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

December 20, 2022

Date of Report (Date of earliest event reported)



EMCORE CORPORATION

Exact Name of Registrant as Specified in its Charter

New Jersey
State of Incorporation

Emerging growth company \Box

001-36632

Commission File Number

22-2746503

IRS Employer Identification Number

2015 W. Chestnut Street, Alhambra, California, 91803

Address of principal executive offices, including zip code

(626) 293-3400

Registrant's telephone number, including area code

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

oliciting material pursuant to Rule 14a re-commencement communications pu	•	
Pre-commencement communications pu	* *	
	Securities registered pursuant to	Section 12(b) of the Act:
Title of Each Class	Trading symbol(s)	Name of Each Exchange on Which Registered
	EMKR	The Nasdag Stock Market LLC

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. \square

Item 2.02 Results of Operations and Financial Condition.

On December 20, 2022, EMCORE Corporation (the "Registrant") issued a press release disclosing its financial results for its fourth fiscal quarter and fiscal year ended September 30, 2022. A copy of this press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K ("Current Report").

The information in this Current Report, including Exhibit 99.1 hereto, shall not be incorporated by reference into any filing of the Registrant under the Securities Act of 1933 or the Securities Exchange Act of 1934 (the "Exchange Act"), whether made before or after the date hereof, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference in such filing. Furthermore, the information in this Current Report, including Exhibit 99.1 hereto, shall not be deemed to be "filed" for purposes of Section 18 of the Exchange Act, or otherwise be subject to the liabilities of that section.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Exhibit Description
99.1	Press Release, dated December 20, 2022, issued by EMCORE Corporation.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

EMCORE CORPORATION

By: /s/ Tom Minichiello
Name: Tom Minichiello
Title: Chief Financial Officer

December 20, 2022

EMCORE Reports Fiscal 2022 Fourth Quarter Results

ALHAMBRA, CA, December 20, 2022 – EMCORE Corporation (Nasdaq: EMKR), a leading provider of advanced mixed-signal products that serve the aerospace and defense, communications, and sensing markets, today announced results for the fiscal 2022 fourth quarter (4Q22) ended September 30, 2022. Management will host a conference call to discuss 4Q22 financial and business results today at 5:00 p.m. Eastern Time (ET).

For 4Q22, EMCORE's consolidated revenue was \$25.6 million, comprised of \$21.0 million from the Aerospace and Defense (A&D) segment and \$4.6 million from the Broadband segment. Net loss was \$16.9 million and \$10.9 million on a GAAP and non-GAAP basis, respectively. Adjusted EBITDA was negative \$9.4 million. Please refer to the schedules at the end of this press release for GAAP to non-GAAP reconciliations and other information related to non-GAAP financial measures.

"4Q22 represents the beginning of a new era for EMCORE. We closed the acquisition of the Inertial Navigation product lines from KVH Industries which, in combination with the Space & Navigation acquisition the quarter before, and existing QMEMS and FOG products, creates the world's largest independent provider of Inertial Navigation solutions. The strength of the combined larger product portfolio enhances our ability to serve key A&D customers in this \$3 billion plus market," said Jeff Rittichier, President and Chief Executive Officer of EMCORE. "A&D accounted for over 80% of the top-line in 4Q22, and while A&D gross margin was adversely impacted by integration-related and other items during the quarter, we have been working diligently on a re-organization initiative to move us closer to operating as one cohesive Inertial Navigation business and to profitability. Additionally, we recently completed the sale/leaseback of the Tinley Park property, adding \$10.3 million in cash to our balance sheet in December."

Consolidated Results

	Three Mo	nths Ended]
	Sep 30, 2022	Jun 30, 2022	+increase/
	4Q22	3Q22	-decrease
Revenue	\$25.6M	\$23.7M	+\$1.9M
Gross margin	4%	16%	-12%
Operating expenses	\$18.2M	\$11.0M	+\$7.2M
Operating margin	(67 %)	(30 %)	-37%
Net loss	(\$16.9M)	(\$7.6M)	-\$9.3M
Net loss per share diluted	(\$0.45)	(\$0.20)	-\$0.25
Non-GAAP gross margin (a)	2%	18%	-16%
Non-GAAP operating expenses (a)	\$11.2M	\$10.5M	+\$0.7M
Non-GAAP operating margin (a)	(42%)	(27%)	-15%
Non-GAAP net loss (a)	(\$10.9M)	(\$6.3M)	-\$4.6M
Non-GAAP net loss per share diluted (a)	(\$0.29)	(\$0.17)	-\$0.12
Adjusted EBITDA	(\$9.4M)	(\$5.1M)	-\$4.3M
Ending cash and cash equivalents	\$26.1M	\$75.1M	-\$49.0M
Line of credit and Loan payable	\$15.5M	\$	+\$15.5M

(a) Please refer to the schedules at the end of this press release for GAAP to non-GAAP reconciliations and other information related to non-GAAP financial measures.

Aerospace and Defense Segment

For Q422, A&D's sequential-quarter revenue increase was driven primarily by the addition of the Inertial Navigation product line acquired from KVH Industries, Inc. on August 9, 2022. A&D segment gross margin decreased primarily as a result of numerous factors related to the transition of newly acquired operations in Budd Lake, NJ and Tinley Park, IL as well as QMEMS inventory valuation charges during the quarter.

¹ All sales are to unaffiliated third-party customers.

	Three Moi		
	Sep 30, 2022 Jun 30, 2022		+increase/
	4Q22	4Q22 3Q22 -decreas	
A&D segment revenue	\$21.0M	\$13.4M	+\$7.6M
A&D segment gross margin	4%	12%	-8%
A&D segment R&D expense	\$3.5M	\$3.8M	-\$0.3M
A&D segment profit	(\$2.6M)	(\$2.3M)	-\$0.3M
Non-GAAP A&D segment gross margin (a)	2%	13%	-11%
Non-GAAP A&D segment R&D expense (a)	\$3.7M	\$3.7M	\$M
Non-GAAP A&D segment profit	(\$3.3M)	(\$1.9M)	-\$1.4M

(a) Please refer to the schedules at the end of this press release for GAAP to non-GAAP reconciliations and other information related to non-GAAP financial measures.

Broadband Segment

For Q422, Broadband's sequential-quarter revenue decrease was primarily due to a decline in CATV revenue. Broadband segment gross margin decreased primarily as a result of the lower revenue and higher under-absorption of fixed overhead. R&D expense increased due to higher product development expenses associated with Chips and Sensing products.

	Three Moi		
	Sep 30, 2022 4Q22	Jun 30, 2022 3Q22	+increase/ -decrease
Broadband segment revenue	\$4.6M	\$10.3M	-\$5.7M
Broadband segment gross margin	3%	23%	-20%
Broadband segment R&D expense	\$1.4M	\$0.7M	+\$0.7M
Broadband segment profit	(\$1.2M)	\$1.7M	-\$2.9M
Non-GAAP Broadband segment gross margin (a)	1%	24%	-22%
Non-GAAP Broadband segment R&D expense (a)	\$1.6M	\$0.6M	+\$1.0M
Non-GAAP Broadband segment profit	(\$1.5M)	\$1.9M	-\$3.4M

(a) Please refer to the schedules at the end of this press release for GAAP to non-GAAP reconciliations and other information related to non-GAAP financial measures.

Business Outlook

The Company expects revenue for the fiscal 2023 first quarter ending December 31, 2022 to be in the range of \$25 million to \$27 million.

Conference Call

The Company will discuss its financial results on Tuesday, December 20, 2022 at 5:00 p.m. ET (2:00 p.m. PT). To participate in the conference call, click on the following link (ten minutes prior to the call) to register: https://register.vevent.com/register/BIe349dc322f5b477c8630cb906ea632c8. Once registered, participants will have the option of: 1) dialing in from their phone (using their PIN); or 2) clicking the "Call Me" option to receive an automated call directly to their phone. The call will be webcast live via the Company's website at http://www.emcore.com. A webcast will be available for replay following the conclusion of the call.

About EMCORE

EMCORE Corporation is a leading provider of advanced mixed-signal products that serve the aerospace and defense, communications, and sensing markets. Our best-in-class components and systems support a broad array of applications including navigation and inertial sensing, defense optoelectronics, broadband communications, optical sensing, and specialty chips for telecom and data centers. We leverage industry-leading Photonic Integrated Chip (PIC), Quartz MEMS, Lithium Niobate, and Indium Phosphide chip-level technology to deliver state-of-the-art component and system-level products across our end-market applications. EMCORE has vertically-integrated manufacturing capability at its facilities in Alhambra, CA, Budd Lake, NJ, Concord, CA, and Tinley Park, IL. Our manufacturing facilities maintain ISO 9001 quality management

certification, and we are AS9100 aerospace quality certified at our facilities in Budd Lake and Concord. For further information about EMCORE, please visit http://www.emcore.com.

Use of Non-GAAP Financial Measures

The Company conforms to U.S. Generally Accepted Accounting Principles ("GAAP") in the preparation of its financial statements. We disclose supplemental non-GAAP earnings measures for gross margin, operating expenses, research and development expenses, operating margin, and net loss, as well as adjusted EBITDA.

Management believes these supplemental non-GAAP measures reflect the Company's core ongoing operating performance and facilitates comparisons across reporting periods. The Company uses these measures when evaluating its financial results and for planning and forecasting of future periods. We believe that these supplemental non-GAAP measures are also useful to investors in assessing our operating performance. While we believe in the usefulness of these supplemental non-GAAP measures, there are limitations. Our non-GAAP measures may not be reported by other companies in our industry and/or may not be directly comparable to similarly titled measures of other companies due to potential differences in calculation. We compensate for these limitations by using these non-GAAP measures as a supplement to GAAP and by providing the reconciliations to the most comparable GAAP measure.

The schedules at the end of this press release reconcile the Company's non-GAAP measures to the most directly comparable GAAP measure. The adjustments share one or more of the following characteristics: they are unusual and the Company does not expect them to recur in the ordinary course of its business, they do not involve the expenditure of cash, they are unrelated to the ongoing operation of the business in the ordinary course, or their magnitude and timing is largely outside of the Company's control. For all reporting periods disclosed, the Company has applied consistent rationale, method, and adjustments in reconciling non-GAAP measures to the most directly comparable GAAP measure.

Non-GAAP measures are not in accordance with or an alternative to GAAP, nor are they meant to be considered in isolation or as a substitute for comparable GAAP measures. Our disclosures of these measures should be read only in conjunction with our financial statements prepared in accordance with GAAP. Non-GAAP measures should not be viewed as a substitute for the Company's GAAP results.

Forward-Looking Statements

The information provided herein may include 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 ("Exchange Act"). These forward-looking statements are largely based on our current expectations and projections about future events and financial trends affecting the financial condition of our business. Such forward-looking statements include, in particular, projections about our future results, including growth expectations in the A&D segment, expected revenue from our recent acquisitions of the Space & Navigation business of L3 Harris Technologies, Inc. and the inertial navigation business of KVH Industries, Inc., and statements about our future results of operations and financial position, plans, strategies, business prospects, changes, and trends in our business and the markets in which we operate.

These forward-looking statements may be identified by the use of terms and phrases such as "anticipates", "believes", "can", "could", "estimates", "expects", "forecasts", "intends", "may", "plans", "projects", "targets", "will", and similar expressions or variations of these terms and similar phrases. Additionally, statements concerning future matters such as projected financial results, the development of new products, future growth, enhancements or technologies, sales levels, expense levels, and other statements regarding matters that are not historical are forward-looking statements. We caution that these forward-looking statements relate to future events or our future financial performance and are subject to business, economic, and other risks and uncertainties, both known and unknown, that may cause actual results, levels of activity, performance, or achievements of our business or our industry to be materially different from those expressed or implied by any forward-looking statements.

These forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those projected, including without limitation, the following: (a) uncertainties regarding the effects of the COVID-19 pandemic, the length of time it will take for the COVID-19 pandemic to subside, and the impact of measures intended to reduce its spread on our business and operations, which is evolving and beyond our control; (b) the rapidly evolving markets for the Company's products and uncertainty regarding the development of these markets; (c) the Company's and the acquired businesses historical dependence on sales to a limited number of customers and fluctuations in the mix of products and customers in any period; (d) delays and other difficulties in commercializing new products; (e) the failure of new products: (i) to perform as expected without material defects, (ii) to be manufactured at acceptable volumes, yields, and cost, (iii) to be qualified and accepted by

our customers, and (iv) to successfully compete with products offered by our competitors; (f) uncertainties concerning the availability and cost of commodity materials and specialized product components that we do not make internally; (g) actions by competitors; (h) risks and uncertainties related to applicable laws and regulations, including the impact of changes to applicable tax laws and tariff regulations; (i) acquisition-related risks, including that (i) the revenues and net operating results obtained from our recent acquisitions may not meet our expectations, (ii) the costs and cash expenditures for integration of our recent acquisitions may be higher than expected, (iii) we may not recognize the anticipated synergies from our recent acquisitions, (iv) there could be losses and liabilities arising from these acquisitions that we will not be able to recover from any source, and (v) we may not realize sufficient scale from these acquisitions and will need to take additional steps, including making additional acquisitions, to achieve our growth objectives for this product line; (j) risks related to our ability to obtain capital; (k) the effect of component shortages and any alternatives thereto; (l) risks and uncertainties related to manufacturing and production capacity and expansion plans related thereto; (m) risks related to the conversion of order backlog into product revenue; and (n) other risks and uncertainties discussed under Item 1A - Risk Factors in our Annual Report on Form 10-K for the fiscal year ended September 30, 2021, as updated by our subsequent periodic reports.

Forward-looking statements are based on certain assumptions and analysis made in light of our experience and perception of historical trends, current conditions, and expected future developments as well as other factors that we believe are appropriate under the circumstances. While these statements represent our judgment on what the future may hold, and we believe these judgments are reasonable, these statements are not guarantees of any events or financial results. All forward-looking statements in this press release are made as of the date hereof, based on information available to us as of the date hereof, and subsequent facts or circumstances may contradict, obviate, undermine, or otherwise fail to support or substantiate such statements. We caution you not to rely on these statements without also considering the risks and uncertainties associated with these statements and our business that are addressed in our filings with the Securities and Exchange Commission ("SEC") that are available on the SEC's web site located at www.sec.gov, including the sections entitled "Risk Factors" in our Annual Report on Form 10-K and our Quarterly Reports on Form 10-Q. Certain information included in this press release may supersede or supplement forward-looking statements in our other Exchange Act reports filed with the SEC. We do not intend to update any forward-looking statement to conform such statements to actual results or to changes in our expectations, except as required by applicable law or regulation.

EMCORE CORPORATION **Condensed Consolidated Balance Sheets** (unaudited)

		September 30,					
(in thousands)		2022		2021			
ASSETS							
Current assets:							
Cash and cash equivalents	\$	25,625	\$	71,621			
Restricted cash		520		61			
Accounts receivable, net of credit loss of \$337 and \$260, respectively		18,073		31,849			
Contract assets		6,846		361			
Inventory		37,035		32,309			
Prepaid expenses and other current assets		7,124		6,877			
Assets held for sale		<u> </u>		1,241			
Total current assets		95,223		144,319			
Property, plant, and equipment, net		37,867		22,544			
Goodwill		15,608		69			
Operating lease right-of-use assets		23,243		13,489			
Other intangible assets, net		14,790		167			
Other non-current assets		2,351		225			
Total assets	\$	189,082	\$	180,813			
LIABILITIES and SHAREHOLDERS' EQUITY							
Current liabilities:							
Accounts payable	\$	12,729	\$	16,686			
Accrued expenses and other current liabilities		8,124		9,568			
Contract liabilities		5,300		368			
Loan payable - current		852		_			
Operating lease liabilities - current		2,213		1,198			
Total current liabilities		29,218		27,820			
Line of credit		9,599		_			
Loan payable- non-current		5,042		_			
Operating lease liabilities - non-current		21,625		12,684			
Asset retirement obligations		4,664		2,049			
Other long-term liabilities		106		794			
Total liabilities		70,254		43,347			
Commitments and contingencies		, .					
Shareholders' equity:							
Common stock, no par value, 50,000 shares authorized; 44,497 shares issued and 37,591 shares outstanding a of September 30, 2022; 43,890 shares issued and 36,984 shares outstanding as of September 30, 2021	S	787,347		782,266			
Treasury stock at cost; 6,906 shares as of September 30, 2022 and September 30,2021		,		,			
Accumulated other comprehensive income		(47,721) 1,301		(47,721) 687			
Accumulated other comprehensive income Accumulated deficit		(622,099)					
				(597,766)			
Total shareholders' equity	Φ.	118,828	Φ.	137,466			
Total liabilities and shareholders' equity	\$	189,082	\$	180,813			

EMCORE CORPORATION Condensed Consolidated Statements of Operations and Comprehensive (Loss) Income (unaudited)

	Three Months Ended Septem			d September 30,	Fiscal Year Ende			ed September 30,	
(in thousands, except for per share data)		2022		2021		2022		2021	
Revenue	\$	25,565	\$	43,954	\$	124,126	\$	158,444	
Cost of revenue		24,559		26,897		94,408		96,956	
Gross profit		1,006		17,057		29,718		61,488	
Operating expense:									
Selling, general, and administrative		11,160		6,603		33,710		24,544	
Research and development		4,861		4,881		18,536		17,448	
Severance		35		_		1,353		_	
(Gain) loss on sale of assets		(766)		76		(2,685)		515	
Impairment charge		2,956				2,956		_	
Total operating expense		18,246		11,560		53,870		42,507	
Operating (loss) income		(17,240)		5,497		(24,152)		18,981	
Other income (expense):									
Gain on extinguishment of debt		_		_		_		6,561	
Interest (expense) income, net		(125)		(15)		(139)		466	
Foreign exchange (loss) gain		(192)		(49)		(352)		207	
Pension income		520				171			
Total other income (expense)		203		(64)		(320)		7,234	
(Loss) income before income tax benefit (expense)		(17,037)		5,433		(24,472)		26,215	
Income tax benefit (expense)		164		(358)		139		(572)	
Net (loss) income	\$	(16,873)	\$	5,075	\$	(24,333)	\$	25,643	
Foreign exchange translation adjustment		82		(205)		173		(231)	
Pension adjustment		441				441			
Comprehensive (loss) income	\$	(16,350)	\$	4,870	\$	(23,719)	\$	25,412	
Per share data									
Net (loss) income per basic share	\$	(0.45)	\$	0.14	\$	(0.65)	\$	0.75	
Weighted-average number of basic shares outstanding		37,484		36,845		37,269		34,020	
Net (loss) income per diluted share	\$	(0.45)	\$	0.13	\$	(0.65)	\$	0.72	
Weighted-average number of diluted shares outstanding		37,484	_	38,993		37,269		35,789	

EMCORE CORPORATION Reconciliations of GAAP to Non-GAAP Financial Measures (unaudited)

		Three Mo	onths Ended		
(in thousands, except for percentages)	Sep 30, 202 4Q22			Jun 30, 2022 3Q22	
Gross profit	\$	1,006	\$	3,898	
Gross margin		4%		16%	
Stock-based compensation expense		348		275	
Asset retirement obligation accretion		64		9	
Amortization of intangible assets		58		40	
Variable compensation accrual adjustment		(1,040)		_	
Non-GAAP gross profit	\$	436	\$	4,222	
Non-GAAP gross margin		2%		18%	

	Three Mon	nths Ended
(in thousands)	Sep 30, 2022 4Q22	Jun 30, 2022 3Q22
Operating expense	\$ 18,246	\$ 10,995
Stock-based compensation expense	(1,271)	(1,248)
Severance expense	(35)	_
CATV transition - gain on sale of assets	767	1,318
Acquisition-related expense	(5,166)	(313)
Litigation-related expense	(413)	(213)
Variable compensation accrual adjustment	2,030	_
Impairment charge	(2,956)	
Non-GAAP operating expense	\$ 11,202	\$ 10,539

	Three M	Three Months Ended				
	Sep 30, 2022		Jun 30, 2022			
(in thousands, except for percentages)	4Q22		3Q22			
Operating profit	\$ (17,240	\$	(7,097)			
Operating margin	(67%))	(30%)			
Stock-based compensation expense	1,619)	1,523			
Asset retirement obligation accretion	64	1	9			
Amortization of acquired intangibles	58	}	40			
Severance expense	35	;	_			
CATV transition - gain on sale of assets	(766	5)	(1,318)			
Acquisition-related expense	5,166	5	313			
Litigation-related expense	413	3	213			
Variable compensation accrual adjustment	(3,070)	_			
Impairment charge	2,950	5	_			
Non-GAAP operating profit	\$ (10,765)) \$	(6,317)			
Non-GAAP operating margin	(42)%	ó	(27)%			
Depreciation expense	1,383	i	1,185			
Adjusted EBITDA	\$ (9,384	\$	(5,132)			
Adjusted EBITDA %	(37%))	(22%)			

							Three Months Ended			
(in thousands, except for per share a	ata ar	nd naveantagas	٠)			Sej	p 30, 2022 4Q22			0, 2022 Q22
Net (loss)	uiu ur	ia perceniages	9			<u>\$</u>	(16,873)	<u> </u>	3((7,649)
Net (loss) per share basic and dilute	d					\$	(0.45)	\$		(0.20)
Stock-based compensation expense	A					Ψ	1.619	Ψ		1,523
Asset retirement obligation accretion	1						64			9
Amortization of intangible assets							58			40
Severance expense							35			_
CATV transition - gain on sale of ass	sets						(766)			(1,318)
Acquisition-related expense							5,166			313
Litigation-related expense							413			213
Variable compensation accrual adjus	tment						(3,070)			_
Impairment charge							2,956			_
Pension (income) expense							(520)			349
Foreign exchange loss							192			185
Income tax (benefit) expense							(164)			27
Non-GAAP net loss						\$	(10,890)	\$		(6,308)
Non-GAAP net loss per share basic	and di	luted				\$	(0.29)	\$		(0.17)
Interest expense (income), net						<u> </u>	125			(9)
Depreciation expense							1,381			1,185
Adjusted EBITDA						\$	(9,384)	\$		(5,132)
Adjusted EBITDA %							(37 %))		(22 %)
		Three Mo	nths	Ended			Thre	e Mo	nths En	ded
(in thousands, except for	Se	ep 30, 2022		Jun 30, 2022			Sep 30, 20	22	Jun	30, 2022
percentages)		4Q22		3Q22			4Q22			3Q22
Aerospace and Defense					Broadband					_
Gross profit	\$	889	\$	1,551	Gross profit		\$	117	\$	2,347
Gross margin		4 %		12 %	Gross margin			3 %		23 %
Stock-based compensation expense		181		147	Stock-based compensation	expense		167		128
Asset retirement obligation accretion	l	57		_	Asset retirement obligation	accretion		7		9
Amortization of intangible assets		58		40	Amortization of intangible	assets		_		_
Variable compensation accrual adjustment		(804)		_	Variable compensation accadjustment	rual	(2	236)		_
Non-GAAP gross profit	\$	381	\$	1,738	Non-GAAP gross profit		\$	55	\$	2,484
Non-GAAP gross margin		2 %		13 %	Non-GAAP gross margin			1 %		24 %
R&D expense	\$	3,506	\$	3,834	R&D expense		\$ 1.	355	\$	679
capeane	4	2,000	Ψ	0,001	capease		,		Ψ	0,7

(167)

3,667

Stock-based compensation expense

Variable compensation accrual

Non-GAAP R&D expense

adjustment

(47)

289

1,597

\$

(80)

599

adjustment

Contact: EMCORE Corporation Tom Minichiello (626) 293-3400 investor@emcore.com

Stock-based compensation expense

Variable compensation accrual

Non-GAAP R&D expense

(170)

347

3,683

\$