

**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 20, 2025
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)	88-1818410 (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 obligations 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, \$0.0001 par value 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 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 8.01 - Other Events

On February 20, 2025, Redwire Corporation (the “Company”) issued a press release announcing the redemption of all of its outstanding public warrants to purchase shares of the Company’s common stock that were issued under the Warrant Agreement, dated November 23, 2020, by and between the Company (f/k/a Genesis Park Acquisition Corp.) and Continental Stock Transfer & Trust Company, as warrant agent. A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

A copy of the Notice of Redemption delivered by the Company is filed as Exhibit 99.2 attached hereto and is incorporated herein by reference. None of this Current Report on Form 8-K, the press release attached hereto as Exhibit 99.1 or the Notice of Redemption attached hereto as Exhibit 99.2 constitutes an offer to sell or the solicitation of an offer to buy any of the Company’s securities, and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful.

The information set forth in Item 8.01 of this Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific references in such a filing.

Item 9.01 - Financial Statements and Exhibits

(d) The following exhibits are being filed herewith:

Exhibit No.	Description
99.1	Press Release, dated February 20, 2025.
99.2	Notice of Redemption, dated February 20, 2025.
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.

Dated: February 20, 2025

Redwire Corporation

By: /s/ Jonathan Baliff

Name: Jonathan Baliff

Title: Chief Financial Officer and Director

Redwire Announces Redemption of Outstanding Public Warrants

JACKSONVILLE, Fla. (February 20, 2025) – Redwire Corporation (NYSE: RDW) (the “Company”), a leader in space infrastructure for the next generation space economy, today announced it will redeem all of its outstanding publicly traded warrants (the “Warrants”) to purchase shares of the Company’s common stock, \$0.0001 par value per share (“Common Stock”), that were issued under the Warrant Agreement, dated November 23, 2020, by and between the Company (f/k/a Genesis Park Acquisition Corp.) and Continental Stock Transfer & Trust Company, as warrant agent, and that remain unexercised at 5:00 p.m., New York City time, on March 24, 2025 (the “Redemption Date”) for a redemption price of \$0.01 per Warrant (the “Redemption Price”).

Under the terms of the Warrant Agreement, the Company has the right to redeem all of the outstanding Warrants if the last closing price of the Common Stock equals or exceeds \$18.00 per share for any twenty (20) trading days within any thirty (30) day-trading period ending on the third trading day prior to the date of the notice of redemption. The last closing price of the Common Stock has been at least \$18.00 per share for each of 20 trading days within the 30 day-trading period ending on February 14, 2025. The Company has directed its warrant agent to deliver a notice of redemption to each registered holder of the outstanding Warrants.

Exercise Procedures and Deadline for Warrant Exercise

The Warrants may be exercised by the holders thereof until immediately prior to 5:00 p.m. New York City time on the Redemption Date to purchase shares of Common Stock underlying such warrants, at the exercise price of \$11.50 per share. Any Warrants that remain unexercised at 5:00 p.m. New York City time on the Redemption Date will be void and no longer exercisable, and the holders of those Warrants will be entitled to receive only the Redemption Price.

A prospectus, dated June 8, 2023, covering the 8,188,811 shares of Common Stock issuable upon the exercise of the publicly traded Warrants is included in a registration statement (Registration No. 333-259755) on file with the Securities and Exchange Commission (the “SEC”) and declared effective by the SEC on June 12, 2023.

As of the date of this release, the Company has received proceeds of \$57.0 million from 4,952,706 warrants that have been exercised and converted into shares of the Company’s common stock at the exercise price of \$11.50 per share.

Questions concerning redemption and exercise of the Warrants can be directed to Continental Stock Transfer & Trust Company, 1 State Street, 30th Floor, New York, New York 10004, Attention: Compliance Department, telephone number (212) 509-4000.

Termination of Warrant Rights

The Warrants are listed on the New York Stock Exchange (“NYSE”) under the ticker symbol “RDW.WS”. The Warrants will cease trading at the close of market on the NYSE on March 21, 2025. At 5:00 p.m. New York City Time on the Redemption Date and thereafter, any Warrants that remain unexercised immediately at 5:00 p.m. New York City Time on the Redemption Date will be void and no longer exercisable and their holders will have no rights with respect to those Warrants, except to receive the Redemption Price or as otherwise described in the notice of redemption for holders who hold their Warrants in “street name.”

No Offer or Solicitation

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Redwire

Redwire Corporation (NYSE:RDW) is a global space infrastructure and innovation company enabling civil, commercial, and national security programs. Redwire's proven and reliable capabilities include avionics, sensors, power solutions, critical structures, mechanisms, radio frequency systems, platforms, missions, and microgravity payloads. Redwire combines decades of flight heritage and proven experience with an agile and innovative culture. Redwire's approximately 750 employees working from 17 facilities located throughout the United States and Europe are committed to building a bold future in space for humanity, pushing the envelope of discovery and science while creating a better world on Earth. For more information, please visit redwirespace.com.

Cautionary Statement Regarding Forward-Looking Statements

Readers are cautioned that the statements contained in this press release regarding expectations of our performance or other matters that may affect our business, results of operations, or financial condition are "forward-looking statements" as defined by the "safe harbor" provisions in the Private Securities Litigation Reform Act of 1995. Such statements are made in reliance on the safe harbor provisions of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of historical fact, included or incorporated in this press release, including statements regarding our strategy, financial position, guidance, funding for continued operations, cash reserves, liquidity, projected costs, plans, projects, awards and contracts, and objectives of management, among others, are forward-looking statements. Words such as "expect," "anticipate," "should," "believe," "hope," "target," "continued," "project," "plan," "goals," "opportunity," "appeal," "estimate," "potential," "predict," "demonstrates," "may," "will," "might," "could," "intend," "shall," "possible," "forecast," "trends," "contemplate," "would," "approximately," "likely," "outlook," "schedule," "on track," "poised," "pipeline," and variations of these terms or the negative of these terms and similar expressions are intended to identify these forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. These forward-looking statements are not guarantees of future performance, conditions or results. Forward-looking statements are subject to a number of risks and uncertainties, many of which involve factors or circumstances that are beyond our control.

These factors and circumstances include, but are not limited to: (1) risks associated with economic uncertainty, including high inflation, supply chain challenges, labor shortages, high interest rates, foreign currency exchange volatility, concerns of economic slowdown or recession and reduced spending or suspension of investment in new or enhanced projects; (2) the failure of financial institutions or transactional counterparties; (3) the Company's limited operating history and history of losses to date; (4) the inability to successfully integrate recently completed and future acquisitions; (5) the development and continued refinement of many of the Company's proprietary technologies, products and service offerings; (6) competition with new or existing companies; (7) the possibility that the Company's forecasts, expectations and assumptions relating to future results may prove incorrect; (8) adverse publicity stemming from any incident or perceived risk involving Redwire or our competitors; (9) unsatisfactory performance of our products resulting from challenges in the space environment, extreme space weather events, or otherwise; (10) the emerging nature of the market for in-space infrastructure services; (11) inability to realize benefits from new offerings or the application of our technologies; (12) the inability to convert orders in backlog into revenue; (13) our dependence on U.S. government contracts, which are only partially funded and subject to immediate termination; (14) we are subject to stringent U.S. economic sanctions, and trade control laws and regulations; (15) the need for substantial additional funding to finance our operations, which may not be available when we need it, on acceptable terms or at all; (16) the issuance and sale of shares of our Series A Convertible Preferred Stock has reduced the relative voting power of holders of our common stock and diluted the ownership of holders of our capital stock; (17) AE Industrial Partners and Bain Capital have significant influence over us, which could limit your ability to influence the outcome of key transactions; (18) provisions in our Certificate of Designation with respect to our Series A Convertible Preferred Stock may delay or prevent our acquisition by a third party, which could also reduce the market price of our capital stock; (19) our Series A Convertible Preferred Stock has rights, preferences and privileges that are not held by, and are preferential to, the rights of holders of our other outstanding capital stock; (20) there may be sales of a substantial amount of our common stock by our current stockholders, and these sales could cause the price of our common stock and warrants to fall; (21) the impact of the issuance of the Series A Convertible Preferred Stock on the price and market for our common stock; (22) the trading price of our common stock and warrants is and may continue to be volatile; (23) risks related to short sellers of our common stock; (24) any inability to report our financial condition or results of operations accurately or timely as a result of identified material weaknesses in internal control over

financial reporting; and (25) other risks and uncertainties described in our most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q and those indicated from time to time in other documents filed or to be filed with the SEC by the Company.

The forward-looking statements contained in this press release are based on our current expectations and beliefs concerning future developments and their potential effects on us. If underlying assumptions to forward-looking statements prove inaccurate, or if known or unknown risks or uncertainties materialize, actual results could vary materially from those anticipated, estimated, or projected. The forward-looking statements contained in this press release are made as of the date of this press release, and the Company disclaims any intention or obligation, other than imposed by law, to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Persons reading this press release are cautioned not to place undue reliance on forward-looking statements.

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OR

Investors:
investorrelations@redwirespace.com
904-425-1431

February 20, 2025

NOTICE OF REDEMPTION OF CERTAIN WARRANTS

Dear Warrant Holder,

Redwire Corporation (the “Company”) hereby gives notice that it is redeeming, at 5:00 p.m. New York City Time on March 24 (the “Redemption Date”), certain of the Company’s outstanding public warrants (the “Public Warrants”) to purchase shares of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”), issued under the Warrant Agreement (the “Warrant Agreement”), dated as of November 23, 2020, by and between Redwire Corporation (f/k/a Genesis Park Acquisition Corp.) and Continental Stock Transfer & Trust Company, as warrant agent (the “Warrant Agent”), for a redemption price of \$0.01 per Public Warrant (the “Redemption Price”). Any capitalized term used but not defined in this Notice of Redemption shall have the meaning ascribed to it in the Warrant Agreement.

Each Public Warrant entitles the holder thereof to purchase one share of Common Stock per Public Warrant for a cash purchase price of \$11.50 per share. At 5:00 p.m. New York City Time on the Redemption Date and thereafter, any Public Warrants that remain unexercised immediately at 5:00 p.m. New York City Time on the Redemption Date will be void and no longer exercisable and their holders will have no rights with respect to those Public Warrants, except to receive the Redemption Price or as otherwise described in this notice for holders who hold their Public Warrants in “street name.” If any holder of Public Warrants would, after taking into account all of such holder’s Public Warrants exercised at one time, be entitled to receive a fractional interest in a share of Common Stock, the number of shares the holder will be entitled to receive will be rounded down to the nearest whole number of shares. Warrants to purchase Common Stock that were issued under the Warrant Agreement in a private placement simultaneously with the IPO and still held by the initial holders thereof or their permitted transferees are not subject to this notice of redemption.

The Public Warrants are listed on the New York Stock Exchange (“NYSE”) under the symbol “RDW.WS” and the Common Stock is listed on the NYSE under the symbol “RDW.”

TERMS OF REDEMPTION; CESSATION OF RIGHTS

The rights of the Public Warrant holders to exercise their Public Warrants will terminate immediately prior to 5:00 p.m. New York City Time on the Redemption Date. At 5:00 p.m. New York City Time on the Redemption Date and thereafter, holders of unexercised Public Warrants will have no rights with respect to those Public Warrants, except to receive the Redemption Price or as otherwise described in this notice for holders who hold their Public Warrants in “street name.” You should consult with your broker, financial advisor and/or tax advisor to consider whether or not to exercise your Public Warrants. **Note that the act of exercising is VOLUNTARY, meaning holders must instruct their broker to submit the Public Warrants for exercise if they wish to exercise the Public Warrants.**

The Company is exercising this right to redeem the Public Warrants pursuant to Section 6.1 of the Warrant Agreement, which provides that the Company has the right to redeem the Public Warrants at a redemption price of \$0.01 per Public Warrant if (i) the closing price of the Common Stock is at least \$18.00 per share on each of the twenty (20) trading days within the thirty (30) trading-day period ending on the third business day prior to the date on which a notice of redemption is given and (ii) there is an effective registration statement covering the Common Stock issuable upon the exercise of the Warrants, and a current prospectus relating thereto, available throughout the Redemption Period. The closing price of the Common Stock has been at least \$18.00 per share for twenty (20) trading days within the thirty (30) day trading period ending on February 14, 2025 (which is the third trading day prior to the date of this redemption notice).

EXERCISE PROCEDURE

Public Warrant holders have until 5:00 p.m. New York City Time on the Redemption Date to exercise their Public Warrants to purchase shares of Common Stock. Warrants may only be exercised for cash.

Each Public Warrant entitles the holder thereof to purchase one share Common Stock at a cash price of \$11.50 per Public Warrant exercised (the "Exercise Price"). Payment of the Exercise Price may be made by wire transfer of immediately available funds. Wire instructions will be provided by the Depository Trust Company and will otherwise be provided upon request to the Warrant Agent.

Those who hold their Public Warrants in "street name" should immediately contact their broker to determine such broker's procedure for exercising such Public Warrants.

Public Warrant holders of record may exercise their Public Warrants by sending (i) a fully and properly completed "Election to Purchase" (a form of which is attached hereto as Annex A), duly executed and indicating, among other things, the number of Public Warrants being exercised and (ii) the exercise funds via wire transfer, to the Warrant Agent:

Continental Stock Transfer & Trust Company
One State Street, 30th Floor
New York, NY 10004
Attention: Compliance Department
Telephone: (212) 509-4000
Email: compliance@continentalstock.com

The method of delivery of the Public Warrants is at the option and risk of the holder, but if mail is used, properly insured registered mail is suggested.

The fully and properly completed Election to Purchase and the exercise funds must be received by Continental Stock Transfer & Trust Company by 5:00 p.m. New York City Time on the Redemption Date. Subject to the following paragraph, any failure to deliver a fully and properly completed Election to Purchase together with the exercise funds before such time will result in such holder's Public Warrants being redeemed at the Redemption Price of \$0.01 per Public Warrant and not exercised.

PUBLIC WARRANTS HELD IN STREET NAME

For Public Warrant holders who hold their Public Warrants in "street name," provided that the Exercise Price for the warrants being exercised and a Notice of Guaranteed Delivery is received by the Warrant Agent by 5:00 p.m. New York City Time on the Redemption Date, broker-dealers shall have two business days from the Redemption Date to deliver the Public Warrants to the Warrant Agent. Any such Public Warrants received without the Election to Purchase or the Notice of Guaranteed Delivery having been duly executed and fully and properly completed or the exercise funds being submitted will be deemed to have been delivered for redemption (at the Redemption Price of \$0.01 per Public Warrant), and not for exercise.

PROSPECTUS

A prospectus, dated June 8, 2023, covering the Common Stock issuable upon the exercise of the Public Warrants is included in a registration statement (Registration No. 333-259755) on file with the Securities and Exchange Commission (the "SEC") and declared effective by the SEC on June 12, 2023. The SEC maintains an Internet website that contains a copy of this prospectus. The address of that site is www.sec.gov. Alternatively, you can obtain a copy of the prospectus from our investor relations team

REDEMPTION PROCEDURE

Payment of the Redemption Price will be made by the Company upon presentation and surrender of a Public Warrant for payment after 5:00 p.m. New York City Time on the Redemption Date. Those who hold their Public Warrants in "street name" should contact their broker to determine their broker's procedure for redeeming their Public Warrants.

Under United States federal income tax laws, the Warrant Agent may be required to withhold a portion of the Redemption Price unless such holder has furnished a valid taxpayer identification number and certification that the number supplied is correct or has otherwise established that such holder is not subject to backup withholding. Holders of the Public Warrants who wish to avoid backup withholding should submit either a completed IRS Form W-9 (use only if the holder is a U.S. person, including a resident alien), or the appropriate IRS Form W-8 (use only if the holder is neither a U.S. person nor a resident alien), when providing the Election to Purchase, if the holder has not already provided such documentation to the Warrant Agent. See: IRS Publication 515, Withholding of Tax on Nonresident Aliens and Foreign Entities. Publication 515, IRS Form W-9 and IRS Form W-8 forms and corresponding instructions are available through the IRS website at www.irs.gov. Holders should consult their tax advisors.

Any questions you may have about redemption and exercising your Public Warrants may be directed to the Warrant Agent at its address and telephone number set forth above.

Nothing in this Notice of Redemption shall constitute an offer to sell or the solicitation of an offer to buy nor shall there be any offer of any of the Company's securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

None of the Company, its Board of Directors or employees has made or is making any representation or recommendation to any Public Warrant holder as to whether to exercise or refrain from exercising any Public Warrants.