

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): June 20, 2024

**LanzaTech Global, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**001-40282**

(Commission File Number)

**92-2018969**

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

8045 Lamon Avenue, Suite 400  
Skokie, Illinois

(Address of principal executive offices)

60077

(Zip Code)

(847) 324-2400

(Registrant's telephone number, including area code)

**Not Applicable**

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

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communication 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-commencements 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 Symbols	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	LNZA	The Nasdaq Stock Market LLC
Redeemable Warrants, each whole warrant exercisable for one share of Common Stock at an exercise price of \$11.50	LNZAW	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).
- 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 Event**

On June 20, 2024, LanzaTech Global, Inc. (“LanzaTech”) issued a press release announcing an increase in its ownership position in LanzaJet, Inc. (“LanzaJet”), a leading sustainable aviation fuel technology provider and fuels producer. This increase in equity is in accordance with a previously signed agreement which provides for the issuance of up to 45 million additional shares of LanzaJet common stock, in three equal tranches. Each tranche of shares issued to LanzaTech allows LanzaJet to further sublicense the Alcohol-to-Jet technology originally developed by LanzaTech in collaboration with the Pacific Northwest National Lab and the U.S. Department of Energy, which enables the conversion of ethanol to sustainable aviation fuel. As of June 18, 2024, LanzaTech has received the first of the three tranches, which increased LanzaTech’s ownership in LanzaJet to approximately 36% from approximately 23%.

A copy of the Company’s June 20, 2024, press release is attached to this current report on Form 8-K as Exhibit 99.1.

**Forward Looking Statements**

This Current Report on Form 8-K includes forward-looking statements regarding, among other things, the plans, strategies and prospects, both business and financial, of LanzaTech. These statements are based on the beliefs and assumptions of LanzaTech’s management. Although LanzaTech believes that its plans, intentions and expectations reflected in or suggested by these forward-looking statements are reasonable, LanzaTech cannot assure you that it will achieve or realize these plans, intentions or expectations. Forward-looking statements are inherently subject to risks, uncertainties and assumptions. Generally, statements that are not historical facts, including statements concerning possible or assumed future actions, business strategies, events or results of operations, including but not limited to the expected benefits from our investment in LanzaJet, LanzaJet’s ability to scale its sustainable fuel solution and our expectations around profitability and free cash flow generation, are forward-looking statements. These statements may be preceded by, followed by or include the words “believes,” “estimates,” “expects,” “projects,” “forecasts,” “may,” “will,” “should,” “seeks,” “plans,” “scheduled,” “anticipates,” “intends” or similar expressions. The forward-looking statements are based on projections prepared by, and are the responsibility of, LanzaTech’s management. These forward-looking statements are not guarantees of future performance, conditions or results, and involve a number of known and unknown risks, uncertainties, assumptions and other important factors, many of which are outside LanzaTech’s control, that could cause actual results or outcomes to differ materially from those discussed in the forward-looking statements. LanzaTech may be adversely affected by other economic, business, or competitive factors, and other risks and uncertainties, including those described under the header “Risk Factors” in its Annual Report on Form 10-K for the year ended December 31, 2023, its Quarterly Report on Form 10-Q for the quarter ended March 31, 2024, and in future SEC filings. New risk factors that may affect actual results or outcomes emerge from time to time and it is not possible to predict all such risk factors, nor can LanzaTech assess the impact of all such risk factors on its business, or the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statements. Forward-looking statements are not guarantees of performance. You should not put undue reliance on these statements, which speak only as of the date hereof. All forward-looking statements attributable to LanzaTech or persons acting on its behalf are expressly qualified in their entirety by the foregoing cautionary statements. LanzaTech undertakes no obligations to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits**

Exhibit Number	Description
99.1	<a href="#">Press release dated June 20, 2024, on LanzaJet’s shares issuance</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**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.

Dated: June 20, 2024

**LANZATECH GLOBAL, INC.**

By: /s/ Joseph Blasko  
Name: Joseph Blasko  
Title: General Counsel and Corporate Secretary

## LanzaTech Increases Share Ownership of LanzaJet

*Ownership Stake Increases to ~36% from ~23% as LanzaJet Ramps Global Deployment of its Alcohol-to-Jet Solutions*

**CHICAGO, June 20, 2024 (GLOBE NEWSWIRE)**– [LanzaTech Global, Inc.](#) (NASDAQ: LNZA) (“LanzaTech” or the “Company”), the carbon recycling company transforming waste carbon into sustainable fuels, chemicals, and materials, today announced an increase in its holdings of [LanzaJet, Inc.](#) (“LanzaJet”), a leading sustainable aviation fuel technology provider and fuels producer.

This ownership increase is in accordance with a previously signed agreement which allows LanzaJet to further sublicense the Alcohol-to-Jet (“ATJ”) technology originally developed by LanzaTech in collaboration with the Pacific Northwest National Lab and the U.S. Department of Energy, which enables the conversion of ethanol to sustainable aviation fuel, or “SAF”, in exchange for additional equity issued to LanzaTech.

On June 18, 2024, LanzaTech received the first of what is anticipated to be a total of three tranches of LanzaJet common stock, which are projected in the aggregate to more than double the Company’s ownership percentage in LanzaJet. This first issuance of common stock, which increases LanzaTech’s ownership in LanzaJet to approximately 36% from approximately 23%, is a result of LanzaJet’s signed license and engineering agreement with Jet Zero Australia. Jet Zero Australia is developing Australia’s first ethanol to sustainable aviation fuel plant, and LanzaJet’s Freedom Pines Fuels, located in Soperton, Georgia, is the reference plant for the project.

As LanzaJet scales its global deployment and seeks to further sublicense the ATJ technology, LanzaTech’s interest in LanzaJet is also expected to further increase, with the second and third equity issuances projected to bring LanzaTech’s ownership in LanzaJet to approximately 46% and 53%, respectively, over the next 12 to 18 months, depending on the pace of project development and the deployment of LanzaJet’s ATJ technology, among other factors.

LanzaTech and LanzaJet are actively collaborating on several projects whereby LanzaJet will take ethanol from LanzaTech’s proprietary waste-to-ethanol biorefining platform and convert it to drop-in SAF using its proprietary, leading ATJ technology. The SAF produced through this process can reduce aviation emissions by a minimum of 85%, depending on the technology and feedstock selection, among other factors. The pipeline of opportunities that exists for these types of collaborative biofuel solutions is expected to be a key pathway for LanzaJet to license its technology with the potential to expedite the second and third tranches of shares expected to be issued to LanzaTech.

“First and foremost, I want to congratulate the LanzaJet team for making such great progress in accelerating the decarbonization of the aviation industry globally,” said Dr. Jennifer Holmgren,

CEO and Board Chairperson of LanzaTech and Board Chairperson of LanzaJet. "From the LanzaTech side, today's announcement represents the execution of the first step of a plan we put in place for the commercialization of the ATJ process when we spun LanzaJet out into its own business four years ago. It's very exciting to realize immediate, meaningful value creation for LanzaTech stockholders with this transaction. LanzaTech's increased ownership in LanzaJet comes at a pivotal time, when the global aviation industry's significant and growing demand pull for SAF is undeniable, and the opportunity set for what our two companies can deliver seems almost limitless. LanzaTech and LanzaJet are better positioned than ever to successfully deliver on a robust pipeline of projects, which is expected to pave an increasingly visible path to profitability and free cash flow generation for both companies."

### **Accounting Impact of Transaction**

The Company's interest in LanzaJet is accounted for under the equity method of accounting, with income (loss) from equity method investments, net, including gain on dilution, recognized in the Company's consolidated statements of operations and comprehensive loss and equity method investments recognized on the Company's consolidated balance sheet.

### **About LanzaTech**

LanzaTech Global, Inc. (NASDAQ: LNZA) is the carbon recycling company transforming waste carbon into sustainable raw materials for everyday products. Using its biorecycling technology, LanzaTech captures carbon generated by energy-intensive industries at the source, preventing it from being emitted into the air. LanzaTech then gives that captured carbon a new life as a clean replacement for virgin fossil carbon in everything from household cleaners and clothing fibers to packaging and fuels. By partnering with companies across the global supply chain like ArcelorMittal, Zara, H&M Move, Coty, On, and LanzaJet, LanzaTech is paving the way for a circular carbon economy.

### **About LanzaJet**

LanzaJet is a leading sustainable fuels technology company dedicated to accelerating the clean energy transition. As a Sustainable Aviation Fuel (SAF) technology provider and producer with patented ethanol-based alcohol-to-jet (ATJ) technology, LanzaJet is creating an opportunity for future generations by accelerating the deployment of SAF and other clean technologies critical to addressing the climate crisis and transforming the global economy.

### **Forward Looking Statements**

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## **Contacts**

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**LanzaJet**

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