
**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**

Date of Report (Date of Earliest Event Reported): January 29, 2026

WOLFSPEED, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-40863
(Commission
File Number)

56-1572719
(I.R.S. Employer
Identification Number)

Durham
(Address of principal executive offices)

4600 Silicon Drive

North Carolina

27703
(Zip Code)

(919) 407-5300
Registrant's telephone number, including area code

N/A
(Former name or former address, if changed since last report)

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, \$0.00125 par value	WOLF	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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

Introductory Note

As previously disclosed, on June 30, 2025, Wolfspeed, Inc. (“Wolfspeed”) and its wholly owned subsidiary, Wolfspeed Texas LLC (together with Wolfspeed, the “Company”), filed voluntary petitions commencing cases (the “Chapter 11 Cases”) under Chapter 11 of Title 11 of the United States Bankruptcy Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the “Court”) to implement a prepackaged chapter 11 plan of reorganization (the “Plan”). On September 29, 2025 (the “Plan Effective Date”), the Company emerged from the Chapter 11 Cases.

Capitalized terms used but not defined herein have the meanings ascribed to them in the Plan.

On January 29, 2026, the Committee on Foreign Investment in the United States (“CFIUS”) formally cleared Wolfspeed’s issuance of equity to Renesas Electronics America Inc. (“Renesas”). The receipt of CFIUS clearance satisfies the remaining condition to the Company’s Court-approved prepackaged restructuring.

Item 3.02. Unregistered Sales of Equity Securities.

Pursuant to the Plan, on January 29, 2026, because all Regulatory Approvals, including CFIUS clearance, were received prior to the Regulatory Trigger Deadline, Wolfspeed issued 16,852,372 shares of common stock, par value \$0.00125 per share (“Common Stock”), of Wolfspeed to Renesas. Additionally, holders of common stock of Wolfspeed immediately prior to the Plan Effective Date will receive their pro rata portion of 871,287 shares of Common Stock.

The issuance of the shares of Common Stock to Renesas and the holders of common stock of Wolfspeed immediately prior to the Plan Effective Date is and will be exempt, as the case may be, from registration under the Securities Act of 1933, as amended, pursuant to Section 1145 of the Bankruptcy Code (which generally exempts from such registration requirements the issuance of securities under a plan of reorganization).

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Pursuant to the Investor Rights and Disposition Agreement, dated September 29, 2025, between Wolfspeed and Renesas, and the Plan, on January 30, 2026, Wolfspeed appointed Aris Bolisay, as Renesas’s designee, to the board of directors of Wolfspeed upon receipt of all Regulatory Approvals, effective February 2, 2026.

Mr. Bolisay is eligible to participate in the 2025 Management Incentive Compensation Plan and is expected to enter into Wolfspeed’s standard indemnification agreement for directors and officers.

Mr. Bolisay does not have any family relationship with any director or executive officer of Wolfspeed. There is no relationship between Mr. Bolisay and Wolfspeed that would require disclosure pursuant to Item 404(a) of Regulation S-K.

Item 8.01. Other Events

On January 30, 2026, Wolfspeed issued a press release announcing that CFIUS formally cleared Wolfspeed’s issuance of equity to Renesas in connection with the Court-approved prepackaged restructuring. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

In addition, upon receipt of CFIUS clearance, the warrant to purchase an aggregate of 4,943,555 shares of Common Stock issued to Renesas on the Plan Effective Date became exercisable and the 2.5% Convertible Second-Lien Senior Secured Notes due 2031 issued to Renesas on the Plan Effective Date became convertible.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press release dated January 30, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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.

WOLFSPEED, INC.

By: /s/ Melissa Garrett

Melissa Garrett

Senior Vice President and General Counsel

Date: January 30, 2026

**Wolfspeed Announces CFIUS Clearance and Completion of Equity
Issuance to Renesas as Part of Court-Approved Restructuring**

Final 2.0% Equity Recovery Shares to be Released to Pre-Petition Shareholders Following Regulatory Clearance

Renesas Executive to Join Wolfspeed Board of Directors as Part of Restructuring Agreement

DURHAM, N.C., January 30, 2026 — Wolfspeed, Inc., a global leader in silicon carbide technology and production (the “Company” or “Wolfspeed”), today announced that the Committee on Foreign Investment in the United States (“CFIUS”) has formally cleared the Company’s issuance of equity to Renesas Electronics America Inc. (“Renesas”), completing a key component of Wolfspeed’s previously announced restructuring agreement with its lender group in support of its Chapter 11 process.

“CFIUS clearance represents the final milestone in the execution of our prepackaged restructuring,” said Wolfspeed CEO, Robert Feurle. “With this phase behind us, Wolfspeed is fully focused on broadening and diversifying our customer base, expanding our leadership in SiC power devices, and scaling with discipline across our global manufacturing footprint. We believe these actions position Wolfspeed to capture long-term growth while operating with sharper commercial execution and capital efficiency.”

Renesas, a Tokyo-based global leader in advanced semiconductor solutions who was a pre-petition creditor of Wolfspeed, agreed to convert its outstanding unsecured loan into a combination of equity and secured convertible debt as part of the court-approved restructuring plan. Following CFIUS clearance, Renesas will also receive a seat on Wolfspeed’s Board of Directors, and has appointed Aris Bolisay, who serves as Renesas’s vice president of finance.

Due to Renesas acquiring a substantial equity position in a U.S. semiconductor manufacturer and the right to appoint a member of Wolfspeed's Board of Directors, the transaction required review and clearance by the CFIUS. With this authorization secured, the escrowed shares are now cleared for release to Renesas.

In conjunction with clearing the final milestone and the Renesas equity release, Wolfspeed will also release the remaining 2% allocation of common stock to its legacy pre-petition equity holders. This distribution represents the final tranche of the 5% equity recovery granted to shareholders under the court-approved restructuring plan. The initial 3% was distributed on the plan's effective date in September, with the remaining 2% held in escrow pending receipt of CFIUS and other regulatory approvals. With CFIUS clearance now obtained, the full equity recovery will be complete.

Total Share Count Update

Following the completion of these equity issuances, Wolfspeed's total shares of common stock outstanding will increase to approximately 45.1 million. This reflects the issuance of 16,852,372 shares to Renesas, the final 2% equity recovery to be distributed to pre-petition shareholders, representing 871,287 shares, and approximately 1.5 million shares issued pursuant to prior conversions of the Company's second lien convertible notes. This total excludes any shares that may be issued in the future under the Company's convertible notes, warrants, management incentive compensation plan or long-term incentive compensation plan.

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About Wolfspeed

Wolfspeed (NYSE: WOLF) leads the market in the worldwide adoption of silicon carbide technologies that power the world's most disruptive innovations. As the pioneers of silicon carbide and creators of the most advanced semiconductor technology on earth, we are committed to powering a better world for everyone. Through silicon carbide material, Power Modules, Discrete Power Devices and Power Die Products targeted for various applications, we will bring you The Power to Make It Real.™

Learn more at www.wolfspeed.com.

Forward-Looking Statements

This press release contains forward-looking statements involving risks and uncertainties, both known and unknown, that may cause Wolfspeed's actual results to differ materially from those indicated in the forward-looking statements. Forward-looking statements by their nature address matters that are, to different degrees, uncertain, such as statements about Wolfspeed's strategic plans, priorities, growth opportunities, and ability to achieve profitability. Actual results could differ materially due to factors detailed in Wolfspeed's filings with the U.S. Securities and Exchange Commission ("SEC"), including its most recent Annual Report on Form 10-K and subsequent SEC filings. These forward-looking statements represent Wolfspeed's judgment as of the date of this release. Except as required under U.S. federal securities laws, Wolfspeed disclaims any intent or obligation to update any forward-looking statements after the date of this release.

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