 million and \$138 million
- Uncontracted backlog between \$136 million and \$138 million

Total backlog is expected to be between \$269 million and \$276 million

Heritage + Innovation



\$2T+

Projected Global
Space
Economy in 2040⁽²⁾



50+

Years of flight
heritage



160+

Satellite missions
flown



200+

Parts 3D-printed
on the ISS

(1) Redwire expects to generate between \$135 million and \$140 million in total GAAP revenue and between \$146 million and \$151 million in total pro forma revenue for the year ended December 31, 2021, giving effect to the acquisitions completed in 2021 as provided for under Article 11 of Regulation S-X. In comparison to the Company's previously provided guidance for 2021, the updated range reflects effects on the business and operating environment due to the Delta and Omicron variants and U.S. Government budget uncertainty. The results represent approximately 160% GAAP revenue growth and approximately 30% pro forma revenue growth for the year. As of December 31, 2021 our contracted backlog is expected to be between \$133 million and \$138 million and our uncontracted backlog is expected to be between \$136 million and \$138 million for a total backlog of between \$269 million and \$276 million. Uncontracted backlog represents the anticipated contract value, or portion thereof, of goods and services to be delivered under existing contracts which have not been appropriated or otherwise authorized and of contract extensions under negotiation that are priced, fully scoped, verbally awarded, and expected to be executed shortly.

(2) Source: Wall Street equity research.

