

**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): March 15, 2023

Virgin Orbit Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-40267

(Commission File Number)

98-1576914

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

**4022 E. Conant St.
Long Beach, California**

(Address of principal executive offices)

90808

(Zip Code)

(562) 388-4400

(Registrant's telephone number, including area code)

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
Common stock, \$0.0001 par value per share	VORB	The Nasdaq Stock Market LLC
Warrants to purchase common stock	VORBW	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 (Sec.230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (Sec.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 8.01. Other Events

Operational Pause

On March 15, 2023, Virgin Orbit Holdings, Inc. (the "Company") announced a Company-wide operational pause beginning on March 16, 2023, in order to conserve capital while the Company conducts discussions with potential funding sources and explores strategic opportunities. There can be no assurance that these discussions will result in any transaction. The Company does not currently intend to disclose further developments with respect to these discussions, unless and until its Board of Directors approves a specific transaction or other course of action requiring disclosure. The Company currently expects the operational pause to continue through March 21, 2023.

Floor Price Reset

As previously disclosed, on June 28, 2022, the Company entered into a securities purchase agreement (the "Purchase Agreement") with YA II PN, Ltd. (the "Investor"), pursuant to which the Company sold and issued to Investor a convertible debenture (the "Convertible Debenture") on June 29, 2022, in the principal amount of \$50.0 million, which is convertible into shares of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), subject to certain conditions and limitations set forth in the Purchase Agreement.

The Convertible Debenture provides a conversion right, in which any portion of the principal amount of the Convertible Debenture, together with any accrued but unpaid interest, may be converted into the Company's Common Stock at a conversion price equal to the lower of (i) \$4.64 or (ii) 95% of the average of the two lowest daily volume weighted average price of the Common Stock during the three (3) trading days immediately preceding the date of conversion (but not lower than a certain floor price, initially set at \$2.52 (the "Floor Price"), that is subject to further adjustment in accordance with the terms of the Convertible Debenture). The Company previously announced that it issued a notice to Investor pursuant to which the Floor Price was reset to \$1.51.

On March 15, 2023, the Company announced that it had issued a subsequent notice pursuant to which the Floor Price was reset to \$1.01 (the "Second Floor Reset"). The Second Floor Reset does not otherwise change any terms of the Convertible Debenture.

Cautionary Statement Regarding Forward-Looking Statements

This Current Report on Form 8-K (this "Current Report") contains certain forward-looking statements within the meaning of the federal securities laws. The Company intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended. All statements contained in this Current Report other than statements of historical fact should be considered forward-looking statements, including, without limitation, statements regarding the timing and length of the Company's shutdown. These forward-looking statements generally are identified by the words "believe," "project," "expect," "anticipate," "estimate," "intend," "strategy," "future," "opportunity," "plan," "may," "should," "will," "would," "will be," "will continue," "will likely result," and similar expressions. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. Many factors could cause actual future events to differ materially from the forward-looking statements in this Current Report, including but not limited to: the timing of implementation and duration of the shutdown; any unintended consequences or unforeseen costs resulting from the shutdown; and the factors, risks and uncertainties included in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2022 as well as in the Company's subsequent filings with the Securities and Exchange Commission (the "SEC"), accessible on the SEC's website at www.sec.gov and the Investor Information section of the Company's website at www.virginorbit.com. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and the Company assumes no obligation and does not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise.

SIGNATURES

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.

Virgin Orbit Holdings, Inc.

Date: March 15, 2023

By: /s/ Dan Hart
Name: Dan Hart
Title: Chief Executive Officer