### **UNITED STATES** SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): May 24, 2023

## **Luna Innovations Incorporated**

(Exact name of registrant as specified in its charter)

301 1st Street SW, Suite 200 Roanoke, VA 24011 (Address of principal executive offices, including zip code)

540-769-8400 (Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the ap	propriate 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 (see General Instruction A.2. below):
	Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- 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))
- П  $Pre-commencement\ communications\ pursuant\ to\ Rule\ 13e-4(c)\ under\ the\ Exchange\ Act\ (17\ CFR\ 240.13e-4(c))$

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

<u>Title of each class</u>	<u>Trading Symbol</u>	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	LUNA	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

Emerging growth company  $\square$ 

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) the Exchange Act.	ıf

#### Item 7.01. Regulation FD Disclosure.

104

As previously announced, on May 24, 2023, Luna Innovations Incorporated (the "Company") will host an Investor Day. A webcast of the Investor Day will be available through the Events page of the Investors section of the Company's website. The Investor Day will include a Company overview slide presentation, which includes a reaffirmation of its previously announced 2023 second quarter and full year financial guidance. A copy of this slide presentation is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

In accordance with General Instruction B.2. of Form 8-K, the information in this Item 7.01 and Exhibit 99.1 hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any of the Company's filings under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, regardless of any incorporation language in such a filing, except as expressly set forth by specific reference in such a filing.

Item 9.01.	Financial Statements and Exhibits		
(d) Exhibits.			
Exhibit	Description		

The cover page from Luna Innovation Incorporated's Form 8-K filed on May 24, 2023, formatted in Inline XBRL.

### 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.

### Luna Innovations Incorporated

By:

/s/ Scott A. Graeff
Scott A. Graeff
President and Chief Executive Officer

Date: May 24, 2023



### Safe Harbor

#### Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995

Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995
This presentation includes information that constitutes "forward-looking statements" made pursuant to the safe harbor provision of the Private Securities
Litigation Reform Act of 1995 that involve risks and uncertainties. These statements include the company's expectations regarding its technological and
product capabilities, market growth and its market position, revenue growth, customer activity, engagement and prospects, customer problems, industry
trends, recurring sales, margin, general product performance, the company's future financial performance, including guidance, and market recognition of
key technologies and demand for its products, the company's overall growth potential, workforce, inventent in innovation, capitalization and access to,
and deployment of, capital, sales models and tools, operational planning and execution, quality processes, research and development, strategic position
and corporate and leadership governance, focus, discipline, values, strength, philosophy and culture. Management cautions the reader that these forward-looking predictions and are subject to a number of both known and unknown risks and uncertainties, and actual results, performance,
and/or achievements are only predictions and are subject to a number of both known and unknown risks and uncertainties, and actual results, performance,
and/or achievements are only as a result of a number of factors.

These factors include, without limitation, customer relationships, failure of demand for the company's products and services to meet expectations, industry trends, failure to penetrate target markets or of those markets to grow and expand, technological, operational and strategic challenges, integration of acquisitions, challenges with workforce and innovation, global supply chain issues, geopolitical and economic factors and those risks and uncertainties set forth in the company's periodic reports and other filings with the Securities and Exchange Commission ("SEC"). Such filings are available on the SEC's website at sec.gov and on the company's website at www.lunainc.com.

The statements made in this presentation are based on information available to Luna as of the date of this presentation, May 9, 2023, and Luna undertakes no obligation to update any of the forward-looking statements after the date of this presentation, except as required by law.

Adjusted Financial Measures
In addition to U.S. GAAP financial information, this presentation includes Adjusted EBITDA and Adjusted EPS, which are non-GAAP financial measures.
These non-GAAP financial measures are in addition to, and not a substitute for or superior to, measures of financial performance prepared in accordance with U.S. GAAP. A reconciliation of Net Income to Adjusted EBITDA and Net Income to Adjusted EPS are included in the appendix to this presentation.

## Agenda

3				
Welcome	Allison Woody, Senior Director of Administration			
Company overview and strategy	Scott Graeff, President & Chief Executive Officer			
Luna opportunity and approach to growth	<b>Brian Soller,</b> Chief Technology Officer and Executive Vice President of Corporate Development			
Human capital strategy	<b>Eva Hartmann,</b> Senior Vice President of Human Resources			
Operations overview	Jackie Kline, Senior Vice President of Operations			
Sales and marketing plan	Salvan Farooqui, Senior Vice President of Global Sales			
Luna financial overview	<b>Gene Nestro,</b> Chief Financial Officer and Senior Vice President of Finance			
Q&A	All			
	Lunch			

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### FY 2022 statistics 700+ \$112M 1000s Customers Patents Revenue<sup>1</sup> 5,000+ Global installations \$12M ~350 AEBITDA Employees ■ Comms Test Sensing Dozens Long-term contracts 43% 12 5-year CAGR **Global locations**

# Since 2017, Luna has transformed and is now well-positioned for growth







#### Where we were

- IPO in 2006
- Portfolio of unrelated assets fiber optic and other
- Small geographic footprint
- No international footprint
- Graeff CEO in 2017

#### wilele we ale

- Executed strategies
- M&A and divestituresIntegrated acquisitions and
- delivered cost synergies
   Big company governance
- Long-term contracts
- Aligned with macro trends
- Portfolio focused on fiber optics

## Where we're going

- Drive shareholder value through growth and disciplined capital allocation
- Solution selling
- Recurring revenue
- Growth continues to be supported by macro trends
- Invest in product innovation

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# "One Luna" is our operating philosophy and culture



### Which drives:

- Strategy focus, invest where we're strong, divest non-core assets
- Operating leverage global footprint, driven by competency-based leadership
- Scalability
- Performance culture
- Customer approach
- Integration methodology

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# Luna leverages its expertise in fiber optic-based technology to enhance safety, security and connectivity of people



Luna sensing products measure physical parameters of materials and monitor health, usage, and security of assets





Luna comms test products measure and control light, enabling and analyzing next-generation optical communications, systems and instruments



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- 11



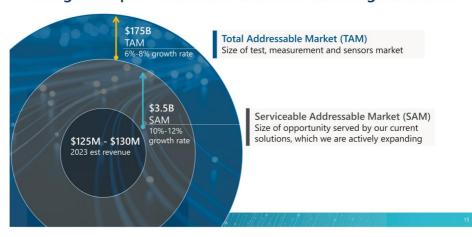
## Why Luna? Our investment thesis

Enabling the future with fiber





## Our growth plan enables us to exceed market growth rates



# Luna has a well-planned roadmap to achieve 15% - 20% growth

Move into larger, higher-value opportunities in manufacturing, maintenance & monitoring

#### R&D product development

### STRENGTHEN CORE

- Prototype design validation
- Silicon Photonics R&D
- Composite design for aero/auto
- Avionics systems design
- Infrastructure modeling
- Temperature studies

#### Production/manufacturing

#### **INVEST TO GROW**

- Process enhancement and control with THz
- Move from R&D to manufacturing
- ISO certification
- Expansion into silicon photonics initiative

#### Monitoring & maintenance

#### **EXPAND TO WIN**

- Field maintenance and data center test
- Enhanced infrastructure monitoring
- Borders, security, traffic
- Energy sector, power cables
- Software as a product

LEVERAGE CORE CAPABILITIES IN LARGER MARKET OPPORTUNITIES

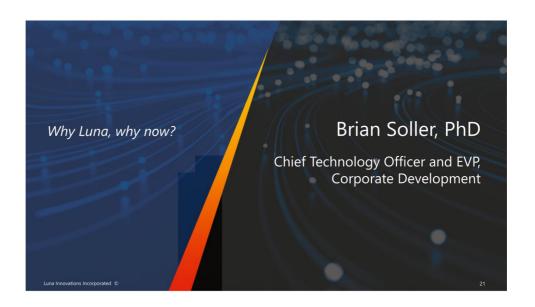




# A team is in place that can execute aggressive growth plans







## One Luna approach to growth and innovation



#### Expand

Deliver additional value across the customer's asset lifecycle by **Expanding** our scope and activities



#### Diversify

Leverage our technology and solutions into adjacent markets to **Displace** conventional thinking



#### Innovate

Develop **Disruptive** technologies by applying our broad domain knowledge and heritage

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# Luna leverages its expertise in fiber optic-based technology to enhance safety, security and connectivity of people



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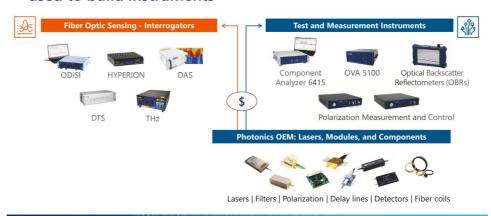
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# We will drive growth through two market verticals



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# Luna is vertically integrated in many key components used to build instruments

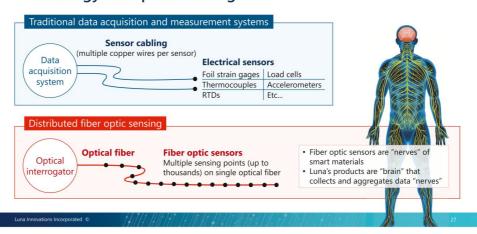


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# An analogy to explain sensing





## A closer look at SENSING solutions

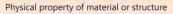




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24 x 7 asset monitoring



Instruments and sensors to make measurements of physical properties of materials that are unmeasurable using conventional technology

- Application: Research & development of new materials, quality control & verification of systems and structures
- **Who:** Researchers, designers, quality control, engineers

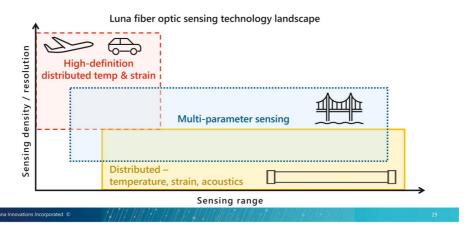
Complete solutions to monitor health, usage, and security of critical assets

- Application: Permanently installed instrumentation, sensors and software
- Who: Asset owners, operators, state and federal agencies, power utility companies

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# Luna sensing capabilities provide a spectrum of measurements needed by our customers









## Opportunity: Market outlook and key growth segments

(2022 estimated market size and forecasted CAGR)





## Sensing three to five-year growth strategy

Expand, Diversify, and Innovate



## Strategy focused on:

- Product roadmap and enhancements needed to hit growth milestones
- Developing additional partnerships
- Increasing recurring revenue

Fiber optic sensing global market is \$2.5B+ with CAGR greater than 12%

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# Comms test is a mix of instrument and OEM laser/component sales











Instrumentation and solutions to characterize and test photonic components & fiber networks

- Applications: Research and development of new designs, manufacturing test of optical components, field test of fiber networks
- Who: Optical component and silicon photonics manufacturers, network element manufacturers, military defense contractors, data center operators

Technology building blocks integrated into photonic laser-based systems

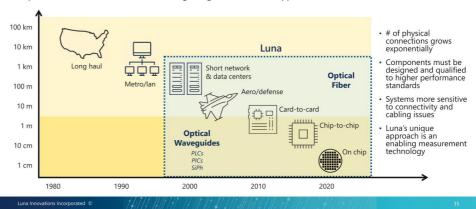
- Applications: Quantum computing, medical imaging and robotics, directed energy weapons, high-power laser systems, LiDAR systems, navigation and positioning fiber optic gyros, space and satellite communications
- Who: Military defense contractors, quantum computer developers, medical instrument manufacturers, LiDAR OEM developers

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#### What is Comms Test?

Optical communications has evolved, signals go farther than copper







Optical Device Test ~ \$500M SAM Field Fiber Network Test  $\sim$  \$100M SAM Photonic Systems (OEMs)  $\sim$  \$500M SAM Photonics Integrated Circuits/SiPhi Mil/Aero Medical Optical Imaging Equipment \$1.16B / 27.4% Source: Report Polaris Research Telecom/Datacenter **High Energy Lasers** Fiber Optic Components \$26.68B / 8.9% Source: MarketsandMarkets Research Fiber Optic Sensors **Specialty Fiber** \$1.6B / 11.9% Source: 360 Market Research Lidar \$3.12B / 25% Source: GMI Research Quantum Tech

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### Comms test three to five-year growth strategy

Expand, Diversify, and Innovate



#### Strategy focused on:

- Establishing Luna as standard for test
- Expanding out of R&D into production
- Growing key OEM accounts

Fiber optic comms test global market is \$1B+ with CAGR greater than 8%

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### Summary: Luna is ready to make the most of opportunities

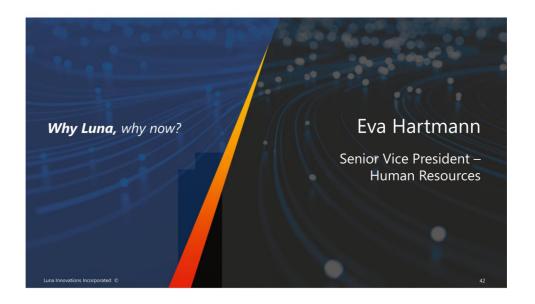
- Large markets with growing secular demand
- Highly differentiated, market-leading technology
- Growing base of large, flagship customers
- Multiple "shots on goal" proving opportunity for enhanced growth
- Investing to support innovation and growth



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### What we look like today – Luna is a global company



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### Human capital strategy moving forward



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# Champion culture so employees feel included and engaged, and share common employee experience



## Drive employee engagement and One Luna operating philosophy

- Celebrate our Employer Value Proposition (EVP)
- Recognize employee innovation, excellence and achievement
- Champion Luna values
- Focus on employee wellness
- · Celebrating diversity
- ESPP employees as shareholders

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# Build bench strength and ensure future performance and sustainability



## Lead succession planning and leadership development

- Drive succession planning processes
  - Manage Individual Development Plans (IDPs) for key successor candidates
- Build One Luna alignment to drive growth
  - Launch Leadership Summit
  - Cascade vision, mission, values messages

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- 4

# Enable the business to grow and realize a competitive advantage through its people



#### 3 Acquire the right talent to grow Luna

- Attract key talent to take Luna forward
  - Global recruiting
  - Build candidate pool
  - Leverage relationships with local universities
- Champion ongoing engagement and retention efforts
  - Exit interviews for continuous improvement
  - Perform "stay interviews"

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# Maximize potential of people and expertise gained through acquisition to realize accretive value of combined firm



#### 4 Manage HR integration of acquisitions

- HR and business integration as One Luna
  - Technology, process, people and operating philosophy & culture
- Provide merger and acquisition support to maximize investment
  - Lead HR due diligence and integration processes

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# Ensure processes, programs and tools are implemented consistently, globally and efficiently



#### 5 Pursue HR operational excellence

- Drive HR operational excellence and process improvement
  - Leverage global HRIS functionality
  - Drive employee development
  - Launch performance management process
- Manage compliance and risk
  - Incorporate compliance training to mitigate risk

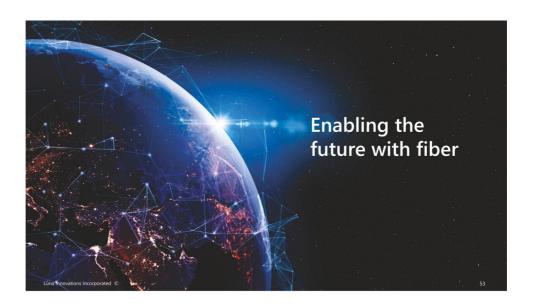
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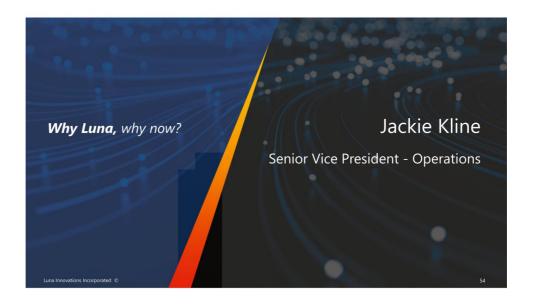
### Human Capital: What does success look like?



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#### Operations has accomplished much in the last 5 years

To scale to planned revenue growth, we will continue transforming to competency-based One Luna

#### From

- Collection of acquired companies
- Quality rigor being installed
- Complex footprint with multiple manufacturing locations
- Ad-hoc approach to integration

#### To:

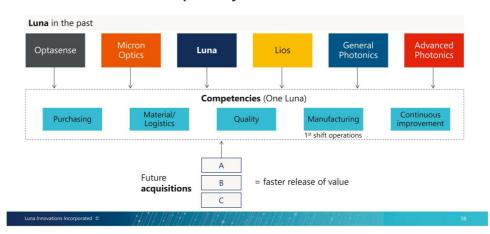
- Fully-integrated and scalable global operations
- Simplified footprint allowing focused investment
- Robust capabilities and rigorous quality process system
- Continued implantation of platform-based products reducing costs and lead-times
- Leveraging capabilities from all locations

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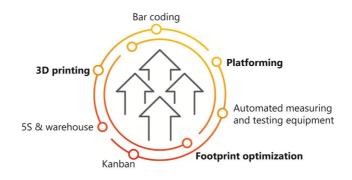
### The "how" – operational tactics to achieve our goal



# 1 Scalability: Transform operations from vertical independent divisions to core competency-based functions



# <sup>2</sup>Drive a continuous improvement philosophy across all Luna operations – project driven



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# Focus on Quality processes



- ISO 9001 2015 for all Luna
- Install quality rigors
  - Design & process (DFEMA & PFEMA)
  - Consistency in processes gauge (R&R)
  - Implement safe launch to reduce escapes
- Empower employees (shut it down)

# (4) Strengthen & build upon "One Luna" by utilizing our operational expertise within all locations



- Align critical competencies of all manufacturing division and drive standards
- Consolidate footprint to improve absorption
- Establish succession plans through operations
- Leverage purchasing power
- Build to inventory plan
- Leverage expertise across all locations and competencies to reduce cost and lower risk

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### Operational tactics align to Luna strategic goals

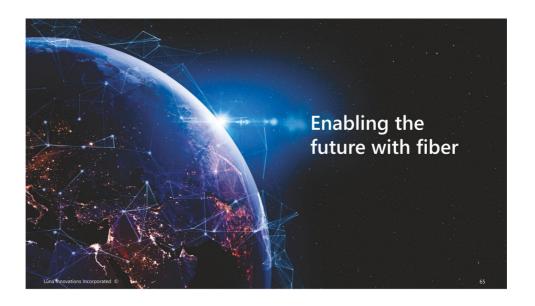


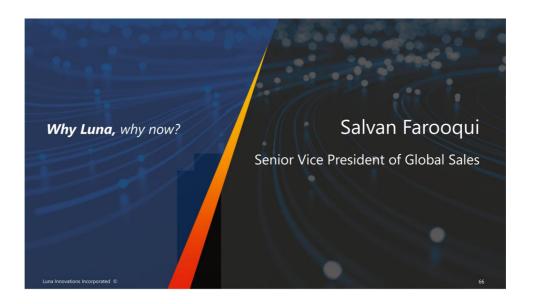
### Operations: What does success look like?



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#### **Current Luna global sales organization**

Two sales teams focused on key core competencies and supporting revenue goals

#### **Product Sales**

# Sales professionals focused on product sales

- Follows classical instrumentation sales model
- Technically capable of positioning products to close
- Instruments, Lasers & Modules that include Comms Test & Sensing

#### **Systems Solutions**

# Team focused on large, field-deployable monitoring solutions

- Drives business by strategically aligning with key segments
- High customization + services
- High potential for recurring revenue for services and system upgrades

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## Sales growth strategy for next 3 – 5 years

Retain/grow team and improve effectiveness by cross training

Penetrate and defend key markets via dedicated Business Development team

Focus on key/strategic account development

Marketing strategy will support sales efforts

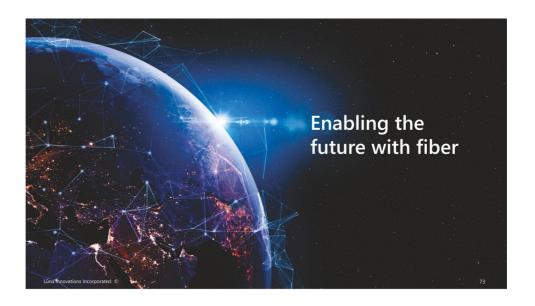
Grow global distribution channels and VAR network

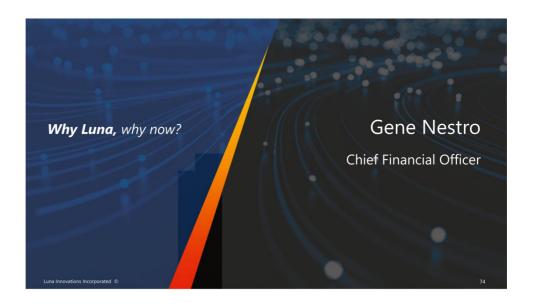
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#### Sales: What does success look like?











Our financial execution has supported Luna's transformation

Sustained organic top-line growth, enhanced by acquisitions

Demonstrated ability to prudently manage expenses and drive margin

History of accretive acquisitions and value-creating divestitures

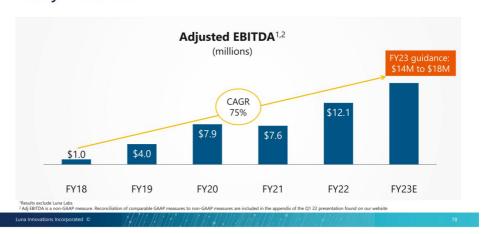
New, modern systems allow scalability



# Revenue has been driven by strong organic growth, supplemented by efficient M&A



# We have delivered solid AEBITDA, while internally funding many initiatives



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## Luna will continue to deploy capital prudently

alance sheet on March 31, 2023			
Total assets	\$152.1M		
Cash and cash equivalents	\$3.6M		
Working capital	\$57.3M		
Total debt outstanding	\$25.2M		
Term debt	\$18.5M		
Draw on revolver	\$6.7M		

All investments over past five years – (business and M&A) – were funded using balance sheet through cash and bank debt

Future – will deploy capital to generate long-term sustainable growth

- Increasing organic sales
- Reinvesting in our business
- Identifying inorganic opportunities

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## Financial objectives for next 5 years



Revenue growth	<b>15% - 20%</b> Double revenue in 4 – 5 years
Gross margin	60%
Profitability	~20% AEBITDA

= increasing shareholder value

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## Reaffirming 2023 Guidance



Full-year total revenue \$125M to \$130M



Full-year adjusted EBITDA \$14M to \$18M



Top-line revenue guidance for Q2 \$29M to \$31M

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