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): May 2, 2023

LanzaTech Global, Inc.

(Exact name of registrant as specified in its charter)

001-40282 (Commission File Number)

Delaware (State or other jurisdiction of incorporation)

orporation

92-2018969 (I.R.S. Employer Identification No.)

60077

(Zip Code)

8045 Lamon Avenue, Suite 400 Skokie, Illinois

(Address of principal executive offices)

(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:

The Nasdaq Stock Market LLC
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 7.01. Regulation FD Disclosure.

On May 2, 2023, the Company is filing a corporate presentation, which is attached to this Current Report on Form 8-K as Exhibit 99.1. The Company expects to use this presentation, in whole or in part, and possibly with modifications, in connection with future presentations to investors, analysts and others during the fiscal year ending December 31, 2023.

The information in this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise be subject to liabilities under that section, and shall not be deemed to be incorporated by reference into any filings of the Company under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filings. This Current Report on Form 8-K shall not be deemed an admission as to the materiality of any information in this Item 7.01, including Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

Description

(d) Exhibits

Exhibit Number

 99.1
 Corporate Presentation, May 2, 2023

 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: May 2, 2023

LANZATECH GLOBAL, INC.

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

3



DISCLAIMER

These slides and any accompanying oral presentation contain forward-looking statements. All statements, other than statements of historical fact, included in these slides and any accompanying oral presentation are forward-looking statements reflecting management's current beliefs and expectations. In some cases, you can identify forward-looking statements by terminology such as "will," "anticipate," "expect," "believe," "intend" and "should" or the negative of these terms or other comparable terminology. Forward-looking statements in these slides and any accompanying oral presentation include, but are not limited to, statements about estimates and forecasts of other financial and performance metrics and projections of market opportunity, expectations and timing related to the rollout of our business and timing of deployments, customer growth and other business milestones. These statements are based on various assumptions, whether or not identified in this presentation, and on the current expectations of our management and are not predictions of actual performance. These statements relate to future events or to our future financial aperformance and involve known and unknown risks, uncertainties and other factors that may cause our implied by these forward-looking statements. The potential risks and uncertainties that could cause actual results to differ from the results predicted include, among others, those risks and uncertainties included under the captions "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Form 10-K filed with the Securities and Exchange Commission from time to time. Any forward-looking statements cause our annual reports, quarterly reports and other filings made with the Securities and Exchange Commission from time to time. Any forward-looking statements were hole reasonable as of the date hereof. Except as required by law, we assume no obligation to update these forward-looking statements expected on assumptions that we believe

This presentation includes data obtained from third-party studies and internal company surveys prepared for other purposes. The company has not independently verified the data obtained from these sources. Forward-looking information obtained from these sources is subject to the same qualification and the additional uncertainties regarding the other forward-looking statements in this presentation.

This presentation contains trademarks, service marks, trade names, and copyrights of ours and of other companies, which are the property of their respective owners. The use or display of third parties' trademarks, service marks, trade name or products in this presentation is not intended to, and does not imply, a relationship with us, or an endorsement or sponsorship by or of LanzaTech. Solely for convenience, the trademarks, service marks and trade names referred to in this presentation may appear with the TM or SM symbols, but such references are not intended to indicate, in any way, that LanzaTech will not assert, to the fullest extent permitted under applicable law, their rights or the right of the applicable licensor to these trademarks, service marks and trade names.

DISCLAIMER

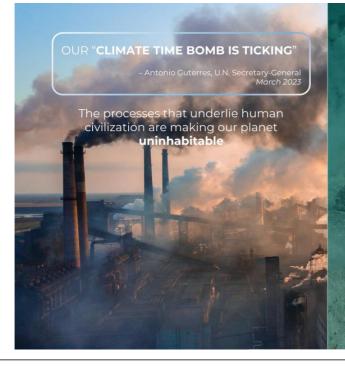
Financial Information: Non-GAAP Financial Measures

To supplement our financial results presented in accordance with US GAAP and to provide investors with additional information regarding our financial results, we have presented in this presentation adjusted EBITDA, a non-GAAP financial measure. Adjusted EBITDA is not based on any standardized methodology prescribed by US GAAP and is not necessarily comparable to similarly titled measures presented by other companies.

We define adjusted EBITDA as as net loss, excluding the impact of depreciation, interest income (expense), net, gain on extinguishment of debt, stock-based compensation and change in fair value of warrant liability, and loss/(gain) from equity method investees, net. We monitor and have presented in this presentation adjusted EBITDA because it is a key measure used by our management and the board of directors to understand and evaluate our operating performance, to establish budgets, and to develop operational goals for managing our business. We believe adjusted EBITDA helps identify underlying trends in our business that could otherwise be masked by the effect of certain expenses that we include in net loss. Accordingly, we believe adjusted EBITDA provides useful information to investors, analysts, and others in understanding and evaluating our operating results and enhancing the overall understanding of our past performance and future prospects.

Adjusted EBITDA is not prepared in accordance with US GAAP and should not be considered in isolation of, or as an alternative to, measures prepared in accordance with US GAAP. There are a number of limitations related to the use of adjusted EBITDA rather than net loss, which is the most directly comparable financial measure calculated and presented in accordance with US GAAP. For example, adjusted EBITDA: (i) excludes stock-based compensation expense because it is a significant non-cash expense hat is not directly related to our operating performance; (ii) excludes depreciation expense and, although this is a non-cash expense, the assets being depreciated and amortized may have to be replaced in the future; and (iii) does not reflect the cash requirements necessary to service interest on our debt, which affects the cash available to us; (iv) gain or losses on equity method investee; and (v) certain income or expense items that do not provide a comparable measure of our business and other items; if any, that other companies may exclude from adjusted EBITDA when they report their operating results. In addition, other companies may use other measures to evaluate their performance, all of which could reduce the usefulness of our non-GAAP financial measures as tools for comparison.

The Company does not provide a reconciliation of forward-looking non-GAAP financial measures to the most comparable U.S. GAAP financial measures on a forward-looking basis because the Company is unable to predict with reasonable certainty the ultimate outcome of pending litigation, unusual gains and losses, foreign currency exchange gains or losses and potential future asset impairments, as well as discrete taxable events, without unreasonable effort. These items are uncertain, depend on various factors, and could have a material impact on U.S. GAAP results for the guidance period.

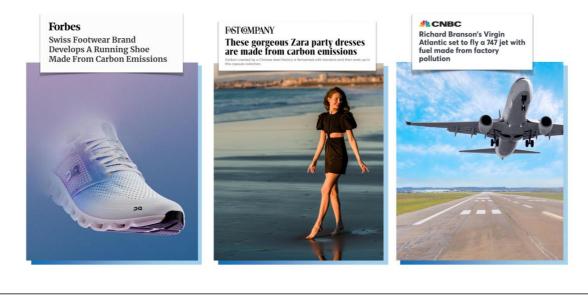


LanzaTech has commercialized a decarbonization solution that unites biology with engineering to enable a circular economy LanzaTech





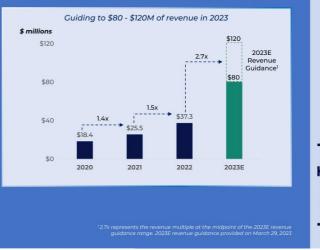
OUR PROCESS RECYCLES CARBON WASTE INTO CHEMICAL BUILDING BLOCKS TO CREATE A WIDE VARIETY OF PRODUCTS



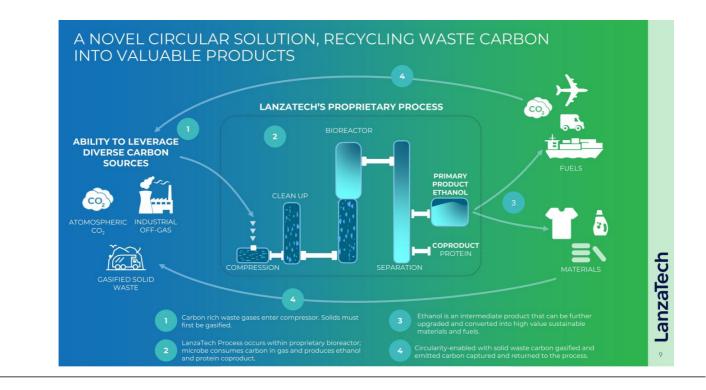
LanzaTech

CREATING VALUE FROM WASTE: COMMERCIALLY PROVEN AT SCALE

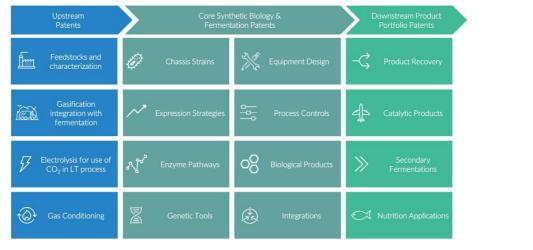
- 18 years of continuous scaling and de-risking
- 3 licensed commercial facilities operating; 3 additional expected to start in 2023
- Global footprint, diverse feedstocks
- Demonstrated revenue growth year-over-year



STRONG REVENUE GROWTH Y/Y: 2020-2023E



BROAD IP PORTFOLIO UNDERPINS GAS FERMENTATION BONA FIDES



LanzaTech has over 1,300 patents granted worldwide with over 575 pending

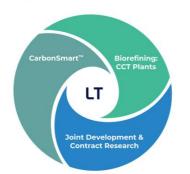


THREE INTEGRATED AND COMPLEMENTARY BUSINESS LINES

Innovation and IP underpin diversified business model that facilitates profitable growth

Biorefining: Carbon Capture CarbonSmart™ Transformation (CCT) Plants LanzaTech as of

- Capital light business model; Licensing of core technology
- Customers fund the capital required to build, which helps profitably decarbonize their processes



 LanzaTech as offtaker to supply major brands with the chemical building blocks for sustainable products

Biorefining CCT plants

Product demand creates demand

pull and accelerates deployment of

- **Joint Development & Contract Research**
- Contracted R&D work with partners that leverage world-class synthetic and computational biology toolkit to develop new microbes, optimize processes, and produce an extensive range of products

Expands addressable product markets and drives additional demand for Biorefining CCT plants

LanzaTech



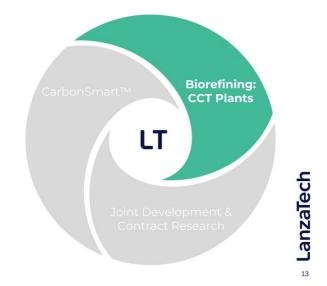
BIOREFINING: CARBON CAPTURE TRANSFORMATION (CCT) PLANTS

Asset Light

- License technology to customers
- Provide engineering services
- Customers provide capital funding

Revenue Diversification

- One-time/Development Stage equipment sales, engineering services, and startup services
- Recurring/Operational Stage royalties, microbes & media sales, and software/monitoring sales
- Ability to co-develop projects with partners like Brookfield, creating additional optionality and revenue potential



PROFITABLE UNIT LEVEL ECONOMICS FOR THE CUSTOMER

- Plant economics vary by region, feedstock, and chosen product
- Economics are expected to be attractive for plant sponsor, exclusive of the benefit of carbon emission reductions
- Strong cash margins on a per ton basis, driving annual paybacks on invested capital of 4-6 years
- "Feedstock Costs" represent the opportunity cost for which the customer may have otherwise used the waste gas
- Further upside to plant economics from:
 Declining feedstock costs as the cost of carbon increases
 - Improvements to Capex and Opex
 - Direct production of higher value chemicals

TPA	Tons per Annum (ethanol)
	forta per Armann (echanol)
GPY	Gallons per Year (ethanol)
\$/1	USD per ton (ethanol)

Pla	nt Level Data	
Feedstock Type	Industrial Off	-Gas
Production (TPA / million GPY)	uction (TPA / million GPY) 50,000 / 16.7	
Carbon Captured (tons per year)	~100,000	annum to the plant assuming a
Project CapEx (\$M)	\$150	carbon price of \$100/t
	Current (\$/t)	Carbon Upside (\$/t)
Revenues	\$1,115	\$1,115
Feedstock Costs	\$(250)	+\$100
OpEx Costs	\$(375)	\$(375)
Total Cash Costs	\$(625)	\$(275)
Cash Margin (\$/t)	\$490	\$840
Annual Cash Margin (\$M per year)	\$25	\$42

FanzaTech

Source: LanzaTech management. Plant economics vary by region, size, feedstock, etc. The above is intended to be illustrative of the unit economics of plants. LanzaTech expects to continue to innovate around its platform technology in order to reduce operating expense and capital expenditures, but hose innovations are not reflected in these estimates.

PROFITABLE UNIT LEVEL ECONOMICS FOR LANZATECH

One-Time Revenue / EBITDA
 Recurring Revenue / EBITDA

Each Biorefining CCT plant generates a combination of both one-time and recurring cash flows to LanzaTech. Unit-level economics shown represent 50 KTA capacity unit.

- One-Time/Development Stage Cash Flows: Engineering Services, Startup Services, and Equipment Sales
- Recurring/Operational Stage Cash Flows: Royalties from Licensing, Sales of Microbes & Media, Sales of Monitoring & Software, and CarbonSmart[™] related marketing fees



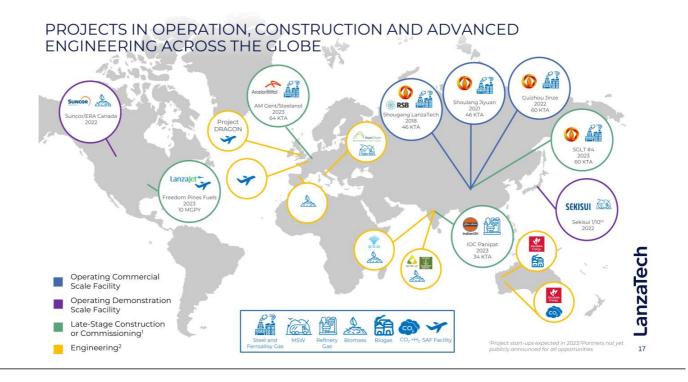
WORLD CLASS PARTNERS CURRENTLY DEPLOYING AND COMMITTED TO ROLLING OUT BIOREFINING CCT PLANTS

anzaTech

Partnership with Industrial Leaders Deploying LanzaTech Solutions

- ✓ De-risked technology at commercial-scale
- ✓ Multiple feedstocks deployed globally
- ✓ Licensing model where partners fund capital required for projects





STRONG PIPELINE THAT POSITIONS THE COMPANY FOR CONTINUED GROWTH AND SCALE

ACTIVE CUSTOMER BIOREFINING PROJECT PIPELINE ¹	PROJECT D	EVELOPMENT & PIPELINE STAGE GATES
60+ Active Engagements with Positive Technoeconomic Results	Techno Economic Analysis (TEA)	 Customer under NDA Detailed data provided by customer, informing key inputs for modeling, costing, and LCA analysis for the opportunity
20+ Early-Stage Engineering	Early-Stage Engineering	 Customer advances to paid feasibility study Provides additional layer of project detail and scoping
8 Advanced Engineering	Advanced Engineering	 Basic engineering package purchased allowing for detailed engineering and FEED work LanzaTech works closely with EPC through detailed engineering process
4 Construction	Construction	 Construction commences, with LanzaTech involved Customer purchases key proprietary componentry and equipment LanzaTech provides startup services and operational training during commissioning and startup
From TEA to Construction completion: ~24-36 months epeatability, modularization, at templatizing narrows the timeline, lowers costs, and ows for several opportunities	Operating	 Project completes commissioning and enters full time operations LanzaTech receives recurring revenue streams associated with licensing royalties, sales of microbes & media, and sales of software services LanzaTech seeks to secure offtake from licensed plants for CarbonSmart[®] supply

LanzaTech

BROOKFIELD PARTNERSHIP DRIVES IMPLEMENTATION OF LANZATECH CO-DEVELOPMENT STRATEGY

Co-Development Strategy Overview

- Co-Development strategy allows LanzaTech to play a more active role as project developer, bringing its partner's capital to the table in instances where there may not be a natural licensee
- LanzaTech receives all of its customary revenue streams through the Co-Development and expands total addressable projects

Brookfield: Flagship Co-Development Partner

- Brookfield partnership unlocks sophisticated infrastructure capital to invest in projects and further validates the LanzaTech technology platform
- Structured framework agreement enables capital-light project development solution and accelerates global project deployment

Brookfield

Brookfield Partnership Catalyzes LanzaTech Co-Development Strategy

\$500M

Up to \$500M to invest in Biorefining CCT projects meeting pre-agreed milestones; Additional \$500M investment possible

Broad Scope 50% Offtake

Clobal focus enablesLabroad deployment oftaBiorefining CCToftechnologyC

LanzaTech receives its customary one-time and recurring project-related revenue; LanzaTech participates in project economic upside 50% Offtake LanzaTech eligible to take up to 50% of the offtak to place into CarbonSmart™

Drives Revenue

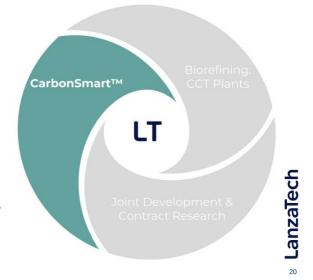
CARBONSMART[™]: TRANSFORMING CARBON WASTE INTO SUSTAINABLE PRODUCTS

Chemicals

- LanzaTech as offtaker to supply major brands with sustainable chemical building blocks for their supply chains
- Product demand creates demand pull for Biorefining CCT plants and accelerates deployment
- Work with conversion partners to upgrade ethanol from Biorefining CCT plants to be used as polymers, materials, and plastics

Sustainable Aviation Fuel

- LanzaTech ethanol can be converted into sustainable aviation fuel (SAF) through the LanzaJet[™] Alcohol-to-Jet process
- Further product demand pull for LanzaTech Biorefining CCT plants







MARKET FOR SAF DRIVES TAILWIND FOR LANZATECH

Alcohol-to-Jet technology developed within LanzaTech and in partnership with the US Department of Energy and the Pacific Northwest National Lak

Pa

Lar ow thr

LanzaTech + LanzaJet →

Significant competitive advantages from joint process

aboratory (PNNL) atented process & ASTM certified	Lowest Cost Process ¹	Direct CO ₂ Feedstock Use	High Potential Jet Yield (90%) ²	
anzaJet spun out in 2020. ~25% wnership; path to majority arough additional IP contribution	Abundant Low- cost Feedstocks	Non-food Based	Multiple Global Plants in Development	ch
SAF from LanzaJet Platform	m Creates Demand P	Pull for Waste-E	Based Ethanol	anzaTec
	1,		ropsch and hydro-processed esters and fatty ds (HEFA)² Source: LanzaTech Management	23

SUSTAINABLE AVIATION FUELS MARKET OPPORTUNITY

"SAFs are the only viable near-term option to decrease emissions in the aviation sector, as they are compatible with current aircraft engines and fueling infrastructure and can power flights with no distance limits" (McKinsey & Company)¹



COMPLETE WASTE-TO-SAF SOLUTION THROUGH INTEGRATION WITH LANZAJET PLATFORM

~100B GPY commercial aviation fuel market drives significant demand for SAF^1

LanzaJet[™] Alcohol-to-Jet process creates significant demand pull for waste-based ethanol



CONSTRUCTION OF LANZAJET'S 10M GPY SAF FACILITY TO BE COMPLETED IN 2023



APRIL 2023

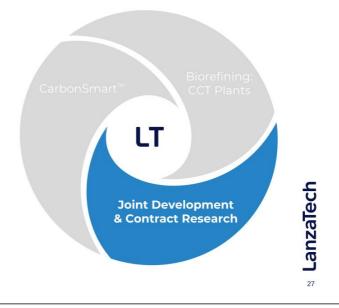
DECEMBER 2022

Once operational, this facility will account for ~10 percent of global SAF production capacity¹ and ~double the amount of current SAF production in the United States²

> ¹https://www.lata.org/en/iata-repository/pressroom/fact-sheets/fact-sheets-ratternativefuels/,² https://www.lanzajet.com/lanzajet-marks-major-milestone-on-its-freedom-pinesfuels-construction/

JOINT DEVELOPMENT & CONTRACT RESEARCH

- Prioritization of product roadmap through paid, contracted work with partners to expand chemicals portfolio and optimize processes
- World-class synthetic and computational biology capabilities to develop new microbes, optimize processes, and produce an extensive range of products
- Expands addressable product markets and drives additional demand for Biorefining CCT plants
- Facilitates LanzaTech's continued investment in disruptive synthetic biology platform



CUTTING EDGE CAPABILITIES AND PROCESSES

World-Class Synthetic Biology Platform

Benchtop & Pilot Scale Gas-Fed Reactors with Integrated Analytics & Data Collection



Fully-Integrated Predictive Metabolic & Process Models



Global Leaders in Gas Fermentation

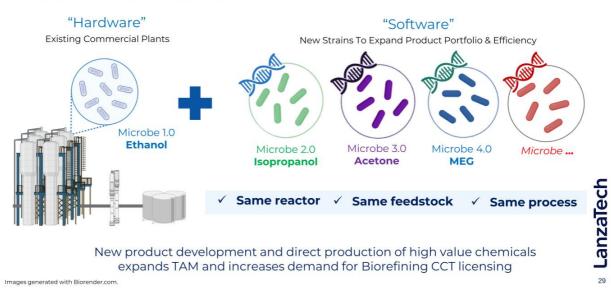
Fully Automated Engineering & Screening of Thousands of Anaerobic Gas Fermentation Strains



Predictive & Low-Cost, Cell-Free Prototyping of Enzymes & Pathway Designs



WHERE WE'RE HEADED: DIRECT PRODUCTION OF BULK COMMODITY CHEMICALS ON A DISTRIBUTED SCALE



LANZATECH ENABLES CARBON NEGATIVE PRODUCTS TODAY WITH FORESEEABLE IMPROVEMENT OVER TIME

Renewable Energy

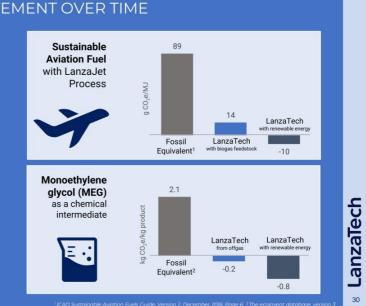
Further reduces carbon intensity of LanzaTech process and products

Carbon Negative Feedstocks

Enable increasingly negative product carbon intensity

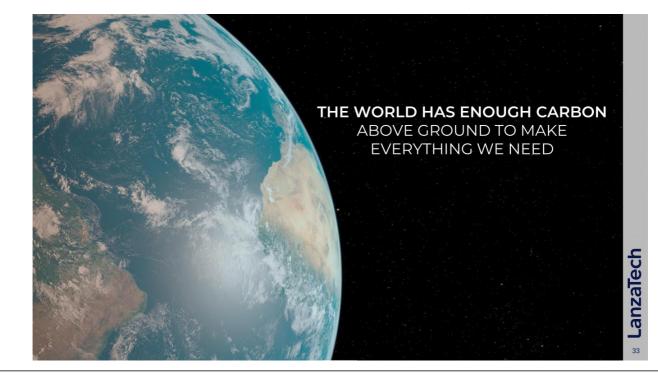
Net Zero Economy

Enabled by LanzaTech products





2023 EXECUTION PRIORITIES	
SAFETY FIRST Zero lost time injuries	
2 ADJUSTED EBITDA Reduce 2023 Adjusted EBITDA loss y/y by 10-20%: 2023E Adjusted EBITDA guidance of \$(55 Pathway to Adjusted EBITDA positive by the end of 2024	5M)-\$(65M)
3 GLOBAL PRODUCTION Grow total installed nameplate capacity by ~100% to enable >300 KTA of waste-based etha commercial operations across multiple feedstocks & geographies including China, Europe	
4 COMMERCIAL GROWTH Meet revenue guidance of \$80M-\$120M Continued pipeline development to support >2x topline growth for 2024	Tech
5 PROCESS COMPETITIVENESS Ongoing Optimization of profit/ton of CO ₂ abatement Demonstrate 1+ non-ethanol microbe at scale	22 22







WELCOME TO THE POST POLLUTION FUTURE



APPENDIX I: Corporate DNA

SAFETY IS OUR TOP PRIORITY

Global commitment to zero lost time injuries

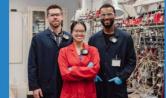
Ongoing systematic risk and hazard assessments at all global facilities

Strategic focus on executive-led safety initiatives, including risk and employee engagement

2022 SAFETY STATS









OUR PEOPLE ARE OUR COMPETITIVE ADVANTAGE



Global Employees in 11 Countries

55%

Women on Executive Team >90%

2023 YTD Employee Retention

>40%

Women on the Board of Directors LanzaTech

ESG IS OUR BUSINESS

- We've set baselines using established ESG frameworks and guides, including:
 - GRI framework
 - SASB framework
 - TCFD framework

competitor analyses

Nasdaq ESG reporting guide

2. Conducted in-depth market and

3. Implemented processes to track annual metrics, including:

- Scope I and II for U.S. Operations
- Water recycling and usage
- Global diversity figures
- Environmental impact of our day-to-day operations
- Sustainability audits for commercially operating facilities
- 4. Integrated metrics into executive-level performance

LanzaTech has been an RSB stakeholder community member for many years and has supported the certification of numerous licensee plants. LanzaTech has also achieved trader certification to ensure compliance across value chains containing carbon emissions recycled through the LanzaTech process.



« LanzaTech



APPENDIX II: Summary Financial Results

SUMMARY FINANCIAL RESULTS

Summary Financial Results	Year E	Year Ended December 31,		% Ch	ange
In thousands, except for percentages	2022	2021	2020	2022 vs. 2021	2021 vs. 2020
Revenue	\$37,343	\$25,461	\$18,353	47%	39%
Net Loss	\$(76,356)	\$(46,689)	\$(37,713)		
Adjusted EBITDA ¹	\$(69,220)	\$(44,792)	\$(34,263)		
Ending Total Cash ²	\$83,710	\$128,732	\$60,909		

Reconciliation of Net Loss to Adjusted EBITDA	Year Ended December 31,		
In thousands	2022	2021	2020
Net Loss	\$(76,356)	\$(46,689)	\$(37,713)
Depreciation	\$4,660	\$3,806	\$2,979
Interest (income) expense	\$(8)	\$7	\$351
Gain on extinguishment of debt	-	\$(3,065)	-
Stock-based compensation expense and change in fair value of warrant liability ³	\$4,476	\$3,094	\$2,287
Gain from equity method investees, net	\$(1,992)	\$(1,945)	\$(2,167)
Adjusted EBITDA	\$(69,220)	\$(44,792)	\$(34,263)

Adjusted EBITCA is calculated as net loss excluing the impact of depreciation, interest income (expense), net, gain on extinguishment of debt, stack-losed compensation and change in fail value of avantal failing, and loss/gain) from expluing the total values, net. Adjusted EBITCA is a supplemental netare that is not a subtract to net income (explanation) and financial performance prepared in accordance with US CAAP Adjusted EBITCA does not represent, and should not be considered as a subtractive to net income (explanation) and financial performance prepared in accordance with US CAAP Adjusted EBITCA does not represent, and should not be considered as a subtractive to net income (explanation) and inclusion of the interval of the subtractive to the instantic field of the subset to an anisonative to net income (explanation) and maturity of the provides of the replay compared to a network of cash and which are subject to an instantive in subset compared compared compared and the instantive of the replay compared to a network of cash and which are subject to an instantive in the subset compared maturity and the replay compared in accordance with the compared maturity of the replay to an instantive to instantive to net instantive and the replay compared in accordance in the subset to an instantive to instantive to net instantive to net instantive to net instantive to net instantive to the subject to an anisonative to a subject to an instantive to net instantive to ne