

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

FORM 12b-25

NOTIFICATION OF LATE FILING

SEC FILE NUMBER
001-36632

CUSIP NUMBER
290846 104

(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: September 30, 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: _____

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:

PART I – REGISTRANT INFORMATION

EMCORE Corporation
Full Name of Registrant

N/A
Former Name if Applicable

450 Clark Dr.
Address of Principal Executive Office (Street and Number)

Budd Lake, NJ 07828
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 reasons 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.

As previously disclosed in the Current Report on Form 8-K filed by EMCORE Corporation (“EMCORE” or the “Company”) with the Securities and Exchange Commission (the “SEC”) on May 23, 2024, EMCORE announced a restructuring program (collectively, the “Restructuring”) that included the full closure of the Company’s Alhambra, CA facility, headcount reductions and additional reductions in operating expenses. As previously disclosed in the Current Report on Form 8-K filed by EMCORE with the SEC on November 8, 2024, on November 7, 2024 (subsequent to EMCORE’s financial year-end), EMCORE entered into an Agreement and Plan of Merger (the “Merger Agreement”) by and among EMCORE, Velocity One Holdings, LP (“Parent”), Aerosphere Power Inc., and Velocity Merger Sub, Inc. (“Merger Sub”) pursuant to which, subject to the terms and conditions set forth in the Merger Agreement, Merger Sub will merge with and into EMCORE (the “Merger”), with EMCORE surviving the Merger and becoming an indirect wholly owned subsidiary of Parent (the “Proposed Transaction”).

As a result of the Restructuring and Proposed Transaction and corresponding adjustments necessary to the financial statements, EMCORE was unable to complete its consolidated audited financial statement close process for the twelve-month period ended September 30, 2024, and therefore unable to compile in a timely manner, without unreasonable effort or expense, the consolidated financial information required to prepare its Annual Report on Form 10-K for the year-ended September 30, 2024 (the "Form 10-K"), within the prescribed time period.

The Company expects that the Form 10-K, along with the audited financial statements for the fiscal year ended September 30, 2024, will be filed as soon as possible within the 15-calendar day extension period provided by Rule 12b-25.

Cautionary Note Regarding Forward-Looking Statements

The information provided herein may include forward-looking statements within the meaning of federal securities laws. These forward-looking statements are based on the Company's current expectations about future events. Such forward-looking statements include, without limitation: expectations regarding the filing of the Form 10-K, including the timing thereof; and expectations regarding the Proposed Transaction. Additionally, all statements concerning future matters that are not historical are forward-looking statements. These forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those projected including, without limitation: the risk that the review of the Company's financial statements or evaluation of internal control over financial reporting may not be able to be completed within the expected timeframe; the occurrence of any event, change, or other circumstances that could give rise to the termination of the Merger Agreement; and the failure to consummate the Proposed Transaction for any reason. You should not rely on these statements without also considering the risks and uncertainties associated with these statements and the Company's business that are addressed in the Company's filings with the SEC that are available on the SEC's web site located at www.sec.gov, including the sections entitled "Risk Factors" in the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. The Company does not intend to update any forward-looking statement to conform such statements to actual results or to changes in expectations, except as required by applicable law or regulation.

PART IV – OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

<u>Tom Minichiello</u>	<u>(626)</u>	<u>293-3400</u>
(Name)	(Area Code)	(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 the 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.

EMCORE Corporation

(Name of Registrant as Specified in Charter)

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

Date: December 30, 2024

By: /s/ Tom Minichiello
Name: Tom Minichiello
Title: Chief Financial Officer