



Edgar Submission

Flag>

Submission Type>**425**

Filer>

Filer Id>**0001821769**

Filer Ccc>**XXXXXXXX**

Sub Company Filer>

Filer Id>**0001821769**

File Number>**001-39755**

Filer Name>**Live Oak Acquisition Corp II**

Contact>

Name>**Donnelley Financial Solutions**

Phone Number>**713-630-1000**

Sros>

Sro Id>**NYSE**

Rule163 Flag>**false**

Rule433 Flag>**false**

Notifications>

Internet Notification Address>**texas@dfinsolutions.com**

Documents>

Document>

Conformed Document Type>**425**

Description>**425**



Filed by Live Oak Acquisition Corp. II
Pursuant to Rule 425 under the Securities Act of 1933
and deemed filed pursuant to Rule 14a-12
under the Securities Exchange Act of 1934
Subject Company: Live Oak Acquisition Corp. II
Commission File No.: 001-39755
Date: July 21, 2021

The following press release was issued by Navitas Semiconductor Limited on July 21, 2021.

Live Oak Acquisition Corp. II (NYSE: LOKB) and Navitas Semiconductor Announce Upcoming New York Investor Meeting to Feature Key Industry-Leader Presentations

Lenovo, Enphase, OPPO and Brusa HyPower to speak about the future for gallium nitride ICs to power next-generation power systems in mobile, EV, renewable energy & other markets.

DUBLIN, IRELAND and Memphis, TN.— July 21st, 2021— Navitas Semiconductor (“the Company” or “Navitas”), the industry leader in GaN Power ICs, and Live Oak Acquisition Corp. II (NYSE: LOKB) (“Live Oak II” or “LOKB”), today announced exciting industry-expert additions to their in-person, investor meeting at NASDAQ headquarters in New York on July 26th, in support of Navitas’ plan to become a publicly-traded company, as previously announced.

Navitas is grateful to the following companies for their participation:

- Lenovo** – the world’s largest PC vendor and fourth largest smartphone company,
- Enphase** – the world’s leading supplier of microinverter-based solar-plus-storage systems,
- OPPO** – the world’s leading smart device manufacturer and innovator, and
- Brusa HyPower** – a pioneer in eMobility / EV, with customers including BMW, VW and Porsche.

Gallium nitride (GaN) is a next-generation semiconductor technology that runs up to 20x faster than legacy silicon chips. Navitas’ proprietary GaN power ICs integrate GaN power (FET) and GaN drive plus control and protection in a single SMT package. These GaNFast power ICs become easy-to-use, high-speed, high-performance ‘digital-in, power-out’ building blocks and deliver up to 3x faster charging in half the size and weight, and with up to 40% energy savings compared with legacy silicon chips.

The series of video testimonials confirm the revolutionary value of GaN power ICs, across a diverse range of markets and applications. Navitas’ GaN power ICs enable the world’s smallest smartphone and laptop fast-chargers, and bring size, weight, efficiency and system cost benefits to next-generation, 25-year-warrantied 300W solar micro-inverters, and upwards in power to on-board EV chargers at 22kW and beyond.

In-person attendees will experience GaNFast charging in real time, with hands-on live demonstrations, and discover how GaN power ICs can revolutionize power conversion in mobile, consumer, data center, EV and solar markets.

Navitas’ senior management team, including Gene Sheridan (co-founder and CEO), Dan Kinzer (co-founder & COO/CTO), Todd Glickman (Sr VP Finance), David Carroll (Sr VP Worldwide Sales) and Stephen Oliver (VP Corporate Marketing & Investor Relations) will be in New York to discuss technology, markets and financial details.

The Live Oak II team in New York will include Rick Hendrix (CEO), Gary Wunderlich (President), and Adam Fishman (COO).

Navitas predicts GaN power ICs can address markets estimated to grow to over \$13B in 2026. Navitas estimates that GaN can impact up to 2.6 Gtons of CO₂ reduction annually by 2050. Navitas has already shipped over 20M GaNFast power ICs to tier-1 companies including Dell, Lenovo, Xiaomi, LG, OPPO and more, with over 135 customer designs in mass production and over 150 more in development.



Investor Meeting:

Location: NASDAQ, 4 Times Square (One Five One building), New York
Date/time: Monday July 26th, in-person from 11:00 am with lunch and live demonstrations.
Formal presentation, testimonials, Q&A from 11:30am–12:30 pm (live-stream).
Registration: Please contact ir@navitassemi.com

For more information about the business combination, please visit the Navitas IR page and SEC filings. A video recording of the Analyst Day presentation (San Francisco, June 22nd) is available.

About Navitas Semiconductor

Navitas is the industry leader in gallium nitride (GaN) power ICs, founded in 2014. Navitas has a strong and growing team of power semiconductor industry experts with a combined 300 years of experience in materials, devices, applications, systems and marketing, plus a proven record of innovation with over 200 patents among its founders. GaN power ICs integrate GaN power with drive, control and protection to enable faster charging, higher power density and greater energy savings for mobile, consumer, enterprise, eMobility and new energy markets. Over 120 Navitas patents are issued or pending, and over 20 million GaNFast power ICs have been shipped with zero reported field failures.

About Live Oak Acquisition Corp. II

Live Oak II raised \$253 million in December 2020, and its units, Class A common stock and warrants are listed on the NYSE under the tickers “LOKB.U,” “LOKB” and “LOKB WS,” respectively. Live Oak II is a blank check company whose business purpose is to effect a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses. Live Oak II is led by an experienced team of managers, operators and investors who have played important roles in helping build and grow profitable public and private businesses, both organically and through acquisitions, to create value for stockholders. The team has experience operating and investing in a wide range of industries, bringing a diversity of experiences as well as valuable expertise and perspective.

Cautionary Statement Regarding Forward Looking Statements

The information in this press release includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of present or historical fact included in this press release, regarding the proposed transaction, the ability of the parties to consummate the transaction, the benefits of the transaction and the combined company’s future financial performance, as well as the combined company’s strategy, future operations, estimated financial position, estimated revenues and losses, projections of market opportunity and market share, projected costs, prospects, plans and objectives of management are forward-looking statements. When used in this press release, the words “could,” “should,” “will,” “may,” “believe,” “anticipate,” “intend,” “estimate,” “plan,” “seek,” “expect,” “project,” “forecast,” the negative of such terms and other similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words.



Live Oak II and Navitas caution you that the forward-looking statements contained in this press release are subject to numerous risks and uncertainties, including the possibility that the expected growth of Navitas' business will not be realized, or will not be realized within the expected time period, due to, among other things: (i) Navitas' goals and strategies, future business development, financial condition and results of operations; (ii) Navitas' customer relationships and ability to retain and expand these customer relationships; (iii) Navitas' ability to accurately predict future revenues for the purpose of appropriately budgeting and adjusting Navitas' expenses; (iv) Navitas' ability to diversify its customer base and develop relationships in new markets; (v) the level of demand in Navitas' customers' end markets; (vi) Navitas' ability to attract, train and retain key qualified personnel; (vii) changes in trade policies, including the imposition of tariffs; (viii) the impact of the COVID-19 pandemic on Navitas' business, results of operations and financial condition; (ix) the impact of the COVID-19 pandemic on the global economy; (x) the ability of Navitas to maintain compliance with certain U.S. Government contracting requirements; (xi) regulatory developments in the United States and foreign countries; and (xii) Navitas' ability to protect its intellectual property rights. Forward-looking statements are also subject to additional risks and uncertainties, including (i) changes in domestic and foreign business, market, financial, political and legal conditions; (ii) the inability of the parties to successfully or timely consummate the proposed transaction, including the risk that any required regulatory approvals are not obtained, are delayed or are subject to unanticipated conditions that could adversely affect the combined company or the expected benefits of the proposed transaction or that the approval of the stockholders of Live Oak II is not obtained; (iii) the outcome of any legal proceedings that may be instituted against Live Oak II or Navitas following announcement of the proposed transaction; (iv) the risk that the proposed transaction disrupts Live Oak II's or Navitas' current plans and operations as a result of the announcement of the proposed transaction; (v) costs related to the proposed transaction; (vi) failure to realize the anticipated benefits of the proposed transaction; (vii) risks relating to the uncertainty of the projected financial information with respect to Navitas; (viii) risks related to the rollout of Navitas' business and the timing of expected business milestones; (ix) the effects of competition on Navitas' business; (x) the amount of redemption requests made by Live Oak II's public stockholders; (xi) the ability of Live Oak II or the combined company to issue equity or equity-linked securities in connection with the proposed transaction or in the future; and (xii) those factors discussed in Live Oak II's registration statement on Form S-4 (File No. 333-256880) filed with the Securities and Exchange Commission (the "SEC") on June 8, 2021 (the "Registration Statement") and Live Oak II's final prospectus filed with the SEC on December 4, 2020 under the heading "Risk Factors" and other documents of Live Oak II filed, or to be filed, with the SEC.

If any of the risks described above materialize or our assumptions prove incorrect, actual results could differ materially from the results implied by our forward-looking statements. There may be additional risks that neither Live Oak II nor Navitas presently know or that Live Oak II and Navitas currently believe are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements reflect Live Oak II's and Navitas' expectations, plans or forecasts of future events and views as of the date of this press release. Live Oak II and Navitas anticipate that subsequent events and developments will cause Live Oak II's and Navitas' assessments to change. However, while Live Oak II and Navitas may elect to update these forward-looking statements at some point in the future, Live Oak II and Navitas specifically disclaim any obligation to do so. These forward-looking statements should not be relied upon as representing Live Oak II's and Navitas' assessments as of any date subsequent to the date of this press release. Accordingly, undue reliance should not be placed upon the forward-looking statements.

Important Information and Where to Find It

In connection with the proposed transaction, Live Oak II has filed the Registration Statement with the SEC, which includes a proxy statement/prospectus of Live Oak II. Live Oak II also plans to file other documents and relevant materials with the SEC regarding the proposed transaction. After the Registration Statement has been cleared by the SEC, a definitive proxy statement/prospectus will be mailed to the stockholders of Live Oak II. SECURITYHOLDERS OF LIVE OAK II AND NAVITAS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS (INCLUDING ALL AMENDMENTS AND SUPPLEMENTS THERETO) AND OTHER DOCUMENTS AND RELEVANT MATERIALS RELATING TO THE PROPOSED TRANSACTION THAT WILL BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BEFORE MAKING ANY VOTING DECISION WITH RESPECT TO THE PROPOSED TRANSACTION BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND THE PARTIES TO THE PROPOSED TRANSACTION. Stockholders will be able to obtain free copies of the proxy statement/prospectus and other documents containing important information about Live Oak II and Navitas once such documents are filed with the SEC through the website maintained by the SEC at <http://www.sec.gov>.



Participants in the Solicitation

Live Oak II and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Live Oak II in connection with the proposed transaction. Navitas and its officers and directors may also be deemed participants in such solicitation. Securityholders may obtain more detailed information regarding the names, affiliations and interests of certain of Live Oak II's executive officers and directors in the solicitation by reading Live Oak II's Annual Report on Form 10-K filed with the SEC on March 25, 2021 and the proxy statement/prospectus and other relevant materials filed with the SEC in connection with the proposed transaction when they become available. Information concerning the interests of Live Oak II's participants in the solicitation, which may, in some cases, be different than those of Live Oak II's stockholders generally, will be set forth in the proxy statement/prospectus relating to the proposed transaction when it becomes available.

Contact Information

For Navitas

Media

Graham Robertson, CMO Grand Bridges
Graham@GrandBridges.com

Investors

Stephen Oliver, VP Corporate Marketing & Investor Relations
ir@navitassemi.com

For Live Oak II

Adam J. Fishman, COO
afishman@liveoakmp.com

Navitas Semiconductor, GaNFast, and the Navitas logo are trademarks or registered trademarks of Navitas Semiconductor, Ltd. All other brands, product names and marks are or may be trademarks or registered trademarks used to identify products or services of their respective owners.

###