

**PROSPECTUS SUPPLEMENT NO. 3**  
**(to Prospectus dated December 6, 2021)**

# **Navitas Semiconductor Corporation**

**Up to 87,007,757 Shares of Class A Common Stock**

**Up to 4,741,667 Warrants**

This prospectus supplement no. 3 amends and supplements the prospectus dated December 6, 2021 (as supplemented or amended from time to time, the “Prospectus”), which forms a part of our registration statement on Form S-1 (No. 333-261323). This prospectus supplement is being filed to update and supplement the information in the Prospectus with the information contained in our current report on Form 8-K, filed with the U.S. Securities and Exchange Commission (the “SEC”) on February 22, 2022 (the “Form 8-K”). Accordingly, we have attached the Form 8-K to this prospectus supplement.

The Prospectus and this prospectus supplement relate to: (1) the issuance by us of up to 13,100,000 shares of Class A Common Stock, par value \$0.0001 per share (the “Common Stock”), that may be issued upon exercise of warrants to purchase Common Stock at an exercise price of \$11.50 per share of Common Stock, including the Public Warrants and the Private Placement Warrants (each as defined in the Prospectus); and (2) the offer and sale, from time to time, by the selling securityholders identified in the Prospectus, or their permitted transferees, of (i) up to 87,007,757 shares of Common Stock, (ii) up to 4,666,667 Private Placement Warrants and (iii) up to 75,000 Public Warrants held by certain of our directors and their affiliates.

The Common Stock and Public Warrants are listed on The Nasdaq Stock Market LLC (the “NASDAQ”) under the symbols “NVTS” and “NVTSW,” respectively. On February 18, 2022, the last reported sales price of the Common Stock was \$9.47 per share and the last reported sales price of our Public Warrants was \$2.46 per warrant. We are an “emerging growth company” as defined under the U.S. federal securities laws and, as such, may elect to comply with certain reduced public company reporting requirements for this and future filings.

This prospectus supplement updates and supplements the information in the Prospectus and is not complete without, and may not be delivered or utilized except in combination with, the Prospectus. This prospectus supplement should be read in conjunction with the Prospectus and if there is any inconsistency between the information in the Prospectus and this prospectus supplement, you should rely on the information in this prospectus supplement.

**Investing in our securities involves risks that are described in the section entitled “Risk Factors” beginning on page 6 of the Prospectus.**

**Neither the SEC nor any state securities commission has approved or disapproved of the securities to be issued or sold under the Prospectus or determined if the Prospectus or this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.**

**The date of this prospectus supplement is February 22, 2022**

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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): February 22, 2022

NAVITAS SEMICONDUCTOR CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction  
of incorporation)

001-39755

(Commission File Number)

85-2560226

(IRS Employer Identification No.)

22 Fitzwilliam Square South, Dublin, Ireland

(Address of principal executive offices)

D02 FH68

(Zip Code)

Registrant's telephone number, including area code: (844) 654-2642

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 obligations 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	NVTS	The Nasdaq Stock Market LLC
Warrants to receive one share of Class A Common Stock at an exercise price of \$11.50 per share	NVTSW	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.



**Navitas Semiconductor Announces “Redemption Fair Market Value”  
in Connection with Previously Announced Warrant Redemption**

**El Segundo, CA, February 22, 2022** – Navitas Semiconductor Corporation (Nasdaq: NVTX, NVTXW) today announced the “Redemption Fair Market Value” in connection with its upcoming redemption of all outstanding warrants to purchase shares of Navitas Class A common stock.

Navitas previously announced it will redeem all of its publicly traded and privately held warrants that remain unexercised at 5:00 p.m. New York City time on March 7, 2022 (the “Redemption Date”), for a redemption price of \$0.10 per warrant. The “Redemption Fair Market Value” is used to determine the number of shares of stock that will be issued to warrant holders who elect to exercise their warrants on a “cashless” basis before the Redemption Date, subject to the terms of Navitas’ previously issued Notice of Redemption.

Navitas’ warrant agent, Continental Stock Transfer & Trust Company (the “Warrant Agent”), has delivered a Notice of Redemption Fair Market Value to registered holders of outstanding warrants, informing them that:

- a. based on the Redemption Date, the Redemption Fair Market Value is **\$10.33**; and
- b. as a result, holders who exercise their warrants on a “cashless” basis before 5:00 p.m. New York City time on the Redemption Date will be entitled to receive **0.261** shares of Navitas common stock per warrant exercised.

**Exercise Procedures and Deadline for Warrant Exercise**

Warrant holders have until immediately before 5:00 p.m. New York City time on the Redemption Date to exercise their warrants. Payment upon exercise of the warrants may be made either (i) in cash, at an exercise price of \$11.50 per share of common stock or (ii) on a “cashless” basis in which the exercising holder will receive 0.261 shares of Navitas common stock per warrant exercised. Warrants may be exercised on a “cashless” basis regardless of the market value of the common stock at the time of exercise and even if such value is less than the warrant exercise price of \$11.50 per share. If a holder of warrants would be entitled to receive a fractional share of stock as a result of warrants exercised at one time, the number of shares of common stock the holder will be entitled to receive will be rounded down to the nearest whole number of shares.

Holders wishing to exercise their warrants should follow the procedures described in the Notice of Redemption and the Election to Exercise form included with the notice. Holders of warrants held in “street name” should immediately contact their brokers to determine exercise procedures. Since the act of exercising is voluntary, holders must instruct their brokers to submit the warrants for exercise.

**Termination of Warrant Rights**

Any Navitas warrants that remain unexercised at 5:00 p.m. New York City time on the Redemption Date will be void and no longer exercisable, and the holders of those warrants will be entitled to receive only the redemption price of \$0.10 per warrant.

**Prospectus**

A prospectus covering the sale of the shares of common stock issuable upon the exercise of the warrants is included in a registration statement on Form S-1 (Registration No. 333-261323) filed by Navitas with, and declared effective by, the Securities and Exchange Commission (“SEC”).

**Additional Information**

For additional information, including copies of the Notice of Redemption (including the Election to Exercise form) and Notice of Redemption Fair Market Value, please visit our investor relations website at <https://ir.navitassemi.com>. Information is also available in Navitas’ related filings with the SEC, including its current reports on Form 8-K filed with the SEC on February 4, 2022 and February 22, 2022, available on our website at <https://ir.navitassemi.com> and on the SEC’s website at <https://www.sec.gov>.

Questions concerning redemption or exercise of the warrants may be directed to the Warrant Agent, Continental Stock Transfer & Trust Company, at 1 State Street, 30th Floor, New York, NY 10004, Attention: Compliance Department, or by calling (212) 509-4000.

#### **No Offer or Solicitation**

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any offer, solicitation of an offer or sale of any Navitas securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

#### **About Navitas**

Navitas Semiconductor Corporation (Nasdaq: NVTX and NVTXW) is the industry leader in GaN power ICs, founded in 2014. GaN power ICs integrate GaN power with drive, control and protection to enable faster charging, higher power density and greater energy savings for mobile, consumer, enterprise, eMobility and new energy markets. Over 145 Navitas patents are issued or pending, and over 35 million GaNFast power ICs have been shipped with zero reported GaN field failures. Navitas rang the opening bell and started trading on Nasdaq on October 20, 2021.

#### **Contact Information**

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##### *Investors*

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February 22, 2022

**NOTICE OF “REDEMPTION FAIR MARKET VALUE”  
TO THE HOLDERS OF  
NAVITAS SEMICONDUCTOR CORPORATION  
PUBLIC WARRANTS (CUSIP No. 63942X114\*)  
AND  
PRIVATE PLACEMENT WARRANTS**

Reference is made to that certain Notice of Redemption (as defined below) under which Navitas Semiconductor Corporation (the “*Company*”) committed to inform registered holders of the Company’s Warrants (as defined below) of the following information on this date.

**Background**

On February 4, 2022, the Company issued a notice of redemption (the “*Notice of Redemption*”) that it will redeem, at 5:00 p.m. New York City time on March 7, 2022 (the “*Redemption Date*”), all of the Company’s outstanding warrants (the “*Public Warrants*”) to purchase shares of the Company’s Class A Common Stock, par value \$0.0001 per share (the “*Common Stock*”), that are governed by the Warrant Agreement, dated as of December 2, 2020 (the “*Warrant Agreement*”), by and between the Company (f/k/a Live Oak Acquisition Corp. II) and Continental Stock Transfer & Trust Company, as warrant agent (the “*Warrant Agent*”), at a redemption price of \$0.10 per Public Warrant (the “*Redemption Price*”). In addition, pursuant to the Warrant Agreement, the Company will redeem all of its outstanding warrants to purchase shares of Common Stock that were previously issued pursuant to the Private Placement Warrants Purchase Agreement, dated as of December 2, 2020 (the “*Private Warrants*” and, together with the Public Warrants, the “*Warrants*”), which are also governed by the Warrant Agreement, at the Redemption Price and otherwise on the same terms as the redemption of the outstanding Public Warrants.

**Redemption Fair Market Value**

The “*Redemption Fair Market Value*” is determined in accordance with Section 6.2 of the Warrant Agreement based on the volume weighted average price of the Common Stock for the 10 trading days immediately following the date on which notice of redemption is sent to registered holders of the Warrants.

Based on the date of the Notice of Redemption, the Redemption Fair Market Value is **\$10.33**.

**Cash and Cashless Exercise of Warrants**

The Warrants may be exercised by their holders, until immediately before 5:00 p.m. New York City time on the Redemption Date, to purchase fully paid and non-assessable shares of Common Stock underlying such Warrants. Payment upon exercise of the Warrants may be made either (i) in cash, at an exercise price of \$11.50 per share of Common Stock, or (ii) on a “cashless” basis in which the exercising holder will receive a number of shares of Common Stock determined in accordance with the terms of the Warrant Agreement and based on the Redemption Date and the Redemption Fair Market Value.

In particular, should a holder elect to exercise Warrants on a “cashless” basis, such holder would receive a number of shares of Common Stock determined by reference to the table set forth in Section 6.2 of the Warrant Agreement.

Based on the Redemption Fair Market Value and the number of months from the Redemption Date to the expiration of the Warrants, the number of shares of Common Stock to be issued for each Warrant that is exercised on a “cashless” basis is **0.261** shares. If a holder of warrants would be entitled to receive a fractional share of stock as a result of warrants exercised at one time, the number of shares of common stock the holder will be entitled to receive will be rounded down to the nearest whole number of shares.

**Expiration of Warrant Exercise Rights; Redemption of Warrants**

**Any outstanding Warrants that remain unexercised at 5:00 p.m. New York City time on the Redemption Date will be void and no longer exercisable, and the holders of those Warrants will be entitled to receive only the Redemption Price of \$0.10 per Warrant.**

**Additional Information**

For additional information, including on how holders may exercise their Warrants and copies of the Notice of Redemption (including Election to Exercise form), please visit the Company’s investor relations website at <https://ir.navitassemi.com>.

Questions concerning redemption or exercise of the warrants may be directed to the Warrant Agent, Continental Stock Transfer & Trust Company, at 1 State Street, 30th Floor, New York, New York 10004, Attention: Compliance Department, or by calling (212) 509-4000.

\* The CUSIP number appearing herein has been included solely for the convenience of the holders of the Public Warrants. Neither the Company nor the Warrant Agent shall be responsible for the selection or use of any such CUSIP number, nor is any representation made as to its correctness on the Public Warrants or as indicated herein.