

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

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

**SEC FILE NUMBER:  
001-40282**

**CUSIP NUMBER:  
51655R101**

*(Check one):*  Form 10-K  Form 20-F  Form 11-K  Form 10-Q  
 Form 10-D  Form N-CEN  Form N-CSR

For Period Ended: December 31, 2024

Transition Report on Form 10-K

Transition Report on Form 20-F

Transition Report on Form 11-K

Transition Report on Form 10-Q

For the Transition Period Ended:

*Read Instruction (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates: Not Applicable

**PART I — REGISTRANT INFORMATION**

**LanzaTech Global, Inc.**

Full Name of Registrant

**Not Applicable**

Former Name if Applicable

**8045 Lamon Avenue, Suite 400**

Address of Principal Executive Office (Street and Number)

**Skokie, Illinois 60077**

City, State and Zip Code

## PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate.)

- (a) The reason described in reasonable detail in Part III of this Form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-CEN or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

## PART III — NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-CEN, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

LanzaTech Global, Inc. (the "Company") is filing this Notification of Late Filing on Form 12b-25 with respect to its Annual Report on Form 10-K for its fiscal year ended December 31, 2024 (the "Form 10-K"). As previously disclosed, the Company is streamlining its priorities to sharpen its business focus and improve its cost structure, and as part of these initiatives, the Company is evaluating various strategic options. These ongoing strategic measures have required a significant amount of management's time and other Company resources. The process and structure of these potential transactions will impact the Company's disclosures in its Form 10-K. Additionally, the status and implementation of any such transaction would also impact the Company's assessment of its financial position and liquidity and corresponding disclosures in its Form 10-K. As a result of the increased workload associated with these efforts, including their impact on procedures and disclosures related to finalizing the Form 10-K, the Company is unable to file the Form 10-K within the prescribed time period without unreasonable effort or expense.

The Company intends to file the Form 10-K no later than the prescribed due date provided by Rule 12b-25 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

## PART IV — OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification
- |                         |                      |                                |
|-------------------------|----------------------|--------------------------------|
| Joseph Blasko<br>(Name) | (847)<br>(Area Code) | 324-2450<br>(Telephone Number) |
|-------------------------|----------------------|--------------------------------|
- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).  
 Yes  No
- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?  
 Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

The Company currently anticipates that its results of operations for the fiscal year ended December 31, 2024 (“FY 2024”) will contain certain significant changes from its results of operations for the fiscal year ended December 31, 2023 (“FY 2023”). More specifically, the Company expects to report a decrease in revenue in FY 2024 in the low double digit percentage range as compared to FY 2023. Additionally, the Company expects to report a decrease in cost of revenues in FY 2024 in the mid double digit percentage range as compared to FY 2023. The Company also expects to report an increase in operating expense in FY 2024 in the high single digit percentage range as compared to FY 2023.

The foregoing expectations are preliminary and subject to change upon finalization of the Company’s consolidated financial statements for FY 2024. There can be no assurance that the final results will not differ materially from the foregoing preliminary results.

### Forward-Looking Statements

This Form 12b-25 includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Exchange Act, and the Private Securities Litigation Reform Act of 1995, as amended. These forward-looking statements include statements regarding, among other things, the Company’s results for FY 2024, the timing of the filing of the Form 10-K and the plans, strategies, and prospects, both business and financial, of the Company. Forward-looking statements are inherently subject to risks, uncertainties and assumptions, many of which are outside the Company’s control, that could cause actual results or outcomes to differ materially from those discussed in the forward-looking statements. Generally, statements that are not historical facts, including those concerning possible or assumed future actions, business strategies, events or results of operations, 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. Important factors that could cause the Company’s actual results and financial condition to differ materially from those indicated in the forward-looking statements include the risk factors and other information contained in the Company’s Annual Report on Form 10-K for FY 2023 and subsequent Quarterly Reports on Form 10-Q, as well as other existing and future filings with the Securities and Exchange Commission.

Any forward-looking statement herein is based only on information currently available to the Company and speaks only as of the date on which it is made. The Company 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.

**LanzaTech Global, Inc.**

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 1, 2025

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