

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): **October 12, 2021**

**INDIE SEMICONDUCTOR, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-40481**  
(Commission File Number)

**87-0913788**  
(IRS Employer  
Identification No.)

**32 Journey**  
**Aliso Viejo, California**  
(Address of Principal Executive Offices)

**92656**  
(Zip Code)

Registrant's telephone number, including area code: **(949) 608-0854**

(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	INDI	The Nasdaq Stock Market LLC
Warrants, each whole warrant exercisable for one share of Class A common stock for \$11.50 per share	INDIW	The Nasdaq Stock Market LLC

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 3.02 Unregistered Sales of Equity Securities**

In connection with the acquisition of TERAXION INC, a Canadian corporation (“TeraXion”) by indie Semiconductor, Inc., a Delaware corporation (“indie”) described in Item 8.01 below (the “Acquisition”), indie issued 5,805,144 shares of indie Class A common stock to the former stockholders of TeraXion. The additional information set forth in Item 8.01 of this Current Report on Form 8-K regarding the issuance of such shares and the Acquisition is incorporated by reference herein.

### **Item 8.01. Other Events**

On October 12, 2021, indie completed its previously announced acquisition of all of the outstanding capital stock of TeraXion from the existing stockholders of TeraXion. The Acquisition was consummated pursuant to a Share Purchase Agreement dated August 27, 2021 (the “Purchase Agreement”).

The total consideration paid for the Acquisition consisted of: (i) the payment by indie of approximately \$80 million in cash; (ii) the issuance by indie of 5,805,144 shares of indie Class A common stock; and (iii) the assumption by indie of TeraXion options, which will become exercisable to purchase 1,542,332 shares of indie Class A common stock.

The shares of indie Class A common stock issued in connection with the Acquisition were issued in reliance upon the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended, or Rule 506 promulgated thereunder. indie has also agreed (i) to file a Registration Statement on Form S-1 with the Securities and Exchange Commission (the “SEC”) to register for resale the shares of indie Class A common stock issued to the TeraXion stockholders in connection with the Acquisition; and (ii) to file a Registration Statement on Form S-8 with the SEC to register the shares of indie Class A common stock issuable upon exercise of the TeraXion options assumed by indie in the Acquisition.

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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.

**INDIE SEMICONDUCTOR, INC.**

October 15, 2021

By: /s/ Thomas Schiller

Name: Thomas Schiller  
Title: Chief Financial Officer & EVP of Strategy  
(Principal Financial Officer)