

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 18, 2023

SUPER MICRO COMPUTER, INC.

(Exact name of registrant specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33383
(Commission File Number)

77-0353939
(I.R.S. Employer
Identification No.)

980 Rock Avenue, San Jose, California 95131
(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: (408) 503-8000

Not Applicable
(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 (see General Instruction A.2. below):

- 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 or to be 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, \$0.001 par value	SMCI	The NASDAQ Global Select Market

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 January 18, 2023, Super Micro Computer, Inc. issued a press release (the “Press Release”) announcing preliminary financial information for the quarter ended December 31, 2022. A copy of the Press Release is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

The information in, and the exhibit furnished pursuant to, Item 2.02 of this report, including Exhibit 99.1, are being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and are not to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language contained in such filing, unless otherwise expressly stated in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
99.1	Press Release dated January 18, 2023
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.

Supermicro Provides Second Quarter of Fiscal 2023 Business Update
Expects to Exceed Prior Financial Guidance
Earnings Call Scheduled

SAN JOSE, Calif. – January 18, 2023 (BUSINESS WIRE) -- Supermicro (Nasdaq: SMCI), a Total IT Solution Provider for Cloud, AI/ML, Storage, and 5G/Edge, today announced preliminary financial information for its second quarter of fiscal 2023 ended December 31, 2022.

Due to Supermicro's expanding markets and diversified customer base adopting our rack-scale Total IT Solutions, Supermicro anticipates the following results:

	<u>Expected Range</u>	<u>Prior Guidance</u>
Net sales	\$1.77B to \$1.80B	\$1.7B to \$1.8B
GAAP diluted net income per common share	\$2.95 to \$3.10	\$2.54 to \$2.81
Non-GAAP diluted net income per common share	\$3.07 to \$3.22	\$2.64 to \$2.90

This unaudited financial information is based on preliminary results and management's estimates and is inherently uncertain and subject to revision in connection with the Company's financial closing procedures and finalization of the Company's financial statements for its second quarter of fiscal 2023. Actual results for the second quarter of fiscal 2023 may differ materially from these preliminary unaudited financial results.

Conference Call and Webcast Information

Supermicro will release second quarter of fiscal 2023 financial results in a press release on Tuesday, January 31, 2023, after the close of regular trading. The Company will hold a phone conference to discuss these results with investors and financial analysts beginning at 2:00 p.m. Pacific Time (PST). Those wishing to access the live webcast may use the following link:

<https://events.q4inc.com/attendee/374434608>

A replay of the webcast will be available shortly after the call on the Investor Relations section of the Company's website: (<https://ir.supermicro.com>) and will remain accessible for one year.

The conference call can be accessed by registering online at:

<https://conferencingportals.com/event/flceWmPv>

After registering, a confirmation will be sent through email, including dial-in details and unique conference call codes for entry. Registration is open during the live call, but to ensure connectivity for the full call, it is recommended that participants register a day in advance and dial-in for the call at least 10 minutes before the start of the call.

Cautionary Statement Regarding Forward Looking Statements

Statements contained in this press release that are not historical fact may be forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such forward-looking statements may relate to, among other things, the second quarter of fiscal year 2023 preliminary financial information, including both net sales and GAAP and non-GAAP diluted net income per common share. Such forward-looking statements do not constitute guarantees of future performance and are subject to a variety of risks and uncertainties that could cause our actual results to differ materially from those anticipated, including completion of the Company's financial closing procedures and finalization of the Company's unaudited financial statements for its second quarter of fiscal 2023. Additional factors that could cause actual results to differ materially from those projected or suggested in any forward-looking statements are contained in our filings with the Securities and Exchange Commission, including those factors discussed under the caption "Risk Factors" in such filings, particularly in our Annual Report on Form 10-K for our fiscal year ended June 30, 2022.

Use of Non-GAAP Financial Measures

Non-GAAP diluted net income per common share discussed in this press release adds back stock-based compensation expenses and litigation expense recovery, which are all adjusted for the related tax effects of the applicable items. Management presents non-GAAP financial measures because it considers them to be important supplemental measures of performance. Management uses the non-GAAP financial measures for planning purposes, including analysis of the Company's performance against prior periods, the preparation of operating budgets and to determine appropriate levels of operating and capital investments. Management also believes that the non-GAAP financial measures provide additional insight for analysts and investors in evaluating the Company's financial and operational performance. However, the non-GAAP financial measures have limitations as an analytical tool and are not intended to be an alternative to financial measures prepared in accordance with GAAP. Pursuant to the requirements of SEC Regulation G, the reconciliation between the Company's GAAP diluted net income per common share and non-GAAP diluted net income per common share for the second quarter of fiscal 2023 is stock-based compensation of \$17.0 million and litigation expense recovery of \$2.2 million, less related tax effect of \$4.3 million.

About Super Micro Computer, Inc.

Supermicro (NASDAQ: SMCI) is a global leader in Application-Optimized Total IT Solutions. Founded and operating in San Jose, California, Supermicro is committed to delivering first to market innovation for Enterprise, Cloud, AI and 5G Telco/Edge IT Infrastructure. We are transforming to being a Total IT Solutions provider with server, AI, storage, IoT and switch systems, software and services while continuing to deliver advanced high-volume motherboard, power and chassis products. The products are designed and manufactured in-house (in US, Taiwan and Netherlands) leveraging global operations for scale and efficiency and optimized to improve TCO and reduce environmental impact (Green Computing). The award-winning portfolio of Server Building Block Solutions® allows customers to optimize for their exact workload and application by selecting from a broad family of systems built from our flexible and reusable building blocks that support a comprehensive set of form factors, processors, memory, GPUs, storage, networking, power and cooling solutions (air conditioned, free air cooling or liquid cooling).

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Investor Relations Contact

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