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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**Form 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): March 2, 2026**

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**Lumentum Holdings Inc.**

(Exact name of Registrant as specified in its charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-36861**  
(Commission  
File Number)

**47-3108385**  
(IRS Employer  
Identification Number)

**1001 Ridder Park Drive, San Jose, California 95131**  
(Address of Principal Executive Offices, including Zip Code)

**(408) 546-5483**  
(Registrant's Telephone Number, Including Area Code)

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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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, par value of \$0.001 per share	LITE	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.

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**Item 3.02 Unregistered Sales of Equity Securities.**

On March 2, 2026, Lumentum Holdings Inc. (the “Company”) completed the issuance and sale of 2,876,415 shares of the Company’s Series A Convertible Preferred Stock, par value \$0.001 per share (the “Series A Preferred Stock”) to NVIDIA Corporation (“NVIDIA”), pursuant to a Securities Purchase Agreement between the parties (the “Purchase Agreement”), dated as of March 2, 2026. The shares of Series A Preferred Stock were sold at a price of \$695.31 per share for an aggregate purchase price of \$2,000,000,000 in cash (the “Transaction”). The shares of Series A Preferred Stock were issued and sold to NVIDIA in a private placement relying upon the exemption provided by Section 4(a)(2) of the Securities Act of 1933 as a transaction not involving a public offering.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On March 2, 2026, the Company filed a Certificate of Designation with the Secretary of State of the State of Delaware (the “Certificate of Designation”) in connection with the Transaction. The Certificate of Designation provides for the issuance of up to 2,876,415 shares of Series A Preferred Stock. The following is a description of the material terms of the Certificate of Designation.

*Conversion.* The Series A Preferred Stock will convert on a one-for-one basis into shares of the Company’s common stock (the “Common Stock”) (i) at the option of the holder, provided, that, no holder may exercise this conversion right until the expiration or termination of the applicable waiting period (or any extension thereof) under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and the rules and regulations promulgated thereunder or (ii) automatically immediately before the closing of a qualified sale. The Certificate of Designation defines qualified sale as the bona fide sale of the Series A Preferred Stock to the Company or a non-affiliate of the holder.

*Dividends.* Each holder of Series A Preferred Stock will be entitled to receive dividends in the same manner as holders of Common Stock, as determined on an as-converted basis, assuming all outstanding shares of Series A Preferred Stock have converted pursuant to the terms of the Certificate of Designation as of immediately prior to the record date of the applicable dividend.

*Voting Rights.* Other than with respect to the election of directors, for which the Series A Preferred Stock will not be entitled to vote, holders of Series A Preferred Stock will vote together with holders of the Common Stock on an as-converted basis. The Company may not alter or change adversely the powers, preferences or rights of the Series A Preferred Stock or alter or amend the Certificate of Designation without the affirmative vote or consent of a majority of the outstanding shares of Series A Preferred Stock.

*Dissolution, Liquidation or Winding Up.* In connection with a dissolution, liquidation or winding up of the Company, distributions to the stockholders of the Company shall be made among the holders of Series A Preferred Stock and Common Stock pro rata in proportion to number of shares held by each such holder. All shares of Series A Preferred Stock shall be treated as if they had been converted to Common Stock pursuant to the terms of the Certificate of Designation immediately prior to such event.

*No Preemptive or Redemption Rights.* The holders of Series A Preferred Stock have no preemptive or redemption rights.

The foregoing description of the Series A Preferred Stock does not purport to be complete and is qualified in its entirety by reference to the Certificate of Designation, which is filed with this report as Exhibit 3.1 and is incorporated herein by reference.

**Item 7.01 Regulation FD Disclosure.**

The joint press release issued by the Company and NVIDIA, dated March 2, 2026, announcing, among other things, the private placement pursuant to the Purchase Agreement and a strategic partnership to develop state of the art optics technology is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information contained in this Item 7.01 of this Current Report on Form 8-K, including the accompanying Exhibit 99.1 hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing made by the Company under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filings, unless expressly incorporated by specific reference in such filings.

### Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements generally relate to future events, including the timing of the Transaction and other information related to the Transaction. In some cases, you can identify forward-looking statements because they contain words such as “may,” “will,” “should,” “expects,” “plans,” “anticipates,” “could,” “intends,” “target,” “projects,” “contemplates,” “believes,” “estimates,” “predicts,” “potential” or “continue” or the negative of these words or other similar terms or expressions that concern the Transaction and our expectations, strategy, plans or intentions regarding it. Forward-looking statements in this communication may include, but are not limited to, (i) expectations regarding the expected benefits of the Transaction, (ii) expectations and beliefs with respect to customers, (iii) expectations regarding the industry in which the Company operates and trends in such industry and related technologies, and (iv) the expected impact of the Transaction on the Company’s business and financial results. Expectations and beliefs regarding these matters may not materialize, and actual results in future periods are subject to risks and uncertainties that could cause actual results to differ materially from those projected. These risks include risks pertaining to the relationship between the Company and NVIDIA; the risk of litigation and/or regulatory actions related to the Transaction; changing supply and demand conditions in the industry; and general market, political, economic and business conditions. The forward-looking statements contained in this communication are also subject to other risks and uncertainties, including those more fully described in filings with the Securities and Exchange Commission (the “SEC”), including the Company’s most recently Quarterly Report on Form 10-Q for the quarter ended December 27, 2025 as well as other filings made by the Company with the SEC from time to time and available at [www.sec.gov](http://www.sec.gov). Any forward-looking statements contained herein are based on assumptions that the Company believes to be reasonable as of the date of they were made. The Company undertakes no obligation to update these statements as a result of new information or future events.

### Item 9.01 Financial Statements and Exhibits.

#### (d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	<a href="#">Certificate of Designation</a>
99.1	<a href="#">Joint Press Release issued by Lumentum Holdings Inc. and NVIDIA Corporation, dated March 2, 2026</a>
104	Cover Page Interactive Data File (embedded with the Inline XBRL documents)

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**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.

**LUMENTUM HOLDINGS INC.**

By: /s/ Jae Kim

Name: Jae Kim

Title: Senior Vice President, General Counsel and Secretary

March 2, 2026

**LUMENTUM HOLDINGS INC.**

**CERTIFICATE OF DESIGNATION OF PREFERENCES, RIGHTS AND LIMITATIONS**

**OF**

**SERIES A CONVERTIBLE PREFERRED STOCK**

Pursuant to Section 151 of the Delaware General Corporation Law (as amended, supplemented or restated from time to time, the “**DGCL**”), **LUMENTUM HOLDINGS INC.**, a corporation organized and existing under the laws of the State of Delaware (the “**Corporation**”), in accordance with the provisions of Section 103 of the DGCL, DOES HEREBY CERTIFY:

That, the Amended and Restated Certificate of Incorporation (the “**Certificate of Incorporation**”) of the Corporation, as filed with the Secretary of State of the State of Delaware, authorizes the issuance of 1,000,000,000 shares of capital stock, consisting of 990,000,000 shares of common stock, par value \$0.001 per share (“**Common Stock**”), and 10,000,000 shares of preferred stock, par value \$0.001 per share (“**Preferred Stock**”);

That, subject to the provisions of the Certificate of Incorporation, the board of directors of the Corporation (the “**Board**”) is authorized to provide by resolution for the issuance of the shares of Preferred Stock in series and, by filing a certificate pursuant to the applicable laws of the State of Delaware, to establish from time to time the number of shares to be included in each such series of Preferred Stock, and to fix the designation, powers, preferences and rights of the shares of each such series and any qualifications, limitations or restrictions thereon; and

That, pursuant to the authority conferred upon the Board by the Certificate of Incorporation, the Board, on March 1, 2026, adopted the following resolution designating a new series of Preferred Stock as “Series A Convertible Preferred Stock”:

RESOLVED, that, pursuant to the authority vested in the Board in accordance with the provisions of Article IV of the Certificate of Incorporation and the provisions of Section 151 of the DGCL, a series of Preferred Stock of the Corporation is hereby authorized, and the number of shares to be included in such series, and designations, powers, preferences and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions of the shares of Preferred Stock included in such series, shall be as follows:

**SERIES A CONVERTIBLE PREFERRED STOCK**

**Section 1. Definitions.** For the purposes hereof, the following terms shall have the following meanings:

“**Affiliate**” means any person or entity that, directly or indirectly through one or more intermediaries, controls or is controlled by or is under common control with a person or entity, as such terms are used in and construed under Rule 144 under the U.S. Securities Act of 1933, as amended.

“**Business Day**” means any day other than a Saturday, Sunday, or any day on which the Federal Reserve Bank of New York is authorized or required by law or executive order to close or be closed.

“**Common Stock**” means the Corporation’s common stock, par value \$0.001 per share, and stock of any other class of securities into which such securities may hereafter be reclassified into.

“**Common Stock Equivalents**” means any securities of the Corporation or the subsidiaries of the Corporation, whether or not vested or otherwise convertible or exercisable into shares of Common Stock at the time of such issuance, which would entitle the holder thereof to acquire at any time Common Stock, including, without limitation, any debt, preferred stock, rights, options, warrants or other instrument that is at any time exercisable for, convertible into, or exchangeable for, or otherwise entitles the holder thereof to receive, Common Stock.

“**Conversion Date**” has the meaning set forth in Section 6(c).

“**Conversion Ratio**” means for each share of Series A Preferred Stock, initially, one (1) share of Common Stock, subject to adjustment pursuant to Section 7 hereof and pursuant to Section 5.16 of the Stock Purchase Agreement, dated as of March 2, 2026, by and between the Corporation and NVIDIA Corporation.

“**Conversion Shares**” means, collectively, the shares of Common Stock issuable upon conversion of the shares of Series A Preferred Stock in accordance with the terms hereof.

“**Deemed Liquidation Event**” means (a) a merger or consolidation in which (i) the Corporation is a constituent party or (ii) a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital stock pursuant to such merger or consolidation, except any such merger or consolidation involving the Corporation or a subsidiary in which the shares of capital stock of the Corporation outstanding immediately prior to such merger or consolidation continue to represent, or are converted into or exchanged for shares of capital stock that represent, immediately following such merger or consolidation, at least a majority, by voting power, of the capital stock of (1) the surviving or resulting corporation, or (2) if the surviving or resulting corporation is a wholly owned subsidiary of another corporation immediately following such merger or consolidation, the parent corporation of such surviving or resulting corporation; or (b) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of the Corporation of all or substantially all the assets of the Corporation and its subsidiaries taken as a whole, or the sale or disposition (whether by merger, consolidation or otherwise) of one or more subsidiaries of the Corporation if substantially all of the assets of the Corporation and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation.

“**DGCL**” shall mean the Delaware General Corporation Law.

“**Holder**” means any holder of Series A Preferred Stock.

“**Last Reported Sale Price**” of the Common Stock on any date means the closing sale price per share (or if no closing sale price is reported, the average of the bid and ask prices or, if more than one in either case, the average of the average bid and the average ask prices) on that date as reported in composite transactions for the principal U.S. national or regional securities exchange on which the Common Stock is traded.

“**Liquidation**” has the meaning set forth in Section 5.

“**Person**” means any individual or corporation, partnership, trust, incorporated or unincorporated association, joint venture, limited liability company, joint stock company, government (or an agency or subdivision thereof) or other entity of any kind.

“**Qualified Sale**” means the sale of Series A Preferred Stock to the Corporation or a non-Affiliate of the Holder. For avoidance of doubt, a written (including any electronic) communication from a broker-dealer that a Holder has placed a sell order for shares of Common Stock issuable upon conversion of Series A Preferred Stock, or an executed copy of a stock purchase agreement with the Corporation (as purchaser) or a non-Affiliate of the Holder, shall be deemed to evidence a Qualified Sale.

“**Series A Preferred Stock**” has the meaning set forth in Section 2(a).

“**Trading Day**” means a Business Day on which the Nasdaq Global Select Market (or any other national securities exchange on which the Common Stock is listed at such time) is open for business.

Section 2. Designation, Amount and Par Value; Assignment; Ranking.

(a) The shares of the series of Preferred Stock designated by this Certificate of Designation are designated as the Corporation’s Series A Convertible Preferred Stock (the “**Series A Preferred Stock**”). The number of authorized shares of Series A Preferred Stock so designated shall be 2,876,415. That number from time to time may be increased or decreased but not below the number of shares of Series A Preferred Stock then outstanding by further resolution duly adopted by the Board, or any duly authorized committee thereof and by the filing of a certificate pursuant to the provisions of the DGCL stating that such increase or decrease, as applicable, has been so authorized. The Corporation shall not have the authority to issue fractional shares of Series A Preferred Stock.

(b) The Corporation shall register shares of the Series A Preferred Stock, upon records to be maintained by the Corporation's transfer agent for that purpose (the "**Series A Preferred Stock Register**"), in the name of the Holders thereof from time to time. The Corporation and its transfer agent may deem and treat the registered Holder of shares of Series A Preferred Stock as the absolute owner thereof for the purpose of any conversion thereof and for all other purposes. Shares of Series A Preferred Stock may be issued solely in book-entry form. The Corporation or its transfer agent shall register the transfer of any shares of Series A Preferred Stock in the Series A Preferred Stock Register, upon surrender of the shares of Series A Preferred Stock evidencing such shares to be transferred, to the Corporation's transfer agent. Upon any such registration or transfer, a new book-entry notation evidencing the shares of Series A Preferred Stock so transferred shall be issued to the transferee and a new book-entry notation evidencing the remaining portion of the shares not so transferred, if any, shall be issued to the transferring Holder.

Section 3. Dividends. If the Corporation declares or pays a dividend or distribution on the Common Stock for which no adjustment to the Conversion Ratio is provided under Section 7, the Corporation shall simultaneously declare and pay a dividend on the Series A Preferred Stock on a pro rata basis with the Common Stock (as determined on an as-converted basis assuming all outstanding shares of Series A Preferred Stock have been converted pursuant to the terms of this Certificate of Designation as of immediately prior to the record date of the applicable dividend (or if no record date is fixed, the date as of which record holders of Common Stock entitled to receive such dividends are to be determined)).

Section 4. Voting Rights.

(a) The Corporation shall not, without the affirmative vote or consent of a majority of the outstanding shares of Series A Preferred Stock, alter or change adversely the powers, preferences or rights of the Series A Preferred Stock or alter or amend this Certificate of Designation.

(b) Other than with respect to the election of directors of the Corporation, for which Holders of Series A Preferred Stock shall not be entitled to vote, Holders of Series A Preferred Stock shall be entitled to vote together with the holders of Common Stock on all matters to be voted on by holders of Common Stock on an as-converted basis (assuming all outstanding shares of Series A Preferred Stock have been converted pursuant to the terms of this Certificate of Designation as of immediately prior to the record date of the vote (or if no record date is fixed, the date as of which record holders of Common Stock entitled to vote is to be determined)).

Section 5. Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, including a change of control transaction, or Deemed Liquidation Event (any such event, a "**Liquidation**"), the assets of the Corporation available for distribution to its stockholders shall be distributed among the holders of the shares of Series A Preferred Stock and Common Stock pro rata based on the number of shares held by each such holder, treating for this purpose all shares of Series A Preferred Stock as if they had been converted to Common Stock pursuant to the terms of this Certificate of Designation immediately prior to such Liquidation, without regard to any limitations on conversion set forth herein or otherwise and without regard as to whether sufficient shares of Common Stock are available out of the Corporation's authorized but unissued stock for the purpose of effecting the conversion of the Series A Preferred Stock.

Section 6. Conversion.

(a) Conversion at the Option of the Holders. Subject to the provisions of this Section 6, each Holder shall have the right, at any time and from time to time, to convert each share of Series A Preferred Stock held by such Holder into a number of validly issued, fully paid and non-assessable shares of Common Stock equal to the Conversion Ratio; *provided* that, if applicable, no Holder shall have the right to exercise such conversion right until the expiration or termination of the applicable waiting period (and any extension thereof) under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and the rules and regulations promulgated thereunder.

(b) Conversions Upon Qualified Sale. Subject to the provisions of this Section 6, each share of Series A Preferred Stock shall automatically convert immediately prior to the closing of a Qualified Sale of such share into a number of validly issued, fully paid and non-assessable shares of Common Stock equal to the Conversion Ratio without any further action on the part of the Corporation or the Holder.

(c) Mechanics of Conversion.

(i) Delivery of Shares Upon Conversion. As soon as practicable on or after each Conversion Date, but in any event within one (1) Business Day thereof, the Corporation shall deliver, or cause to be delivered, to the Holder, in the case of a conversion pursuant to subsection (a), or to the purchaser in the Qualified Sale, in the case of a conversion pursuant to subsection (b), a book entry notation which will contain or be deemed to contain appropriate restrictive legends and trading restrictions, as applicable, representing the number of Conversion Shares issuable upon conversion. The Corporation shall use its best efforts to deliver any book entry notation required to be delivered by the Corporation under this Section 6 electronically through the Depository Trust Company (including the DWAC system) or another established clearing corporation performing similar functions. If any shares of Common Stock to be issued upon conversion of Series A Preferred Stock pursuant to subsection (b), above, are not sold within two (2) Business Days after the applicable Conversion Date, such shares shall ipso facto be deemed to have been converted back into Series A Preferred Stock. The “**Conversion Date**” means the date on which a Holder delivers to the Corporation (a) with respect to a conversion pursuant to Section 6(a), written notice of conversion, or (b) with respect to a conversion pursuant to Section 6(b), sale documentation of a Qualified Sale.

(ii) Reservation of Shares Issuable Upon Conversion. The Corporation covenants that it will at all times reserve and keep available out of its authorized and unissued shares of Common Stock for the sole purpose of issuance upon conversion of the Series A Preferred Stock, free from preemptive rights or any other actual or contingent purchase rights of Persons other than the Holders of the Series A Preferred Stock, not less than such aggregate number of shares of the Common Stock as shall be issuable (taking into account the adjustments of Section 7) upon the conversion of all outstanding shares of Series A Preferred Stock. Any shares of Common Stock issued upon conversion of Series A Preferred Stock shall be duly authorized, validly issued, fully paid and nonassessable.

(iii) Fractional Shares. No fractional shares or scrip representing fractional shares of Common Stock shall be issued upon the conversion of the Series A Preferred Stock. Instead, the Corporation shall pay a cash adjustment to the Holder based upon the Last Reported Sale Price on the Trading Day immediately prior to the Conversion Date.

(iv) Transfer Taxes. The issuance of book entry notations for Conversion Shares shall be made without charge to any Holder for any documentary stamp or similar taxes that may be payable in respect of the issue or delivery of such book entry notation, provided that the Corporation shall not be required to pay any tax that may be payable in respect of any transfer involved in the issuance and delivery of any such book entry notation upon conversion in a name other than that of the registered Holder(s) of such shares of Series A Preferred Stock and the Corporation shall not be required to issue or deliver such book entry notation unless or until the Person or Persons requesting the issuance thereof shall have paid to the Corporation the amount of such tax or shall have established to the satisfaction of the Corporation that such tax has been paid.

(d) Status as Stockholder. Upon each Conversion Date in which shares of the Series A Preferred Stock convert into Common Stock: (i) the shares of Series A Preferred Stock being converted shall be deemed converted into shares of Common Stock; and (ii) the Holder's rights as a holder of such converted shares of Series A Preferred Stock shall cease and terminate, other than the right of the Holder to receive shares of Common Stock and payment in lieu of any fraction of a share issuable upon conversion of a share of Series A Preferred Stock. The Person or Persons entitled to receive the shares of Common Stock issuable upon a conversion of Series A Preferred Stock shall be treated for all purposes as the record holder or holders of such shares of Common Stock on the Conversion Date.

## Section 7. Certain Adjustments.

(a) Stock Dividends and Stock Splits. If the Corporation, at any time while the Series A Preferred Stock is outstanding: (i) pays a stock dividend or otherwise makes a distribution or distributions payable in shares of Common Stock on shares of Common Stock or any other Common Stock Equivalents, (ii) subdivides outstanding shares of Common Stock into a larger number of shares, or (iii) combines (including by way of a reverse stock split) outstanding shares of Common Stock into a smaller number of shares, then the Conversion Ratio shall be multiplied by a fraction of which the numerator will be the number of shares of Common Stock (excluding any treasury shares of the Corporation) outstanding immediately after such event and of which the denominator will be the number of shares of Common Stock outstanding immediately before such event. Any adjustment made pursuant to this Section 7(a) will become effective immediately after the record date for the determination of stockholders entitled to receive such dividend or distribution and will become effective immediately after the effective date in the case of a subdivision or combination.

(b) Reclassification, Exchange or Substitution. If the Common Stock issuable upon the conversion of the Series A Preferred Stock shall be changed into the same or a different number of shares of any class or classes of stock, whether by capital reorganization, reclassification, or otherwise (other than a subdivision or combination of shares or stock dividend provided for above, or a reorganization, merger, consolidation, or sale of assets provided for below), then and in each such event the holder of each such share of Series A Preferred Stock shall have the right thereafter to convert such share into the kind and amount of shares of stock and other securities and property receivable, upon such reorganization, reclassification, or other change, by holders of the number of shares of Common Stock into which such shares of Series A Preferred Stock might have been converted immediately prior to such reorganization, reclassification, or change, all subject to further adjustment as provided herein.

(c) Merger or Reorganization, etc. If there shall occur any reorganization, recapitalization, reclassification, consolidation or merger involving the Corporation in which the Common Stock (but not the Series A Preferred Stock) is converted into or exchanged for securities, cash or other property (other than a transaction covered by paragraphs (a) or (b) of this Section 7), then, following any such reorganization, recapitalization, reclassification, consolidation or merger, each share of Series A Preferred Stock shall be convertible into the kind and amount of securities, cash or other property which a holder of the number of shares of Common Stock of the Corporation issuable upon conversion of one share of Series A Preferred Stock immediately prior to such reorganization, recapitalization, reclassification, consolidation or merger would have been entitled to receive pursuant to such transaction and, in such case, appropriate adjustment (as determined in good faith by the Corporation's Board of Directors) shall be made in the application of the provisions in this Section 7 with respect to the rights and interests thereafter of the holders of the Series A Preferred Stock to the end that the provisions set forth in this Section 7 (including provisions with respect to changes in and other adjustments of the Conversion Ratio, as applicable) shall thereafter be applicable, as nearly as reasonably may be, in relation to any securities or other property thereafter deliverable upon the conversion of the Series A Preferred Stock.

(d) Calculations. All calculations under this Section 7 shall be made to the nearest cent or the nearest 1/100<sup>th</sup> of a share, as the case may be. For purposes of this Section 7, the number of shares of Common Stock deemed to be issued and outstanding as of a given date shall be the sum of the number of shares of Common Stock (excluding any treasury shares of the Corporation) issued and outstanding.

(e) Notice to the Holders. Whenever the Conversion Ratio is adjusted pursuant to any provision of this Section 7, the Corporation shall promptly deliver to each Holder a notice setting forth the Conversion Ratio after such adjustment and setting forth a brief statement of the facts requiring such adjustment.

## Section 8. Miscellaneous.

(a) Waiver. Any waiver by the Corporation or a Holder of a breach of any provision of this Certificate of Designation shall not operate as or be construed to be a waiver of any other breach of such provision or of any breach of any other provision of this Certificate of Designation or a waiver by any other Holders. The failure of the Corporation or a Holder to insist upon strict adherence to any term of this Certificate of Designation on one or more occasions shall not be considered a waiver or deprive that party (or any other Holder) of the right thereafter to insist upon strict adherence to that term or any other term of this Certificate of Designation. Any waiver by the Corporation or a Holder must be in writing. Notwithstanding any provision in this Certificate of Designation to the contrary, any provision contained herein and any right of the Holders of Series A Preferred Stock granted hereunder may be waived as to all shares of Series A Preferred Stock (and the Holders thereof) upon the written consent of a majority of shares of Series A Preferred Stock, unless a higher percentage is required by the DGCL, in which case the written consent of the Holders of not less than such higher percentage shall be required, or unless the consent or vote of another class of capital stock is required by the DGCL, in which case the consent of such other class shall also be required.

(b) Severability. If any provision of this Certificate of Designation is invalid, illegal or unenforceable, the balance of this Certificate of Designation shall remain in effect, and if any provision is inapplicable to any Person or circumstance, it shall nevertheless remain applicable to all other Persons and circumstances. If it shall be found that any interest or other amount deemed interest due hereunder violates the applicable law governing usury, the applicable rate of interest due hereunder shall automatically be lowered to equal the maximum rate of interest permitted under applicable law.

(c) Next Business Day. Whenever any payment or other obligation hereunder shall be due on a day other than a Business Day, such payment shall be made on the next succeeding Business Day.

(d) Headings. The headings contained herein are for convenience only, do not constitute a part of this Certificate of Designation and shall not be deemed to limit or affect any of the provisions hereof.

(e) Status of Converted Series A Preferred Stock. If any shares of Series A Preferred Stock shall be converted into shares of Common Stock pursuant to Section 6 hereof, the Corporation's Board of Directors shall take such action as is required such that such converted shares shall resume the status of authorized but unissued shares of Preferred Stock of the Corporation and shall no longer be designated as Series A Preferred Stock.

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**IN WITNESS WHEREOF**, Lumentum Holdings Inc. has caused this Certificate of Designation of Preferences, Rights and Limitations of Series A Convertible Preferred Stock to be executed by its duly authorized officer this 2nd day of March, 2026.

By: /s/ Jae Kim

Name: Jae Kim

Title: Senior Vice President, General Counsel and Secretary

[SIGNATURE PAGE TO CERTIFICATE OF DESIGNATIONS]

**NVIDIA Announces Strategic Partnership with Lumentum to Develop State-of-the-Art Optics Technology**

*NVIDIA to invest \$2B in Lumentum to grow capacity, advance U.S.-based manufacturing and deepen R&D collaboration in data center optics*

**SANTA CLARA and SAN JOSE, Calif.** — March 2, 2026 — NVIDIA today announced multi-year strategic agreements with Lumentum Holdings Inc. (NASDAQ: LITE) to accelerate innovation in advanced optics technologies, including research and development to enable next-generation AI infrastructure and systems designs.

The non-exclusive agreement includes an NVIDIA multi-billion purchase commitment and future capacity access rights for advanced laser components. In addition, NVIDIA is investing \$2 billion in Lumentum to support R&D, future capacity and operations as the company builds out its U.S.-based manufacturing capabilities in a new fab.

Optical interconnect technology and package integration are critical for the continued scaling of AI factories, improving the energy efficiency and resiliency of large-scale AI networks. This expanded collaboration will draw on the strengths of NVIDIA's leadership in AI, accelerated computing and networking and Lumentum's leadership in optics and advanced manufacturing. The investment enables Lumentum to scale its manufacturing capacity and R&D to meet the needs of future AI data centers.

"AI has reinvented computing and is driving the largest computing infrastructure buildout in history," said Jensen Huang, founder and CEO of NVIDIA. "Together with Lumentum, NVIDIA is advancing the world's most sophisticated silicon photonics to build the next generation of gigawatt-scale AI factories."

"This multi-year strategic agreement reflects our shared commitment to advancing the optics technologies that will power the next generation of AI infrastructure," said Michael Hurlston, CEO of Lumentum. "In support of this collaboration, we are also investing in a new fabrication facility to increase capacity and accelerate innovation. We're excited to work together to expand what's possible for the AI optical architectures of tomorrow."

**About NVIDIA**

NVIDIA (NASDAQ: NVDA) is the world leader in AI and accelerated computing.

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## **NVIDIA Forward-Looking Statements**

Certain statements in this press release including, but not limited to, statements as to: together with Lumentum, NVIDIA advancing the world's most sophisticated silicon photonics to build the next generation of gigawatt-scale AI factories; the benefits, impact, performance, and availability of NVIDIA's products, services, and technologies; expectations with respect to NVIDIA's third party arrangements, including with its collaborators and partners; expectations with respect to technology developments; expectations with respect to AI and related industries; and other statements that are not historical facts are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which are subject to the "safe harbor" created by those sections based on management's beliefs and assumptions and on information currently available to management and are subject to risks and uncertainties that could cause results to be materially different than expectations. Important factors that could cause actual results to differ materially include: global economic and political conditions; NVIDIA's reliance on third parties to manufacture, assemble, package and test NVIDIA's products; the impact of technological development and competition; development of new products and technologies or enhancements to NVIDIA's existing product and technologies; market acceptance of NVIDIA's products or NVIDIA's partners' products; design, manufacturing or software defects; changes in consumer preferences or demands; changes in industry standards and interfaces; unexpected loss of performance of NVIDIA's products or technologies when integrated into systems; NVIDIA's ability to realize the potential benefits of business investments or acquisitions; and changes in applicable laws and regulations, as well as other factors detailed from time to time in the most recent reports NVIDIA files with the Securities and Exchange Commission, or SEC, including, but not limited to, its annual report on Form 10-K and quarterly reports on Form 10-Q. Copies of reports filed with the SEC are posted on the company's website and are available from NVIDIA without charge. These forward-looking statements are not guarantees of future performance and speak only as of the date hereof, and, except as required by law, NVIDIA disclaims any obligation to update these forward-looking statements to reflect future events or circumstances.

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## **About Lumentum**

Lumentum (NASDAQ: LITE) is a global leader in optical and photonic technologies that power the networks and infrastructure behind AI, cloud computing, and next-generation communications. Built on decades of photonics innovation, Lumentum delivers high-performance lasers, modules, and optical subsystems that enable scalable, energy-efficient data center connectivity, advanced telecom networks, industrial manufacturing, and sensing applications. Headquartered in San Jose, California, the company operates R&D, manufacturing, and sales facilities worldwide. Learn more at [www.lumentum.com](http://www.lumentum.com).

## **Lumentum Forward-Looking Statements**

This press release contains 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. These include statements regarding: our belief and expectations with respect to the multi-year strategic agreement with NVIDIA, including future innovation in advanced optics technologies, research and development to enable next-generation AI infrastructure and systems designs, future capacity for advanced laser components, and the expansion of manufacturing capabilities and capacity by the acquisition of a future fabrication facility to meet the needs of future AI data centers. These forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those projected. Among the factors that could cause actual results to differ from those contemplated are:

(a) uncertainty and volatility in the global markets, including uncertainty and volatility in the macroeconomic environment, volatility and uncertainty with respect to economic growth, inflationary pressures, changes in the political or economic environment, such as geopolitical conflicts, war, international trade regulation and restrictions (including tariffs, duties and export controls to be implemented by the U.S. and other countries), including for certain rare earth minerals, and the effect of such market disruptions on demand for our products, technology spending by our customers, our costs and expenses and our ability to obtain components for our products; (b) our ability to increase our manufacturing capacity and our ability and the ability of our suppliers and contract manufacturers to meet production, quality, and delivery requirements for our forecasted demand; (c) failure to successfully integrate acquisitions into our business or that we will not achieve the expected benefits, among others. A detailed discussion of these and other risks and uncertainties that could cause actual results and events to differ materially from such forward-looking statements is included in the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended December 27, 2025 filed with the Securities and Exchange Commission available at [www.sec.gov](http://www.sec.gov), under the "Risk Factors" section and elsewhere. The forward-looking statements contained in this press release are made as of the date hereof and the Company assumes no obligation to update such statements, except as required by applicable law.

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