

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): September 3, 2024

SUPER MICRO COMPUTER, INC.
(Exact name of registrant as 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:

- ☐ 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(s)	Name of each exchange on which registered
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 7.01 Regulation FD Disclosure

On September 3, 2024, the Company issued a letter to its Customers and Partners. A copy of such letter is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information included in this Current Report on Form 8-K under this Item 7.01 (including Exhibit 99.1 hereto) is being “furnished” and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of Section 18, nor shall it be incorporated by reference into a filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as shall be expressly set forth by specific reference in such filing. The information included in this Current Report on Form 8-K under this Item 7.01 (including Exhibit 99.1 hereto) will not be deemed an admission as to the materiality of any information required to be disclosed solely to satisfy the requirements of Regulation FD.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
99.1	<u>Letter to Customers and Partners dated September 3, 2024</u>
104	Cover Page Interactive Data File

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.

SUPER MICRO COMPUTER, INC.

Date: September 3, 2024

By: /s/ Charles Liang
President, Chief Executive Officer and Chairman of the Board
(Principal Executive Officer)

Customer and Partner Letter



Subject: Update from Supermicro CEO Charles Liang

Super Micro Computer, Inc.
980 Rock Avenue
San Jose, CA 95131 USA

September 3, 2024

Dear Valued Customers and Partners,

You may have seen our recent announcement that Supermicro will be delayed in filing its Annual Report for the fiscal year ended June 30, 2024, and separately, a report published by a short seller. I wanted you to hear from me directly about what they mean for you and our products.

Neither of these events affects our products or our ability and capacity to deliver the innovative IT solutions that you rely on every day. Our production capabilities are unaffected and continue operating at pace to meet customer demand. Our world class engineering and support teams are also unaffected and continue to build and deploy large scale AI Total Solutions. Our liquid-cooled solutions continue to ramp. We have shipped approximately 2,000 DLC liquid-cooled AI racks to customers, which we believe is more than 75% of the entire DLC liquid-cooled AI server market this calendar year. Ultimately, we remain well-positioned to deliver our broad product portfolio to you and our thousands of other customers around the world. Our primary focus remains to help you meet your IT challenges and execute your mission.

In terms of our Annual Report, the Audit Committee of the Board of Directors decided to delay the filing and, as we shared publicly, has also formed a committee to review our internal controls and other matters. The Board committee is working diligently on this thorough review.

Importantly, however, when we announced the decision to delay our Annual Report filing, we indicated that based on the work done so far, we don't anticipate any material changes in our fourth quarter or fiscal year 2024 financial results. This is good news. I continue to have strong confidence in our finance and internal teams.

Additionally, we remain proud of our strong financial performance driven by our quest to serve your technology needs. We more than doubled revenues year-over-year in fiscal year 2024, which is more than 3 times the industry average, and we are efficiently growing our staff and investing further in innovation to enhance our capabilities. We are becoming stronger year after year.

Separately, you may have also heard about a recent report from a short-seller hedge fund that contains false or inaccurate statements about our company including misleading presentations of information that we have previously shared publicly. We will address these statements in due course. As you may know, short seller reports are designed to drive the stock price downwards to serve the short seller's interests to the detriment of the company's shareholders.

Your experience as our customer is our number one priority. That experience will not change. We are focused on delivering on our customer commitments and product roadmaps while continuing our robust growth and expansion to meet your evolving needs and support your business objectives.

As we look ahead to 2025, we are closing out a historic year with winning products, a record number of orders, a strong and growing backlog of design wins and leading market positions across a number of areas. Your trust in Supermicro drives that success. We are proud to be your partner and grateful for the opportunity to continue and further grow this partnership. Please do not hesitate to reach out to me or your relationship contact at the company with any questions. Thank you.

Sincerely,

A handwritten signature in black ink, appearing to read 'Charles Liang', with a stylized, cursive script.

Charles Liang

Founder, President and CEO