

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): May 11, 2026

Archer Aviation Inc.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39668
(Commission File Number)

85-2730902
(IRS Employer Identification No.)

190 West Tasman Drive
San Jose, CA
(Address of principal executive offices)

95134
(Zip Code)

Registrant's telephone number, including area code: **650-272-3233**

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(s)	Name of each exchange on which registered
Class A common stock, par value \$0.0001 per share	ACHR	New York Stock Exchange
Warrants, each whole warrant exercisable for one share of Class A common stock at an exercise price of \$11.50 per share	ACHR 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 2.02 Results of Operations and Financial Condition.

On May 11, 2026, Archer Aviation Inc. (“Archer” or the “Company”) will hold a conference call regarding its operating and financial results for the first quarter ended March 31, 2026. The Company also issued a letter to its stockholders (the “Shareholder Letter”) and a press release (the “Press Release”) announcing its operating and financial results for the first quarter ended March 31, 2026. Copies of the Shareholder Letter and the Press Release are furnished herewith as Exhibits 99.1 and 99.2, respectively, to this Current Report on Form 8-K.

The Company makes or will make reference to non-GAAP financial information in the Press Release and on the conference call. A reconciliation of GAAP to non-GAAP results is provided in the Press Release, as attached to this Current Report on Form 8-K.

The information furnished with this Item 2.02, including Exhibits 99.1 and 99.2, 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 under that section, nor shall it be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits.**

Exhibit Number	Description
99.1	Letter to Shareholders, dated May 11, 2026
99.2	Press Release issued by Archer Aviation Inc., dated May 11, 2026
104	Cover Page Interactive Data File (formatted in the Inline XBRL and contained in Exhibit 101)

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.

ARCHER AVIATION INC.

Date: May 11, 2026

By: /s/ Priya Gupta
Name: Priya Gupta
Title: Acting Chief Financial Officer



LETTER TO SHAREHOLDERS

Q1 2026





HIGHLIGHTS

US operations expected to begin this year under eVTOL Integration Pilot Program (eIPP) and in preparation for LA28 Olympic Games

Advanced commercial readiness with expanded piloted flight test program and operational control of Hawthorne Airport in LA

Record certification progress as Archer is first to close Phase 3 of the FAA's 4-phase Type Cert process for eVTOL aircraft*

Significant progress made on dual-use, hybrid, autonomous aircraft with a phased program award expected later this year

Rapidly advancing AI stack through partnerships with NVIDIA, Palantir and Starlink amid DOT's ~\$20B ATC modernization effort

Strong liquidity with Q1 ending at ~\$1.8B

*Based on information available to Archer at the time of this letter



Dear Shareholders,

The eVTOL industry is not just a technology story. It is a civilization story. I intend to make sure Archer is the company that writes it.

When Archer was selected as the Official Air Taxi Provider of the LA28 Olympic Games, the message was unmistakable: the future of urban air mobility is no longer theoretical. But proclamations don't build new modes of transportation. Execution does. Public-private partnership does. President Trump and this Administration clearly understand that if America intends to lead the next generation of aerospace and defense, we cannot afford to wait.

What the eVTOL industry needed was a structured, national program to quickly and safely bring air taxis to market. In 2025, President Trump, the DOT, and the FAA delivered just that: an Executive Order establishing the eVTOL Integration Pilot Program. In 2026, Archer and our American peers are set to begin operating under that program, flying in cities across the country marking the arrival of this new chapter in American aviation.

Archer's path to commercializing eVTOL technology is rooted in first principles design: a safe, passenger carrying aircraft, purpose built to handle rapid back-to-back trips of ~20-50 miles in urban environments at low cost, with a low noise profile.

While much of the industry spent a decade cycling through configurations, Archer committed to a partial tilt architecture designed for the air taxi use case and FAA certification from day 1. That discipline has compounded. Eight years in, no one else in the eVTOL industry has moved as fast as we have.

But civil aviation is only half the equation. It grows clearer to me every day that next-generation, hybrid vertical lift is becoming an imperative for the US to maintain air dominance.

At first glance, the easiest path seems attractive: simply hybridize your existing eVTOL or eCTOL platform, get better payload and range, and convince defense customers that it meets their needs. That's a sales-led approach, not a first principles one.

Defense procurement is a performance-and-cost equation. The winner is typically whoever delivers the broadest mission set at the lowest cost. You cannot retrofit your way into the right solution.

One of the key reasons we partnered with Anduril is their deep understanding of what the US and its allies need in this next generation VTOL aircraft, beyond the legacy programs that have been entrenched in the market for 50+ years. Together, we have designed and begun building our clean-sheet hybrid aircraft, drawing on the technologies Archer has developed, and the technologies we acquired from Overair, Lilium, and Karem.

I am confident that the Archer-Anduril team is one of the greatest aerospace teams of this generation. Top technical fellows from Boeing, former chief engineers from Lockheed, leading PhD researchers from Stanford. You only get a chance to work on a team like this once and the windows to get selected into these decades long programs of record are coming fast.

I believe our hybrid aircraft is the most sophisticated vertical lift platform ever developed. It is not incremental, it is generational. When people see what we have built, they will recalibrate what they believe America can field. I cannot wait to show it off.

Archer is now a multi-threat company and we expect to begin initial operations of our air taxis in US cities, winning phased government awards, and deploying our AI solutions later this year.

Adam Goldstein



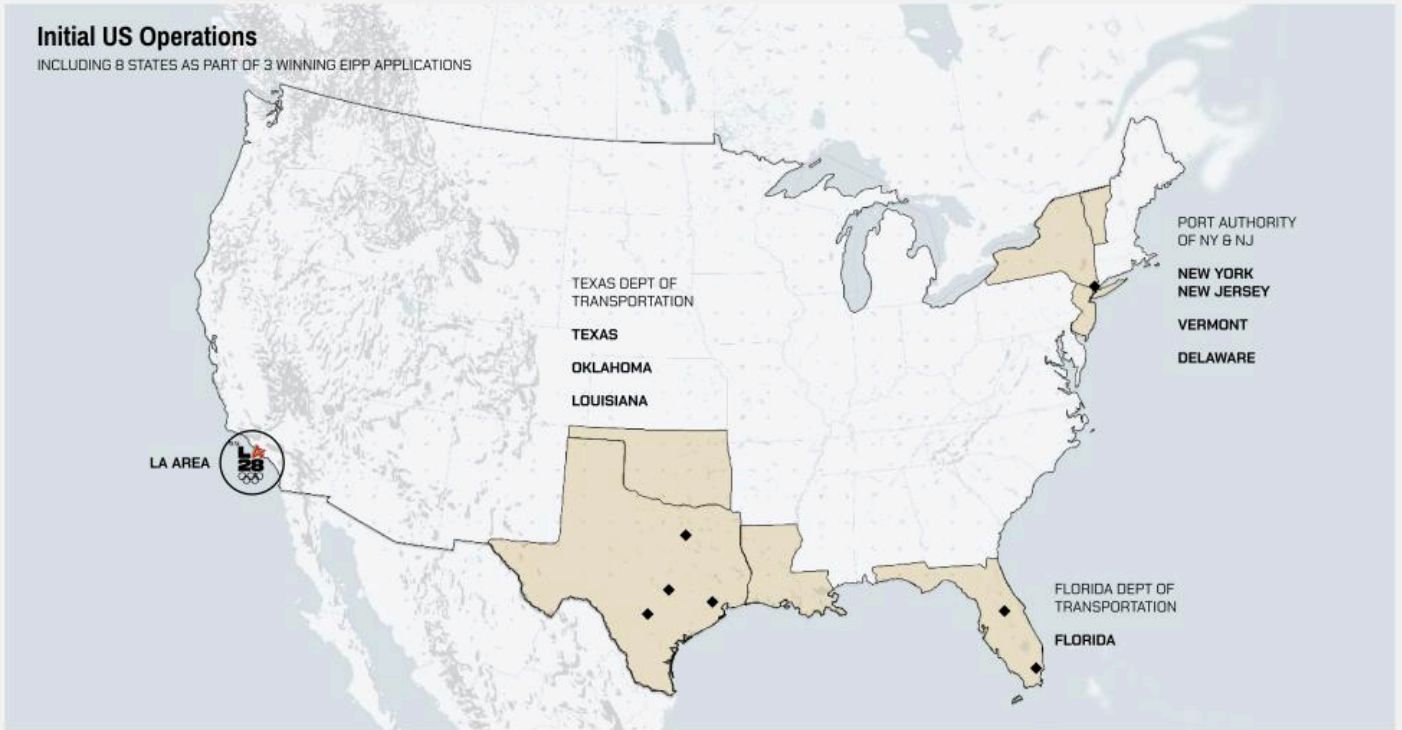
Founder & Chief Executive Officer



TRACKING OUR PROGRESS







US Operations Expected to Begin This Year

Archer expects Midnight operations in American cities to begin this year through the White House's eVTOL Integration Pilot Program (eIPP) and as part of its preparation to serve as the Official Air Taxi Provider of the LA28 Olympic Games, in coordination with the US Department of Transportation and FAA. Under the eIPP, Archer was selected as an air taxi partner in 3 winning applications encompassing 8 states, including Florida, Texas and New York.

Advanced Commercial Readiness

Expanded flight test program, with piloted VTOL and CTOL flights across expanded fleet taking place on a near daily basis and often multiple times a day. Click [here](#) to view a video of Archer's recent flight test highlights.

Record FAA Certification Progress

Archer reached a key milestone on its path to FAA Type Certification of Midnight, becoming the first eVTOL company to close Phase 3 of the FAA's 4-phase Type Certification process.*

In parallel with its work to close out Phase 3, Archer has already been advancing its work in Phase 4 for some time now. This is where Midnight's compliance with FAA airworthiness requirements will be demonstrated through formal testing and analysis.

*Based on information available to Archer at the time of this letter



Significant Progress on Dual-Use, Hybrid, Autonomous Aircraft

Archer's work continues in partnership with Anduril on its dual-use, hybrid, autonomous aircraft, believing it to be the most sophisticated vertical lift platform ever developed in its category. As part of this program, Archer anticipates beginning to win phased government awards this year.

Rapidly Advancing AI Stack

Archer continued to advance its AI stack this quarter through its partnerships with three category-defining technology leaders.

NVIDIA is integrating its IGX Thor platform to power safety-capable onboard compute and autonomy-ready flight systems. Starlink will deliver high-speed, low-latency LEO satellite connectivity for Midnight aircraft. And our partner Palantir was recently downselected as a finalist for the FAA's SMART AI project instrumental to DOT's ~\$20B air traffic control modernization effort.





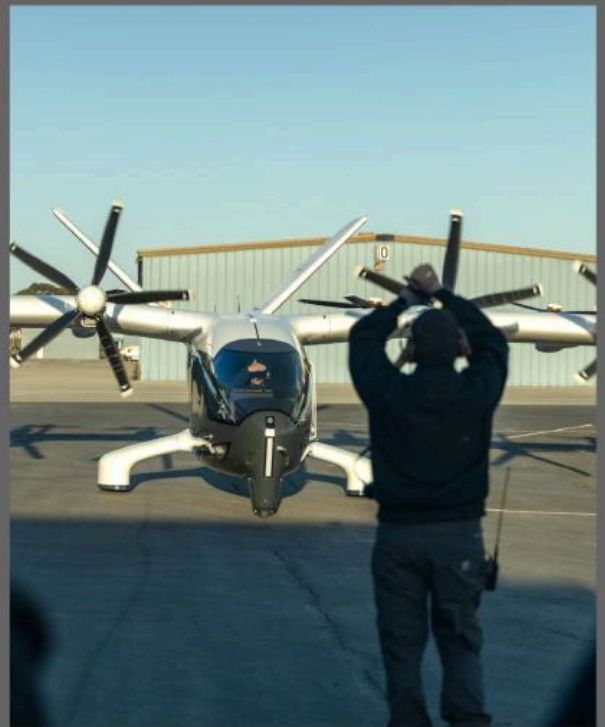


BEHIND THE SCENES



























Forward-Looking Statements & Disclaimers

This shareholder letter contains forward-looking statements under the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. These statements include those regarding the design, safety, and target specifications of its aircraft; pace of design and regulatory progress; the timing, phasing, geographic scope and planned operations under the eIPP; its ability to timely develop, certify, test, manufacture and deploy its eVTOL aircraft and develop vertiport infrastructure, or its ability to do so at all; development of its hybrid aircraft and defense programs; timing and ability to win a defense program award; planned operations of Hawthorne Airport and its intended role as a strategic network hub; expansion of its planned business lines and development of new business opportunities; and plans and anticipated benefits of acquisitions, strategic investments, partnerships and collaborations with third parties. In addition, this document refers to agreements that remain conditional, subject to the future execution of definitive agreements and the satisfaction of certain conditions. Such agreements may not be completed or may contain different terms than those currently contemplated. In some cases, forward-looking statements can be identified by terms such as "may," "will," "appears," "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 our expectations, strategy, plans, or intentions. Such statements are subject to a number of known and unknown risks, uncertainties, assumptions, and other factors that may cause the Company's actual results, performance, or achievements to differ materially from results expressed or implied in this letter. Investors are cautioned not to place undue reliance on these statements, and reported results should not be considered as an indication of future performance.

Some statements relate to agreements that are conditional on execution of definitive agreements and satisfaction of certain requirements. These agreements may not be completed or could differ materially from current expectations. Forward-looking statements are based upon various estimates and assumptions, as well as information known to us as of the date hereof, and are subject to risks and uncertainties. Accordingly, actual results could differ materially due to a variety of factors, including: the early stage nature of our business and our past and projected future losses; our ability to design, manufacture, and commercialize our aircraft; risks associated with indicative orders from certain third parties for our aircraft, which are subject to the satisfaction of certain conditions and/or further negotiation and reaching mutual agreement on certain material terms, and the risk that such parties cancel such orders or never place them; the early nature of our defense program and our ability to win bids to develop defense aircraft and technologies; government spend for the air traffic control system; our ability to market eVTOL aircraft, attract customers and compete with existing and new competitors in existing and new markets; risks related to infrastructure development, vertiport availability, airspace integration, and municipal permits; ability to obtain any required certifications, licenses, approvals, or authorizations from governmental authorities; ability to timely achieve business milestones, or at all, such as scaling manufacturing while maintaining quality, reliability, safety and regulatory compliance; our dependence on suppliers for aircraft parts and components; tariffs, export controls or other trade restrictions; natural disasters, public health outbreaks, economic, social, weather, growth constraints or other circumstances affecting metropolitan areas; the potential for losses and adverse publicity stemming from any aircraft accidents, especially those involving electric aircraft or lithium-ion batteries, or our test flights; risks associated with indexed price escalation clauses in aircraft contracts; ability to hire, train, and retain key and highly specialized technical and operational personnel litigation, including intellectual property claims; capital market volatility and access to financing on acceptable terms; federal government shutdown; and cybersecurity risks.

Additional risks and uncertainties that could cause actual results to differ from the results predicted are more fully detailed in our filings with the Securities and Exchange Commission ("SEC"), including our most recent Annual Report on Form 10-K, which is or will be available on our investor relations website at <http://investors.archer.com> and on the SEC website at www.sec.gov. In addition, please note that any forward-looking statements contained herein are based on current expectations and assumptions that Archer believes to be reasonable as of the date of this shareholder letter. Archer undertakes no obligation to update these statements as a result of new information or future events.





WHERE WE'RE GOING,
WE DON'T NEED ROADS







Archer's Midnight aircraft during a recent flight test

Archer Announces First Quarter 2026 Results, Highlighting Record FAA Certification Progress With Initial US Operations Expected In 2026

- US operations expected to begin this year under the White House's eVTOL Integration Pilot Program (eIPP) and in preparation for LA28 Olympic Games
- Advanced commercial readiness with expanded piloted flight test program and operations of Hawthorne Airport in LA
- Record FAA certification progress as the first to close Phase 3 of the FAA's 4-phase Type Certification process for eVTOL aircraft*
- Significant progress on dual-use, hybrid, autonomous aircraft with phased program awards expected later this year
- Rapidly advancing AI stack through partnerships with NVIDIA, Palantir, and Starlink amid the DOT's ~\$20B ATC modernization effort
- Ended Q1 2026 with strong liquidity of ~\$1.8B and spending in line with guidance

SANTA CLARA, CA, May 11, 2026 - Archer Aviation Inc. ("Archer" or the "Company") (NYSE: ACHR) today announced operating and financial results for the first quarter ended March 31, 2026. The Company issued a [shareholder letter](#) from founder and CEO, Adam Goldstein, discussing highlights from the quarter.

Commenting on first quarter 2026 results, Adam Goldstein said:

“This was another banner quarter for Archer. We made tremendous progress towards beginning operations in the US later this year, with record FAA certification progress and our most expansive flight testing to date. But what is clear to me is that Archer is far more than an air taxi company. Our defense and AI software efforts are advancing quickly, and they’re opening up an even bigger future for us. We’re investing and building accordingly.”

Live Webcast Details

Archer will host a live webcast to discuss its results at 2:00 p.m. Pacific Time today. The live webcast and replay are accessible via Archer’s investor relations website at investors.archer.com or conference call by dialing 1 833-461-5787 (domestic) or +1 585-542-9983 (international) and entering the access code 641143600.

Recent Highlights

US Operations Expected to Begin this Year Under eIPP and in Preparation for LA28 Olympic Games

Archer expects Midnight operations in American cities to begin this year as part of the White House’s eIPP and in preparation to serve as the Official Air Taxi Provider of the LA28 Olympic Games, in coordination with the DOT and FAA. Archer was recently selected as an air taxi partner in 3 winning applications encompassing 8 states, including Florida, Texas, and New York.

The eIPP and the LA28 Olympic Games pave the way for Archer to showcase its air taxi technology in parallel with its continued work toward FAA Type Certification for Midnight.

Record FAA Certification Progress

In April, Archer reached a key milestone on its path to FAA Type Certification of Midnight, becoming the first eVTOL company to close Phase 3 of the FAA’s 4-phase Type Certification process.*

In parallel with its work to close out Phase 3, Archer has been driving progress in Phase 4 for some time now. This is where Midnight’s compliance with FAA airworthiness requirements will be demonstrated through formal testing and analysis. Phase 4 builds on the certification basis, means of compliance, and test plans established in the earlier phases.

Advanced Commercial Readiness

Archer’s flight test program continued to expand this quarter, with piloted VTOL and CTOL flights across its expanded fleet occurring nearly every day, often multiple times a day. Click [here](#) to view a video of Archer’s recent flight test highlights.

Archer also took over operations of Hawthorne Airport in LA, marking a key step in its plan to develop the site into the airport of the future. Located near LAX and several major LA sports and entertainment venues, Hawthorne Airport is expected to anchor Archer’s planned LA air taxi operations while also serving as an innovation hub for next-generation aviation technologies.

Significant Progress on Dual-Use, Hybrid, Autonomous Aircraft

Archer's work continues alongside Anduril on its dual-use, hybrid, autonomous aircraft, with the goal of delivering one of the most sophisticated vertical lift platforms ever developed in this category. As part of this program, Archer anticipates beginning to win phased government awards this year.

Rapidly Advancing AI Stack

Archer continued to advance its AI stack this quarter through partnerships with three category-defining technology leaders. NVIDIA is integrating its IGX Thor platform to power safety-capable onboard compute and autonomy-ready flight systems. Starlink will deliver high-speed, low-latency LEO satellite connectivity for Midnight aircraft. And our partner Palantir was recently downselected as a finalist for the FAA's SMART AI project, instrumental to DOT's ~\$20B air traffic control modernization effort.

Ended Quarter With ~\$1.8 Billion in Liquidity

Archer continues to maintain a strong balance sheet with ~\$1.8B in liquidity and limited debt exposure. Q1 2026 marks another quarter of demonstrating consistent financial execution, with Archer meeting its Adjusted EBITDA loss guidance for the quarter.

*Based on information available to Archer at the time of this release.

First Quarter 2026 Financial Results

We reference several non-GAAP metrics in the financial discussion that follows. Unless otherwise noted or defined, our non-GAAP metrics are calculated by starting with the equivalent GAAP metric. A reconciliation of non-GAAP financial measures to the most comparable GAAP measures is provided below in the section titled “GAAP to Non-GAAP Reconciliation”.

SUMMARY FINANCIALS

(In millions; unaudited)

	QUARTER ENDED		
	MAR 31, 2026	DEC 31, 2025	MAR 31, 2025
REVENUE	\$ 1.6	\$ 0.3	\$ -
TOTAL OPERATING EXPENSES	256.2	234.7	144.0
NET LOSS	(217.7)	(188.9)	(93.4)
NON-GAAP TOTAL OPERATING EXPENSES	181.9	144.2	113.1
ADJUSTED EBITDA	(172.5)	(137.9)	(109.0)
CASH, CASH EQUIVALENTS & SHORT-TERM INVESTMENTS	1,775.9	1,964.7	1,030.4

Key Financial Highlights

Liquidity & Cash Flows

- We ended Q1 2026 with \$1,775.9 million of cash, cash equivalents, and short-term investments on our balance sheet and an additional \$7.3 million of restricted cash.
- Our Q1 2026 cash, cash equivalents, and short-term investments decreased by \$188.8 million from Q4 2025, primarily due to the \$149.1 million cash used in operating activities and \$32.6 million used in the purchase of property and equipment.

Revenue

- Our Q1 2026 Revenue increased by \$1.3 million from Q4 2025 to \$1.6 million as we expanded operations at the Hawthorne Airport in LA.

Operating Expenses & Net Loss

- Q1 2026 Operating Expenses increased by \$21.5 million from Q4 2025 as we continued to

invest in expanding flight testing, certification efforts, and production activities for our Midnight aircraft, along with the investment in the design and development efforts for our hybrid aircraft.

- Q1 2026 Net Loss increased by \$28.8 million from Q4 2025 primarily driven by \$21.5 million increase in operating expenses, \$7.3 million decrease in non-cash gain within other income (expense), net, and a \$1.2 million decrease in interest income, net, offset by \$1.3 million increase in revenue generated.

Adjusted EBITDA

- Q1 2026 Adjusted EBITDA was a loss of \$172.5 million, which is within the guidance range of \$160 million - \$180 million. The loss was a planned increase of \$34.6 million over Q4 2025, mainly due to the reasons mentioned above for the increase in operating expenses.

Q2 2026 Financial Estimates

- Archer's financial estimates for the second quarter of 2026 are as follows:
 - Adjusted EBITDA expected to be a loss of \$170 million to \$200 million.

We have not reconciled our Adjusted EBITDA estimates because certain items that impact non-GAAP metrics are uncertain or out of our control and cannot be reasonably predicted. In particular, stock-based compensation expense and change in fair value of warrants is impacted by the future fair market value of our common stock and warrants along with other factors, all of which are difficult to predict, subject to frequent change, or not within our control. The actual amount of these expenses during 2026 will have a significant impact on our future GAAP financial results. Accordingly, a reconciliation of non-GAAP metrics is not available without unreasonable effort.

About Archer

Archer builds the aircraft and core technologies that will define the next era of flight for aerospace and defense.

To learn more, visit www.archer.com.

For Investors

investors@archer.com

For Media

The Brand Amp

Archer@TheBrandAmp.com

Source: Archer

Text: ArcherIR

Forward-Looking Statements and Disclaimers

This press release contains forward-looking statements regarding Archer's future business plans, expectations, and opportunities. These statements include those regarding its expected financial results for the second quarter of 2026; the design, safety, and target specifications of its aircraft; pace of design and regulatory progress, the timing, phasing, geographic scope and planned operations under the eIPP; its ability to timely develop, certify, test, manufacture and deploy its eVTOL aircraft and develop vertiport infrastructure, or its ability to do so at all; development of its hybrid aircraft and defense programs; timing and ability to win a defense program award; planned operations of Hawthorne Airport and its intended role as a strategic network hub; expansion of its planned business lines and development of new business opportunities; and plans and anticipated benefits of acquisitions, strategic investments, partnerships, and collaborations with third parties. In addition, this press release refers to agreements that remain conditional, subject to the future execution of definitive agreements and the satisfaction of certain conditions. Such agreements may not be completed or may contain different terms than those currently contemplated. These forward-looking statements are only predictions and may differ materially from actual results due to a variety of factors. The risks and uncertainties that could cause actual results to differ from the results predicted are more fully detailed in Archer's filings with the Securities and Exchange Commission ("SEC"), including its most recent Annual Report on Form 10-K, which is or will be available on its investor relations website at investors.archer.com and on the SEC website at www.sec.gov. In addition, please note that any forward-looking statements contained herein are based on current expectations and assumptions that Archer believes to be reasonable as of the date of this press release. Archer undertakes no obligation to update these statements as a result of new information or future events.

ARCHER AVIATION INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In millions; unaudited)

	As of	
	MAR 31, 2026	DEC 31, 2025
Assets		
Current assets		
Cash and cash equivalents	\$ 951.1	\$ 1,021.5
Restricted cash	7.3	7.3
Short-term investments	824.8	943.2
Prepaid expenses	58.1	47.3
Other current assets	58.5	56.8
Total current assets	1,899.8	2,076.1
Property and equipment, net	278.6	253.6
Intangible assets, net	81.6	80.2
Right-of-use assets	39.3	40.8
Goodwill	2.4	0.1
Other long-term assets	21.1	15.1
Total assets	\$ 2,322.8	\$ 2,465.9
Liabilities and Stockholders' Equity		
Current liabilities		
Accounts payable	\$ 25.4	\$ 30.2
Current portion of lease liabilities	4.7	5.3
Accrued expenses and other current liabilities	73.7	68.1
Current portion of debt	1.4	0.8
Total current liabilities	105.2	104.4
Debt, net of current liabilities	78.8	79.5
Lease liabilities, net of current portion	36.9	36.3
Warrant liabilities	7.1	29.9
Other long-term liabilities	15.4	13.0
Total liabilities	243.4	263.1
Stockholders' equity		
Class A common stock, \$0.0001 par value	0.1	0.1
Additional paid-in capital	4,604.0	4,507.9
Accumulated deficit	(2,521.5)	(2,303.8)
Accumulated other comprehensive loss	(3.2)	(1.4)
Total stockholders' equity	2,079.4	2,202.8
Total liabilities and stockholders' equity	\$ 2,322.8	\$ 2,465.9

ARCHER AVIATION INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In millions, except share and per share data; unaudited)

	QUARTER ENDED		
	MAR 31, 2026	DEC 31, 2025	MAR 31, 2025
Revenue	\$ 1.6	\$ 0.3	\$ -
Operating expenses:			
Cost of revenue	1.3	0.3	-
Research and development	171.7	147.1	103.7
General and administrative	83.2	87.3	40.3
Total operating expenses	256.2	234.7	144.0
Loss from operations	(254.6)	(234.4)	(144.0)
Other income (expense), net	20.6	27.9	42.0
Interest income, net	16.4	17.6	8.7
Loss before income taxes	(217.6)	(188.9)	(93.3)
Income tax expense	(0.1)	-	(0.1)
Net loss	\$ (217.7)	\$ (188.9)	(93.4)
Net loss per share, basic and diluted	\$ (0.28)	\$ (0.26)	(0.17)
Weighted-average shares outstanding, basic and diluted	766,850,002	714,436,497	540,427,085

ARCHER AVIATION INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions; unaudited)

	QUARTER ENDED	
	MAR 31, 2026	MAR 31, 2025
Cash flows from operating activities		
Net loss	\$ (217.7)	\$ (93.4)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization expense	7.8	4.1
Stock-based compensation expense	70.4	30.1
Change in fair value of warrant liabilities	(22.8)	(41.7)
Non-cash lease expense	1.7	0.8
Research and development warrant expense	-	0.8
General and administrative warrant expense	1.1	-
Amortization of short-term investments purchased at a premium	1.6	-
Others	0.3	-
Changes in operating assets and liabilities:		
Prepaid expenses	(5.4)	(1.6)
Other current assets	1.9	(1.2)
Other long-term assets	(6.5)	(1.7)
Accounts payable	(5.2)	0.5
Accrued expenses and other current liabilities	28.0	8.1
Operating lease right-of-use assets and lease liabilities, net	(0.3)	(1.0)
Other long-term liabilities	(4.0)	1.6
Net cash used in operating activities	(149.1)	(94.6)
Cash flows from investing activities		
Purchase of property and equipment	(32.6)	(10.0)
Proceeds from maturities of short-term investments	115.0	-
Business acquisition, net of cash acquired	(3.7)	-
Net cash provided by (used in) investing activities	78.7	(10.0)
Cash flows from financing activities		
Repayment of long-term debt	(0.1)	-
Proceeds from PIPE financing	-	10.0
Proceeds from issuance of common stock	-	301.8
Proceeds from exercise of stock options	0.1	-
Payment of offering costs in connection with financing activities	-	(11.6)
Net cash provided by financing activities	-	300.2
Net change in cash, cash equivalents, and restricted cash	(70.4)	195.6
Cash, cash equivalents, and restricted cash, beginning of period	1,028.8	841.3
Cash, cash equivalents, and restricted cash, end of period	\$ 958.4	\$ 1,036.9

Reconciliation of Selected GAAP To Non-GAAP Results

A reconciliation of total operating expenses to non-GAAP total operating expenses for the quarters ended March 31, 2026, December 31, 2025, and March 31, 2025, respectively, are set forth below.

RECONCILIATION OF OPERATING EXPENSES

(In millions; unaudited)

	QUARTER ENDED		
	MAR 31, 2026	DEC 31, 2025	MAR 31, 2025
TOTAL OPERATING EXPENSES	\$ 256.2	\$ 234.7	\$ 144.0
Adjusted to exclude the following:			
Stellantis warrant expense ⁽¹⁾	-	(0.9)	(0.8)
General and administrative warrant expense	(1.1)	-	-
Stock-based compensation expense ⁽²⁾	(70.4)	(88.9)	(30.1)
Acquisition-related expenses ⁽³⁾	(2.8)	(0.7)	-
NON-GAAP TOTAL OPERATING EXPENSES	\$ 181.9	\$ 144.2	\$ 113.1

1. Amounts include non-cash warrant costs, classified as research and development expenses, for the warrants issued to Stellantis in connection with certain services they are providing to the Company.
2. Amounts primarily include stock-based compensation expense for options and restricted stock units issued to employees, non-employees, including the grants issued to our founder and shares issued to vendors.
3. Amounts reflect acquisition related cash expenses.

Reconciliation of Selected GAAP To Non-GAAP Results

A reconciliation of net loss to Adjusted EBITDA for the quarters ended March 31, 2026, December 31, 2025, and March 31, 2025, respectively, are set forth below.

RECONCILIATION OF ADJUSTED EBITDA

(In millions; unaudited)

	QUARTER ENDED		
	MAR 31, 2026	DEC 31, 2025	MAR 31, 2025
NET LOSS	\$ (217.7)	\$ (188.9)	\$ (93.4)
Adjusted to exclude the following:			
Other (income) expense, net ⁽¹⁾	(20.6)	(27.9)	(42.0)
Interest income, net	(16.4)	(17.6)	(8.7)
Income tax expense	0.1	-	0.1
Depreciation and amortization expense	7.8	6.0	4.1
Stellantis warrant expense ⁽²⁾	-	0.9	0.8
General and administrative warrant expense	1.1	-	-
Stock-based compensation expense ⁽³⁾	70.4	88.9	30.1
Acquisition-related expenses ⁽⁴⁾	2.8	0.7	-
ADJUSTED EBITDA	\$ (172.5)	\$ (137.9)	\$ (109.0)

1. Amounts primarily include changes in fair value of the public and private warrants, which are classified as warrant liabilities.
2. Amounts include non-cash warrant costs, classified as research and development expenses, for the warrants issued to Stellantis in connection with certain services they are providing to the Company.
3. Amounts primarily include stock-based compensation expense for options and restricted stock units issued to employees, non-employees, including the grants issued to our founder and shares issued to vendors.
4. Amounts reflect acquisition-related cash expenses.

Non-GAAP Financial Measures

To supplement our consolidated financial results prepared in accordance with GAAP, we use the following non-GAAP financial measures: Non-GAAP total operating expenses and Adjusted EBITDA. The presentation of these financial measures is not intended to be considered in isolation or as a substitute for, or superior to, financial information prepared and presented in accordance with GAAP. Investors are cautioned that there are material limitations associated with the use of non-GAAP financial measures as an analytical tool. In particular, these non-GAAP financial measures have no standardized meaning prescribed by GAAP and are not based on a comprehensive set of accounting rules or principles and many of the adjustments to the GAAP financial measures reflect the exclusion of items that are recurring and may be reflected in our financial results for the foreseeable future. In addition, these measures may be different from non-GAAP financial measures used by other companies, limiting their usefulness for comparison purposes. We compensate for these limitations by providing specific information regarding the GAAP amounts excluded from these non-GAAP financial measures.

We believe that the use of non-GAAP financial measures help us evaluate our business and financial performance, identify trends impacting our business, formulate business plans and financial projections, and make strategic decisions. We believe that disclosing non-GAAP financial measures to the readers of our financial statements provides useful supplemental data that, while not a substitute for GAAP financial measures, can offer insight in the review of our operating and financial results and enables investors to more fully understand our performance and cash trends by removing the effects of certain non-cash expenses and non-recurring items.

We excluded items in the following general categories from one or more of our non-GAAP financial measures, certain of which are described below:

STOCK-BASED COMPENSATION EXPENSE

We exclude stock-based compensation expense, which is a non-cash expense, from these non-GAAP financial measures because we believe that excluding this item provides meaningful supplemental information on our operating results and enhances our ability and the ability of the investors to understand the impact of non-cash stock-based compensation expense on our operating results.

WARRANT EXPENSE & GAINS OR LOSSES FROM REVALUATION OF WARRANTS

Expense from our common stock warrants issued to Stellantis, which is recurring (but non-cash), expense from one-time issuance of warrant and gains or losses from change in fair value of public and private warrants from revaluation will be reflected in our financial results for the foreseeable future. We exclude warrant expense and gains or losses from change in fair value for similar reasons to our stock-based compensation expense.

ACQUISITION-RELATED EXPENSE

We exclude cash expenses, including diligence, legal, advisory and other costs incurred with acquisitions, from these non-GAAP financial measures because we believe these transaction-specific expenses are inconsistent in amount and frequency and do not correlate to the operation of our business and excluding these provides meaningful supplemental information on our operating results and enhances our ability and the ability of the investors to understand the impact of non-recurring acquisition-related expense on our operating results.

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