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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K/A**  
(Amendment No. 2)

**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 12, 2020**

**Transphorm, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**000-55832**  
(Commission  
File Number)

**82-1858829**  
(I.R.S. Employer  
Identification No.)

**75 Castilian Drive**  
**Goleta, CA 93117**  
(Address of principal executive offices, including zip code)

**(805) 456-1300**  
(Registrant's telephone number, including area code)

**Peninsula Acquisition Corporation**  
**2255 Glades Road, Suite 324A**  
**Boca Raton, FL 33431**  
(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: **None**

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.



## EXPLANATORY NOTE

On February 14, 2020, Transphorm, Inc. (f/k/a Peninsula Acquisition Corporation) (the “Company”) filed a Current Report on Form 8-K (the “Original Form 8-K”) with the Securities and Exchange Commission (the “SEC”) disclosing the consummation, on February 12, 2020, of a merger between Transphorm Technology, Inc. (f/k/a Transphorm, Inc.), a privately held Delaware corporation (“Transphorm Technology”) and Peninsula Acquisition Sub, Inc., a Delaware corporation and a wholly-owned subsidiary of the Company. Pursuant to this transaction (the “Merger”), Transphorm Technology became a wholly-owned subsidiary of the Company. Following the effective time of the Merger, the Company’s predecessor, Peninsula Acquisition Corporation, adopted Transphorm Technology’s former company name, “Transphorm, Inc.,” and has been continuing the existing business operations of Transphorm Technology. As Transphorm Technology is deemed the accounting acquirer in connection with the Merger, the financial statements of Transphorm Technology are deemed to be the historical financial statements of the Company.

The Company previously filed the following as exhibits to the Original Form 8-K:

- Transphorm Technology’s audited consolidated financial statements as of December 31, 2018 and 2017 and for the years ended December 31, 2018 and 2017 (Exhibit 99.1);
- Transphorm Technology’s unaudited condensed consolidated financial statements as of September 30, 2019 and for the nine months ended September 30, 2019 and 2018 (Exhibit 99.2); and
- Unaudited pro forma combined financial information of the Company as of and for the nine months ended September 30, 2019 and for the year ended December 31, 2018 (Exhibit 99.3).

On March 25, 2020, the Company filed a Current Report on Form 8-K (Amendment No. 1) to update and refile Exhibits 99.1 and 99.2 to the Original Form 8-K.

In order to prevent a lapse in reporting, the Company is filing this Current Report on Form 8-K/A (Amendment No. 2) (the “Form 8-K/A”) to further amend and supplement the Original Form 8-K, as amended on March 25, 2020, to include Transphorm Technology’s audited consolidated financial statements as of and for the years ended December 31, 2019 and 2018, as required by Section 12240.4 of the SEC’s Division of Corporate Finance Financial Reporting Manual, which covers situations involving reverse acquisitions where the registrant elects to adopt the fiscal year of the accounting acquirer, as well as provide the related Management’s Discussion and Analysis of Financial Condition and Results of Operations of Transphorm Technology for the years ended December 31, 2019 and 2018. Accordingly, the Company is hereby amending Item 9.01 of the Original Form 8-K, as amended on March 25, 2020, and filing the following documents as Exhibits 99.4, 99.5 and 99.6, respectively:

- Transphorm Technology’s audited consolidated financial statements as of and for the year ended December 31, 2019 and 2018;
- Management’s Discussion and Analysis of Financial Condition and Results of Operations of Transphorm Technology for the year ended December 31, 2019; and
- Unaudited pro forma combined financial information of the Company as of and for the year ended December 31, 2019.

No other changes have been made to the Original Form 8-K, as amended on March 25, 2020. This Form 8-K/A should be read in conjunction with the Original Form 8-K, as amended on March 25, 2020, and with our filings with the SEC subsequent to the Original Form 8-K, as amended on March 25, 2020. The Form 8-K/A speaks as of the filing date of the Original Form 8-K, as amended on March 25, 2020, and we have not updated the disclosures contained therein or herein to reflect any events which occurred at a date subsequent to the filing of the Original Form 8-K, as amended on March 25, 2020. Defined terms not otherwise defined herein shall have the meaning ascribed to such terms in the Original Form 8-K, as amended on March 25, 2020, except that all references to the “Report” shall now refer to the Original Form 8-K, as amended on March 25, 2020, as amended by this Form 8-K/A.

**Item 9.01 Financial Statements and Exhibits.**

(a) Exhibits.

**Exhibit Index**

<b>Exhibit Number</b>	<b>Exhibit Description</b>
2.1 ‡ ^	<a href="#">Agreement and Plan of Merger and Reorganization, dated February 12, 2020, by and among the Registrant, Peninsula Acquisition Sub, Inc. and Transphorm Technology</a>
3.1 ^	<a href="#">Certificate of Merger relating to the merger of Peninsula Acquisition Sub, Inc. with and into Transphorm Technology, filed with the Secretary of State of Delaware on February 12, 2020</a>
3.2 ^	<a href="#">Certificate of Amendment to Certificate of Incorporation, filed with the Secretary of State of Delaware on February 12, 2020</a>
3.3 ^	<a href="#">Form of Amended and Restated Certificate of Incorporation of the Registrant, to be filed with the Secretary of State of Delaware</a>
3.4 ^	<a href="#">Amended and Restated Bylaws of the Registrant, as currently in effect</a>
4.1 *^	<a href="#">Form of Registration Rights Agreement</a>
4.2 ^	<a href="#">Stockholders Agreement, dated February 13, 2020, by and between the Registrant and KKR</a>
10.1.1 *^	<a href="#">Engagement Letter, dated October 22, 2019, by and between B. Riley FBR, Inc. and Transphorm Technology (“B. Riley Engagement Letter”)</a>
10.1.2 *^	<a href="#">Amendment No. 1 and Consent to B. Riley Engagement Letter, dated November 13, 2019, by and between B. Riley FBR, Inc. and Transphorm Technology</a>
10.2 *^	<a href="#">Engagement Letter, dated November 14, 2019, by and between Craig-Hallum Capital Group LLC and Transphorm Technology</a>
10.3.1 #^	<a href="#">2007 Stock Plan</a>
10.3.2 #^	<a href="#">Form of Stock Option Agreement under 2007 Stock Plan</a>
10.4.1 #^	<a href="#">2015 Equity Incentive Plan</a>
10.4.2 #^	<a href="#">Form of Stock Option Agreement under 2015 Equity Incentive Plan</a>
10.5 #^	<a href="#">2020 Equity Incentive Plan</a>
10.6 ^	<a href="#">Form of Lock-Up Agreement</a>
10.7 *^	<a href="#">Form of Subscription Agreement</a>
10.8 #^	<a href="#">Offer Letter, dated as of October 13, 2015, by and between Transphorm Technology and Mario Rivas</a>
10.9 #^	<a href="#">Offer Letter, dated as of March 22, 2007, by and between Transphorm Technology and Primit Parikh</a>
10.10 #^	<a href="#">Offer Letter, dated as of October 14, 2015, by and between Transphorm Technology and Cameron McAulay</a>
10.11.1 †^	<a href="#">Award Contract, dated December 13, 2018, by and between Transphorm Technology and Naval Air Warfare Center Aircraft Division</a>
10.11.2 †^	<a href="#">Amendment of Solicitation, dated February 14, 2019, by and between Transphorm Technology and Naval Air Warfare Center Aircraft Division</a>
10.11.3 †^	<a href="#">Amendment of Solicitation, dated June 6, 2019, by and between Transphorm Technology and Naval Air Warfare Center Aircraft Division</a>
10.11.4 ^	<a href="#">Amendment of Solicitation, dated September 12, 2019, by and between Transphorm Technology and Naval Air Warfare Center Aircraft Division</a>
10.11.5 †^	<a href="#">Amendment of Solicitation, dated November 27, 2019, by and between Transphorm Technology and Naval Air Warfare Center Aircraft Division</a>
10.12.1 †^	<a href="#">Joint Venture Agreement, dated as of May 23, 2017, by and among Aizu Fujitsu Semiconductor Limited, Fujitsu Semiconductor Limited, Transphorm Technology and Transphorm Aizu, Inc.</a>
10.12.2 †^	<a href="#">First Amendment to the Joint Venture Agreement, dated as of September 1, 2018, by and between Aizu Fujitsu Semiconductor Limited, Fujitsu Semiconductor Limited, Transphorm Technology and Transphorm Aizu, Inc.</a>
10.13.1 †^	<a href="#">Supply Agreement, dated April 4, 2018, between Transphorm Technology and Nexperia</a>

Exhibit Number	Exhibit Description
10.13.2 ^	<a href="#">Amendment No. 1 to Supply Agreement, dated February 7, 2020, between Transphorm Technology and Nexperia</a>
10.14.1 †^	<a href="#">Loan and Security Agreement, dated April 4, 2018, between Transphorm Technology and Nexperia</a>
10.14.2 †^	<a href="#">Amendment No. 1 to Loan and Security Agreement, dated March 21, 2019, between Transphorm Technology and Nexperia</a>
10.14.3 ^	<a href="#">Amendment No. 2 to Loan and Security Agreement, dated February 7, 2020, between Transphorm Technology and Nexperia</a>
10.15.1 †^	<a href="#">Development and License Agreement, dated April 4, 2018, between Transphorm Technology and Nexperia</a>
10.15.2 †	<a href="#">Amendment No. 1 to Development and License Agreement, dated March 21, 2019, between Transphorm Technology and Nexperia</a>
10.15.3 ^	<a href="#">Amendment No. 2 to Development and License Agreement, dated February 7, 2020, between Transphorm Technology and Nexperia</a>
10.16.1 ^	<a href="#">Standard Industrial/Commercial Multi-Tenant Lease, dated June 23, 2010, by and between Transphorm Technology and Castilian LLC, for the premises located at 75 Castilian Drive, Goleta, CA 93117</a>
10.16.2 ^	<a href="#">First Amendment to Lease, dated January 22, 2016, by and between Transphorm Technology and Castilian, LLC, for the premises located at 75 Castilian Drive, Goleta, CA 93117</a>
10.17.1 ^	<a href="#">Standard Industrial/Commercial Multi-Tenant Lease, dated October 14, 2008, by and between Transphorm Technology and Frieslander Holdings, LLC and Nederlander Holdings, LLC, for the premises located at 111 Castilian Drive, Suite B, Goleta, CA 93117</a>
10.17.2 ^	<a href="#">First Amendment to Standard Industrial/Commercial Multi-Tenant Lease, dated March 17, 2009, by and between Transphorm Technology and Frieslander Holdings, LLC and Nederlander Holdings, LLC, for the premises located at 111 Castilian Drive, Suite B, Goleta, CA 93117</a>
10.17.3 ^	<a href="#">Second Amendment to Standard Industrial/Commercial Multi-Tenant Lease, dated August 1, 2011, by and between Transphorm Technology and Frieslander Holdings, LLC and Nederlander Holdings, LLC, for the premises located at 115 Castilian Drive, Suite B, Goleta, CA 93117, formerly known as 111 Castilian Drive, Suite B, Goleta, CA 93117</a>
10.17.4 ^	<a href="#">Third Amendment to Standard Industrial/Commercial Multi-Tenant Lease, dated November 24, 2015, by and between Transphorm Technology and Frieslander Holdings, LLC and Nederlander Holdings, LLC, for the premises located at 115 Castilian Drive, Suite B, Goleta, CA 93117, formerly known as 111 Castilian Drive, Suite B, Goleta, CA 93117</a>
10.18 ^	<a href="#">Form of Director and Officer Indemnification Agreement</a>
10.19 ^	<a href="#">Form of Pre-Merger Indemnity Agreement</a>
10.20.1 *^	<a href="#">Warrant to Purchase Stock, dated November 3, 2010, by and between Transphorm Technology and Silicon Valley Bank (“SVB Warrant”)</a>
10.20.2 ^	<a href="#">Letter Amendment to SVB Warrant, dated May 21, 2015, by and between Transphorm Technology and SVB Financial Group</a>
10.20.3 ^	<a href="#">Amendment to SVB Warrant, dated February 4, 2020, by and between Transphorm Technology and SVB Financial Group</a>
10.21.1 *^	<a href="#">Warrant to Purchase Shares of Series Preferred Stock, dated November 3, 2010, by and between Transphorm Technology and Leader Equity, LLC (“Leader Warrant”)</a>
10.21.2 ^	<a href="#">Letter Amendment to Leader Warrant, dated May 21, 2015, by and between Transphorm Technology and Leader Ventures, LLC</a>
10.21.3 ^	<a href="#">Amendment to Leader Warrant, dated February 4, 2020, by and between Transphorm Technology and Leader Ventures, LLC</a>
10.22.1 ^	<a href="#">Plain English Warrant Agreement, dated November 3, 2010, by and between Transphorm Technology and TriplePoint Capital, LLC (“First TriplePoint Warrant”)</a>
10.22.2 ^	<a href="#">Plain English Warrant Agreement, dated December 2, 2010, by and between Transphorm Technology and TriplePoint Capital, LLC (“Second TriplePoint Warrant”)</a>
10.22.3 ^	<a href="#">Letter Amendment to First TriplePoint Warrant and Second TriplePoint Warrant, dated May 20, 2015, by and between Transphorm Technology and TriplePoint Capital LLC</a>
10.22.4 ^	<a href="#">Amendment to First TriplePoint Warrant, dated February 10, 2020, by and between Transphorm Technology and TriplePoint Capital LLC</a>
10.22.5 ^	<a href="#">Amendment to Second TriplePoint Warrant, dated February 10, 2020, by and between Transphorm Technology and TriplePoint Capital LLC</a>

Exhibit Number	Exhibit Description
10.23.1 *^	<a href="#">Subordinated Convertible Promissory Note, dated October 4, 2017, by and between Transphorm Technology and Yaskawa</a>
10.23.2 ^	<a href="#">Waiver, Consent and Amendment Agreement, dated March 16, 2018, by and between Transphorm Technology and Yaskawa</a>
10.23.3 ^	<a href="#">Consent, Guaranty and Amendment Agreement, dated February 10, 2020, by and between Transphorm Technology and Yaskawa</a>
10.24.1 †^	<a href="#">License Agreement dated September 1, 2007, by and between Transphorm Technology and The Regents of the University of California</a>
10.24.2 †^	<a href="#">Eleventh Amendment to License Agreement dated October 29, 2019, by and between Transform Technology and the Regents of the University of California</a>
10.25 †^	<a href="#">Intracompany License Agreement, dated Oct. 14, 2019, by and between Transphorm Japan and Transphorm Technology</a>
10.26 ^	<a href="#">Letter Agreement, dated February 5, 2020, by and between Transphorm and Marelli Corporation</a>
10.27 ^	<a href="#">Letter Agreement, dated February 3, 2020, by and between Transphorm and Yaskawa</a>
10.28 ^	<a href="#">Indemnification Agreement, dated February 12, 2020, by and between Transphorm Technology and KKR</a>
16.1 ^	<a href="#">Letter from Raich Ende Malter &amp; Co. LLP as to the change in certifying accountant, dated as of February 13, 2020</a>
99.1 ¥	<a href="#">Audited financial statements as of and for the years ended December 31, 2018 and 2017</a>
99.2 ¥	<a href="#">Unaudited financial statements as of September 30, 2019 and for the nine months ended September 30, 2019 and 2018</a>
99.3 ^	<a href="#">Pro forma financial information as of September 30, 2019 and for the nine month period ended, and for the year ended December 31, 2018</a>
99.4	<a href="#">Audited financial statements as of and for the years ended December 31, 2019 and 2018</a>
99.5	<a href="#">Management's Discussion and Analysis of Financial Condition and Results of Operations</a>
99.6	<a href="#">Pro forma financial information as of December 31, 2019 and for the Year ended December 31, 2019</a>

‡ Annexes, schedules and/or exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The Registrant hereby undertakes to furnish supplementally a copy of any of the omitted schedules and exhibits to the SEC on a confidential basis upon request.

^ Incorporated by reference to the Registrant's Current Report on Form 8-K filed on February 14, 2020.

\* Annexes, schedules and/or exhibits have been omitted pursuant to Item 601(a)(5) of Regulation S-K. The Registrant hereby undertakes to furnish supplementally a copy of any of the omitted schedules and exhibits to the SEC on a confidential basis upon request.

# Indicates management contract or compensatory plan.

† Portions of the exhibit, marked by brackets, have been omitted because the omitted information (i) is not material and (ii) would likely cause competitive harm if publicly disclosed.

¥ Incorporated by reference to the Registrant's Current Report on Form 8-K/A filed on March 25, 2020.

**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.

**Transphorm, Inc.**

Dated: March 30, 2020

By: /s/ Mario Rivas

Mario Rivas

Chief Executive Officer