

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

May 14, 2024

(Date of earliest event reported)



Qorvo, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-36801

(Commission File Number)

46-5288992

(I.R.S. Employer Identification No.)

7628 Thorndike Road, Greensboro, North Carolina 27409-9421

(Address of principal executive offices)

(Zip Code)

(336) 664-1233

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 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:

| <u>Title of each class</u> | <u>Trading Symbol(s)</u> | <u>Name of each exchange on which registered</u> |
|----------------------------------|--------------------------|--------------------------------------------------|
| Common Stock, \$0.0001 par value | QRVO | 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Fiscal Year 2025 Performance-Based Restricted Stock Awards and Performance Criteria

On May 14, 2024, the Compensation Committee (the “Committee”) of the Board of Directors of Qorvo, Inc. (the “Company”) approved awards of performance-based restricted stock units (“PBRsUs”) for fiscal year 2025 in accordance with the Qorvo, Inc. 2022 Stock Incentive Plan (the “2022 Plan”) to each of the Company’s current named executive officers. Each PBRsU, in addition to being subject to customary terms and conditions as set forth in the 2022 Plan and PBRsU award agreement, is subject to specified performance and service conditions and represents a performance-based award to receive an amount of the Company’s common stock at a future date. The fair market value for each share of the Company’s common stock underlying the PBRsUs was established by the Committee in accordance with the 2022 Plan at \$99.05 per share, which was the closing price of the Company’s common stock as reported on the Nasdaq Global Select Market on May 14, 2024.

Consistent with prior fiscal years, the Committee approved the grant of PBRsUs that will be earned based upon the Company’s achievement of certain key Company initiatives that the Committee believes have a strong potential to impact longer-term stockholder value creation (the “Performance Objective PBRsUs”). Approximately 75% of the target grant date value of the fiscal year 2025 PBRsUs consist of Performance Objective PBRsUs. In addition, the Committee included an additional component to the PBRsU program for fiscal year 2025. Pursuant to this change, approximately 25% of the target grant date value of the fiscal year 2025 PBRsUs consist of awards that will be earned based upon the Company’s achievement of certain gross margin objectives for fiscal years 2025, 2026 and 2027 (the “Gross Margin PBRsUs”).

Performance Objective PBRsUs

Performance Objective PBRsUs will be earned by each officer to the extent the Company achieves at least one of the performance objectives (the “Performance Objectives”) established by the Committee as set forth below. Several of the Performance Objectives contain separate sub-objectives which can be separately met. Each of the Performance Objectives must be satisfied by a specific date (each a “Measurement Date”), ranging from the second quarter of the Company’s current 2025 fiscal year to the first quarter of the Company’s 2026 fiscal year, depending upon the objective.

Each Performance Objective and sub-objective is separately weighted and expressed as a percentage of a target number of shares of the Company’s common stock. An officer may earn up to 200% of the target number of Performance Objective PBRsUs if all Performance Objectives are met in full. The Performance Objectives include goals in the following categories: securing specific customer design wins across multiple product segments; reaching specific design and R&D-related goals; deploying certain tools to enhance productivity; utilizing machine learning to improve performance; meeting designated content goals at key customers; meeting specified target production release dates; completing certain productivity and efficiency initiatives; and meeting designated environmental goals.

The shares subject to the Performance Objective PBRsUs will not be earned unless and until the Committee determines the extent, if any, to which the Performance Objectives have been satisfied as of the applicable Measurement Date, and, except as otherwise provided in the relevant PBRsU award agreement, the officer satisfies the applicable service requirement set forth in such agreement. The PBRsUs earned by the officer with respect to a Performance Objective, if any, will vest over a three-year period, with 50% vesting upon certification of the level of achievement by the Committee after the applicable Measurement Date for the applicable Performance Objective and the remaining 50% vesting in equal annual installments over each of the following two years.

Gross Margin PBRsUs

Gross Margin PBRsUs will be earned by each officer to the extent the Company achieves objectives established by the Committee tied to the Company's non-GAAP gross margin each fiscal year pursuant to three one-year performance period consisting of fiscal years 2025, 2026 and 2027 (the "Gross Margin Objectives"). The officer may earn up to 200% of the target number of Gross Margin PBRsUs if the Gross Margin Objectives are met in full.

The shares subject to the Gross Margin PBRsUs will not be earned unless and until the Committee determines and certifies the extent, if any, to which the Gross Margin Objectives have been satisfied following completion of each fiscal year (unless the Committee determines otherwise) and, except as otherwise provided in the relevant PBRsU award agreement, the officer satisfies the applicable service requirement set forth in such agreement. The Gross Margin PBRsUs earned by the officer with respect to a fiscal year, if any, will vest on the date of the Committee's certification.

The target number of shares of the Company's common stock subject to the Performance Objective PBRsUs and Gross Margin PBRsUs is as follows:

| Name | Performance Objective PBRsUs (assuming target performance) | Gross Margin PBRsUs (assuming target performance) |
|-----------------------------------------------------------------------------------------|---------------------------------------------------------------|------------------------------------------------------|
| Robert A. Bruggeworth President and Chief Executive Officer | 49,066 | 16,355 |
| Grant A. Brown Senior Vice President and Chief Financial Officer | 13,175 | 4,392 |
| Philip J. Chesley Senior Vice President and President of High Performance Analog | 9,086 | 3,029 |
| Steven E. Creviston Senior Vice President and President of Connectivity & Sensors | 10,449 | 3,483 |
| Paul J. Fego Senior Vice President of Global Operations | 11,812 | 3,937 |

Item 8.01. Other Events.

On May 20, 2024, the Company issued a press release announcing that a federal jury in the U.S. District Court for the District of Delaware returned a verdict on Friday, May 17, 2024, in favor of the Company in an action against Akoustis Technologies, Inc. and Akoustis Inc.

A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*

| Exhibit No. | Description of Exhibit |
|-----------------------------|---------------------------------------------------------------------------------------------------------------------------------|
| 99.1 104 | Press release dated May 20, 2024 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.

Qorvo, Inc.

By: /s/ Grant A. Brown
Grant A. Brown
Senior Vice President and Chief Financial Officer

Date: May 20, 2024



News Release

FOR IMMEDIATE RELEASE
May 20, 2024

Qorvo Announces Verdict and Damage Award in Litigation Versus Akoustis

Greensboro, NC – May 20, 2024 – Qorvo® (Nasdaq: QRVO), a leading global provider of connectivity and power solutions, today announced that a federal jury in the U.S. District Court for the District of Delaware returned a verdict on Friday, May 17, 2024, in favor of Qorvo, finding that Akoustis Technologies, Inc. and Akoustis Inc. (together, "Akoustis") willfully and maliciously misappropriated Qorvo trade secrets and infringed certain Qorvo patents relating to BAW filter designs. The jury awarded Qorvo over \$31,500,000 in compensatory damages and an additional \$7,000,000 in punitive damages. This verdict enables Qorvo to pursue an injunction against Akoustis products. Qorvo is pleased with the outcome of this case that was originally filed in October 2021.

Qorvo is committed to protecting its valuable intellectual property and remains focused on solving our customers' most complex challenges.

About Qorvo

Qorvo (Nasdaq:QRVO) supplies innovative semiconductor solutions that make a better world possible. We combine product and technology leadership, systems-level expertise and global manufacturing scale to quickly solve our customers' most complex technical challenges. Qorvo serves diverse high-growth segments of large global markets, including consumer electronics, smart home/IoT, automotive, EVs, battery-powered appliances, network infrastructure, and aerospace/defense. Visit www.qorvo.com to learn how our diverse and innovative team is helping connect, protect and power our planet.

Qorvo is a registered trademark of Qorvo, Inc. in the U.S. and in other countries. All other trademarks are the property of their respective owners.

This press release includes "forward-looking statements" within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, but are not limited to, statements about our plans, objectives, representations and contentions, and are not historical facts and typically are identified by terms such as "may," "will," "should," "could," "expect," "plan," "anticipate," "believe," "estimate," "forecast", "predict," "potential," "continue" and similar words, although some forward-looking statements are expressed differently. You should be aware that the forward-looking statements included herein represent management's current judgment and expectations, but our actual results, events and performance could differ materially from those expressed or implied by forward-looking statements. We do not intend to update any of these forward-looking statements or publicly announce the results of any revisions to these

forward-looking statements, other than as is required under U.S. federal securities laws. Our business is subject to numerous risks and uncertainties, including those relating to fluctuations in our operating results on a quarterly and annual basis; our substantial dependence on developing new products and achieving design wins; our dependence on several large customers for a substantial portion of our revenue; a loss of revenue if defense and aerospace contracts are canceled or delayed; continued effects of the COVID-19 pandemic; our dependence on third parties; risks related to sales through distributors; risks associated with the operation of our manufacturing facilities; business disruptions; poor manufacturing yields; increased inventory risks and costs, including under long-term supply agreements, due to timing of customers' forecasts; our inability to effectively manage or maintain evolving relationships with chipset suppliers; our ability to continue to innovate in a very competitive industry; underutilization of manufacturing facilities; unfavorable changes in interest rates, pricing of certain precious metals, utility rates and foreign currency exchange rates; our acquisitions and other strategic investments failing to achieve financial or strategic objectives; our ability to attract, retain and motivate key employees; warranty claims, product recalls and product liability; changes in our effective tax rate; enactment of international or domestic tax legislation, or changes in regulatory guidance; changes in the favorable tax status of certain of our subsidiaries; risks associated with environmental, health and safety regulations, and climate change; risks from international sales and operations; economic regulation in China; changes in government trade policies, including imposition of tariffs and export restrictions; we may not be able to generate sufficient cash to service all of our debt; restrictions imposed by the agreements governing our debt; our reliance on our intellectual property portfolio; claims of infringement of third-party intellectual property rights; security breaches and other similar disruptions; theft, loss or misuse of personal data by or about our employees, customers or third parties; provisions in our governing documents and Delaware law may discourage takeovers and business combinations that our stockholders might consider to be in their best interests; and volatility in the price of our common stock. These and other risks and uncertainties, which are described in more detail under "Risk Factors" in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended April 1, 2023, and Qorvo's subsequent reports and statements that we file with the SEC, could cause actual results and developments to be materially different from those expressed or implied by any of these forward-looking statements.

At Qorvo®
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