

**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): November 2, 2022

Maravai LifeSciences Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39725
(Commission
File Number)

85-2786970
(IRS Employer
Identification No.)

**10770 Wateridge Circle Suite 200
San Diego, California**

(Address of principal executive offices)

92121
(Zip Code)

(858) 546-0004

(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 filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications 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-commencement 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 Symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.01 par value	MRVI	The Nasdaq Stock Market LLC (Nasdaq Global Select Market)

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).

Emerging growth company

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 2.02. Results of Operations and Financial Condition.

On November 2, 2022, the Company issued a press release announcing its financial results for the third quarter of 2022. The full text of the press release issued in connection with the announcement is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in Item 2.02 of this Form 8-K and the Exhibit 99.1 attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1*	Press Release dated November 2, 2022.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

*

Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of Exchange Act, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, except as expressly set forth by specific reference in such filing.

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.

MARAVAI LIFESCIENCES HOLDINGS, INC.

Date: November 2, 2022

By: /s/ Kevin M. Herde
Name: Kevin M. Herde
Title: Chief Financial Officer

MARAVAI LIFESCIENCES REPORTS THIRD QUARTER 2022 FINANCIAL RESULTS

Updates Revenue, Adjusted EBITDA and Adjusted EPS Guidance for 2022

SAN DIEGO, Calif., — November 2, 2022 —**Maravai LifeSciences Holdings, Inc. (Maravai) (NASDAQ: MRVI)**, a global provider of life science reagents and services to researchers and biotech innovators, today reported financial results for the third quarter ended September 30, 2022, together with other business updates. Recent highlights include:

- Quarterly revenue of \$191.3 million, Net income of \$99.7 million, and Adjusted EBITDA margins of 69%; and
- Expanded mRNA raw material offering with GMP-grade N1-Methyl-Pseudouridine-5'-Triphosphate, a critical raw material for mRNA manufacturing.

“Maravai produced another solid quarter with total revenues reaching \$191.3 million. These results include revenue contribution of \$16.4 million from our Biologics Safety Testing business, \$48.4 million from our Nucleic Acid Production base business, and an estimated \$126.5 million of COVID-19-related CleanCap® revenue in the quarter,” said Carl Hull, Executive Chairman and Interim CEO of Maravai. “We expect continued expansion of our RNA pipeline as research and development of new therapeutic and vaccine programs beyond COVID-19 accelerate. As we enter the final quarter of the year, we are in an exceptional position to build on our strong commercial foundation, expand our customer relationships and amplify our offerings to support our customers’ important work.”

Revenue for the Third Quarter 2022

	Three Months Ended September 30,		
	2022	2021	Year-over-Year % Change
Nucleic Acid Production	\$ 174,881	\$ 182,901	(4.4)%
Biologics Safety Testing	16,382	16,626	(1.5)%
Protein Detection (sold in Sept. 2021)	—	5,283	(100.0)%
Total Revenue	<u>\$ 191,263</u>	<u>\$ 204,810</u>	(6.6)%

	Nine Months Ended September 30,		
	2022	2021	Year-over-Year % Change
Nucleic Acid Production	\$ 623,779	\$ 499,354	24.9 %
Biologics Safety Testing	54,509	52,483	3.9 %
Protein Detection (sold in Sept. 2021)	—	18,959	(100.0)%
Total Revenue	<u>\$ 678,288</u>	<u>\$ 570,796</u>	18.8 %

Third Quarter 2022 Financial Results

Revenue for the third quarter was \$191.3 million, representing a 7% decrease over the same period in the prior year and was driven by the following:

- Nucleic Acid Production revenue was \$174.9 million for the third quarter, representing a 4% decrease year-over-year. This includes an estimated \$126.5 million of COVID-19 related CleanCap revenue, which was \$4.8 million lower than the same period last year as demand decreased for our proprietary CleanCap analogs from COVID-19 vaccine manufacturers.
- Biologics Safety Testing revenue was \$16.4 million for the third quarter, representing a 1% decrease year-over-year.

Net income and Adjusted EBITDA (non-GAAP) were \$99.7 million and \$132.5 million, respectively, for the third quarter of 2022, compared to \$132.2 million and \$154.9 million, respectively, for the third quarter of the prior year.

Nine Months Ended September 30, 2022 Financial Results

Revenue for the nine months ended September 30, 2022 was \$678.3 million, representing a 19% increase over the same period in the prior year and was driven by the following:

- Nucleic Acid Production revenue was \$623.8 million for the nine months ended September 30, 2022, representing a 25% increase year-over-year and reflecting an estimated \$476.2 million of COVID-19 related CleanCap revenue. The increase was driven by demand for our proprietary CleanCap analogs as COVID-19 vaccine manufacturers scaled production earlier in the year, and ongoing demand for highly modified RNA products as this technology becomes incorporated into more therapeutic and vaccine development programs for a variety of indications.
- Biologics Safety Testing revenue was \$54.5 million for the nine months ended September 30, 2022, representing a 4% increase year-over-year.

Net income and Adjusted EBITDA (non-GAAP) were \$403.2 million and \$508.0 million, respectively, for the nine months ended September 30, 2022, compared to \$342.1 million and \$420.1 million, respectively, for the same period last year.

Updated Financial Guidance for 2022

Our updated financial guidance for the full year 2022 is based on expectations for our existing business and does not include the financial impact of potential new acquisitions, if any, or items that have not yet been identified or quantified. This guidance is subject to a number of risks, uncertainties and other factors, including those identified in "Forward-looking Statements" below.

Total revenue for 2022 is projected to be in the range of \$880.0 million to \$890.0 million, reflecting overall year-over-year growth of 10% to 11%.

Adjusted EBITDA (non-GAAP) is now expected to be in the range of \$650.0 million to \$660.0 million.

Adjusted fully diluted EPS (non-GAAP) is now expected to be in the range of \$1.76 - \$1.80 per share. Adjusted fully diluted EPS (non-GAAP) is based on the assumption that all the units of Maravai Topco Holdings, LLC (paired with the corresponding shares of Class B common stock) are converted to shares of Class A common stock. The net income included in the Adjusted fully diluted EPS (non-GAAP) has been adjusted to eliminate the net income attributable to non-controlling interest as a result of the assumed full conversion of the units of Maravai Topco Holdings, LLC (paired with the corresponding shares of Class B common stock) for shares of Class A common stock and is further adjusted for certain items that we do

not believe directly reflect our core operations. All such adjustments have been tax effected at the assumed statutory tax rate of 24%.

Maravai cannot provide guidance for the most closely comparable GAAP measures or reconciliations for the non-GAAP financial measures included in the updated 2022 guidance above because we are unable to provide a meaningful or accurate calculation or estimation of certain reconciling items without unreasonable effort. This is due to the inherent difficulty in forecasting and quantifying certain amounts that are necessary for such reconciliation, including net income attributable to noncontrolling interest, variations in effective tax rate, expenses to be incurred for acquisition activities, and the diluted weighted average number of shares of Class A common stock outstanding for the applicable period from potential proforma exchanges of outstanding Maravai Topco Holdings, LLC units (paired with shares of Class B common stock) for shares of Class A common stock. Thus, we are unable to present a quantitative reconciliation of the aforementioned forward-looking non-GAAP financial measures to their most directly comparable forward-looking GAAP financial measures because such information is not available. However, 2022 interest expense is expected to be in the range of \$21.0 million to \$23.0 million, 2022 depreciation and amortization is expected to be in the range of \$30.0 million to \$32.0 million, and 2022 stock-based compensation is expected to be in the range of \$17.0 million to \$19.0 million.

MARAVAI LIFESCIENCES HOLDINGS, INC.

CONSOLIDATED STATEMENTS OF INCOME

(Unaudited)

(in thousands, except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021 (as adjusted)*	2022	2021 (as adjusted)*
Revenue	\$ 191,263	\$ 204,810	\$ 678,288	\$ 570,796
Operating expenses				
Cost of revenue	38,176	32,221	115,704	101,423
Selling, general and administrative	30,795	26,512	92,056	74,483
Research and development	5,389	1,946	13,358	6,035
Change in estimated fair value of contingent consideration	—	—	(7,800)	—
Gain on sale of business	—	(11,249)	—	(11,249)
Total operating expenses	74,360	49,430	213,318	170,692
Income from operations	116,903	155,380	464,970	400,104
Other income (expense)				
Interest expense	(3,136)	(7,685)	(10,234)	(23,238)
Loss on extinguishment of debt	—	—	(208)	—
Change in payable to related parties pursuant to the Tax Receivable Agreement	—	3,246	2,340	9,132
Other (expense) income	(4)	78	(1,272)	78
Income before income taxes	113,763	151,019	455,596	386,076
Income tax expense	14,110	18,842	52,362	43,937
Net income	99,653	132,177	403,234	342,139
Net income attributable to noncontrolling interests	55,184	78,215	220,663	215,932
Net income attributable to Maravai LifeSciences Holdings, Inc.	<u>\$ 44,469</u>	<u>\$ 53,962</u>	<u>\$ 182,571</u>	<u>\$ 126,207</u>
Net income per share attributable to Maravai LifeSciences Holdings, Inc.:				
Basic	\$ 0.34	\$ 0.46	\$ 1.39	\$ 1.16
Diluted	\$ 0.34	\$ 0.44	\$ 1.37	\$ 1.13
Weighted average number of shares outstanding:				
Basic	131,540	118,433	131,518	109,174
Diluted	131,651	258,028	255,323	257,799

* As adjusted to reflect the impact of the adoption of Accounting Standards Codification 842 ("ASC 842").

MARAVAI LIFESCIENCES HOLDINGS, INC.

RECONCILIATION OF NON-GAAP FINANCIAL INFORMATION

(Unaudited)

(in thousands, except per share amounts)

Net Income to Adjusted EBITDA

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021 (as adjusted)*	2022	2021 (as adjusted)*
Net income	\$ 99,653	\$ 132,177	\$ 403,234	\$ 342,139
Add:				
Amortization	6,254	4,604	18,033	14,685
Depreciation	1,857	1,797	5,604	4,668
Interest expense	3,136	7,685	10,234	23,238
Income tax expense	14,110	18,842	52,362	43,937
EBITDA	125,010	165,105	489,467	428,667
Acquisition contingent consideration ⁽¹⁾	—	—	(7,800)	—
Acquisition integration costs ⁽²⁾	2,760	21	10,642	38
Stock-based compensation ⁽³⁾	4,740	3,567	12,675	8,228
Gain on sale of business ⁽⁴⁾	—	(11,249)	—	(11,249)
Merger and acquisition related expenses ⁽⁵⁾	—	(366)	1,195	1,496
Financing costs ⁽⁶⁾	7	1,034	1,071	2,092
Acquisition related tax adjustment ⁽⁷⁾	—	—	1,264	—
Tax Receivable Agreement liability adjustment ⁽⁸⁾	—	(3,246)	(2,340)	(9,132)
Other ⁽⁹⁾	—	—	1,814	—
Adjusted EBITDA	\$ 132,517	\$ 154,866	\$ 507,988	\$ 420,140

Adjusted Net Income and Adjusted Net Income per Diluted Share

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021 (as adjusted)*	2022	2021 (as adjusted)*
Net income attributable to Maravai LifeSciences Holdings, Inc.	\$ 44,469	\$ 53,962	\$ 182,571	\$ 126,207
Net income impact from pro forma conversion of Class B shares to Class A common shares	55,184	78,215	220,663	215,932
Adjustment to the provision for income tax ⁽¹⁰⁾	(13,057)	(17,790)	(52,209)	(50,459)
Tax-effected net income	86,596	114,387	351,025	291,680
Acquisition contingent consideration ⁽¹⁾	—	—	(7,800)	—
Acquisition integration costs ⁽²⁾	2,760	21	10,642	38
Stock-based compensation ⁽³⁾	4,740	3,567	12,675	8,228
Gain on sale of business ⁽⁴⁾	—	(11,249)	—	(11,249)
Merger and acquisition related expenses ⁽⁵⁾	—	(366)	1,195	1,496
Financing costs ⁽⁶⁾	7	1,034	1,071	2,092
Acquisition related tax adjustment ⁽⁷⁾	—	—	1,264	—
Tax Receivable Agreement liability adjustment ⁽⁸⁾	—	(3,246)	(2,340)	(9,132)
Other ⁽⁹⁾	—	—	1,814	—
Tax impact of adjustments ⁽¹¹⁾	(1,525)	3,337	(7,604)	5,105
Foreign-derived income cash tax benefit ⁽¹²⁾	423	3,779	3,306	3,779
Net cash tax benefit retained from historical exchanges ⁽¹³⁾	1,850	1,566	5,550	3,821
Adjusted net income	\$ 94,851	\$ 112,830	\$ 370,798	\$ 295,858
Diluted weighted average shares of Class A common stock outstanding	255,320	258,028	255,323	257,800
Adjusted net income	\$ 94,851	\$ 112,830	\$ 370,798	\$ 295,858
Adjusted fully diluted EPS	\$ 0.37	\$ 0.44	\$ 1.45	\$ 1.15

Explanatory Notes to Reconciliations

* As adjusted to reflect the impact of the adoption of ASC 842.

- (1) Refers to the change in fair value of performance payments related to the acquisition of MyChem, LLC ("MyChem"), which was completed in January 2022.
- (2) Refers to incremental costs incurred to execute and integrate completed acquisitions, and retention payments in connection with these acquisitions.
- (3) Refers to non-cash expense associated with stock-based compensation.
- (4) Refers to the gain on the sale of Vector Laboratories, Inc. ("Vector"), which was completed in September 2021.
- (5) Refers to diligence, legal, accounting, tax and consulting fees incurred associated with acquisitions that were not consummated.
- (6) Refers to transaction costs related to the refinancing of our long-term debt and costs from our secondary offering that are not capitalizable or cannot be offset against proceeds from such transactions.
- (7) Refers to non-cash expense associated with adjustments to the indemnification asset recorded in connection with the acquisition of MyChem.
- (8) Refers to the gain related to the adjustment of the Tax Receivable Agreement liability primarily due to changes in our estimated state apportionment and the corresponding reduction of our estimated state tax rate.
- (9) Refers to the loss recognized during the period associated with certain working capital and other adjustments for the sale of Vector, and the loss incurred on extinguishment of debt.

- (10) Represents additional corporate income taxes at an assumed effective tax rate of 23.7% applied to additional net income attributable to Maravai LifeSciences Holdings, Inc. from the assumed proforma exchange of all outstanding shares of Class B common stock for shares of Class A common stock.
 - (11) Represents income tax impact of non-GAAP adjustments and assumed proforma exchange of all outstanding Class B common stock for shares of Class A common stock at an assumed effective tax rate of 23.7%.
 - (12) Represents income tax benefits at Maravai LifeSciences Holdings, Inc. related to the income tax treatment of income derived from sales to foreign-domiciled customers.
 - (13) Represents tax benefits due to the amortization of intangible assets and other tax attributes resulting from the tax basis step up associated with the purchase or exchange of Maravai Topco Holdings, LLC units and Class B common stock, net of payment obligations under the Tax Receivable Agreement.
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Non-GAAP Financial Information

This press release contains financial measures that have not been calculated in accordance with accounting principles generally accepted in the U.S. (GAAP). These non-GAAP measures include: Adjusted EBITDA and Adjusted fully diluted Earnings Per Share (EPS).

We define Adjusted EBITDA as net income before interest, taxes, depreciation and amortization and adjustments to exclude, as applicable: (i) adjustments to acquisition contingent consideration; (ii) incremental costs incurred to execute and integrate completed acquisitions, and associated retention payments; (iii) charges for in-process research and development associated with completed acquisitions; (iv) non-cash expenses related to share-based compensation; (v) gain or loss on the sale of businesses; (vi) gain on sale and leaseback transactions; (vii) expenses incurred for acquisitions that were not consummated (including legal, accounting and professional consulting services); (viii) transaction costs incurred for the initial public offering, secondary public offerings, and debt refinancings; (ix) non-cash expense incurred on loss on extinguishment of debt; (x) loss or (income) recognized during the applicable period due to changes in the tax receivable agreement liability; and (xi) non-cash expense recorded for acquisition related tax adjustments. We define Adjusted Net Income as tax-effected earnings before the adjustments described above, and the tax effects of those adjustments. We define Adjusted Diluted EPS as Adjusted Net Income divided by the diluted weighted average number of shares of Class A common stock outstanding for the applicable period, which assumes the proforma exchange of all outstanding units of Maravai Topco Holdings, LLC (paired with shares of Class B common stock) for shares of Class A common stock.

These non-GAAP measures are supplemental measures of operating performance that are not prepared in accordance with GAAP and that do not represent, and should not be considered as, an alternative to net income, as determined in accordance with GAAP.

We use these non-GAAP measures to understand and evaluate our core operating performance and trends and to develop short-term and long-term operating plans. We believe the measures facilitate comparison of our operating performance on a consistent basis between periods and, when viewed in combination with our results prepared in accordance with GAAP, help provide a broader picture of factors and trends affecting our results of operations.

These non-GAAP financial measures have limitations as an analytical tool, and you should not consider them in isolation, or as a substitute for analysis of our results as reported under GAAP. Because of these limitations, they should not be considered as a replacement for net income, as determined by GAAP, or as a measure of our profitability. We compensate for these limitations by relying primarily on our GAAP results and using non-GAAP measures only for supplemental purposes. The non-GAAP financial measures should be considered supplemental to, and not a substitute for, financial information prepared in accordance with GAAP.

Conference Call and Webcast

Maravai's management will host a conference call today at 2:00 p.m. PT/ 5:00 p.m. ET to discuss its financial results for the third quarter of fiscal year 2022. Approximately 10 minutes before the call, dial (877) 315-3037 or (201) 689-8357 and reference Maravai LifeSciences. The call will also be available via live or archived webcast on the "Investors" section of the Maravai web site at <https://investors.maravai.com/>.

About Maravai

Maravai is a leading life sciences company providing critical products to enable the development of drug therapies, diagnostics and novel vaccines and to support research on human diseases. Maravai's companies are leaders in providing products and services in the fields of nucleic acid synthesis and biologics safety testing to many of the world's leading biopharmaceutical, vaccine, diagnostics, and cell and gene therapy companies.

For more information about Maravai LifeSciences, visit www.maravai.com.

Forward-looking Statements

This press release contains, and our officers and representatives may from time-to-time make, "forward-looking statements" within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Investors are cautioned that statements in this press release which are not strictly historical statements constitute forward-looking statements, including, without limitation, statements regarding our financial guidance for 2022; the supplemental value of non-GAAP measurements; the expansion of our RNA pipeline; our ability to expand our customer relationships; our expectations for growth and profitability; our ability to make investments in research and development, capacity and people; our predictions regarding demand for our products; growth opportunities, including inorganic growth; the acceleration of research and development of new, non-COVID-19 therapeutic and vaccine programs; and future innovations, constitute forward-looking statements and are identified by words like "believe," "expect," "may," "will," "should," "seek," "anticipate," or "could" and similar expressions.

Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. Our actual results and financial condition may differ materially from those indicated in the forward-looking statements. Therefore, you should not rely on any of these forward-looking statements. Important factors that could cause our actual results and financial condition to differ materially from those indicated in the forward-looking statements include, among others, the following:

- Certain of our products are used by customers in the production of vaccines and therapies, some of which represent relatively new and still-developing modes of treatment. Unforeseen adverse events, negative clinical outcomes, development of alternative therapies or increased regulatory scrutiny of these vaccines and therapies and their financial cost may damage public perception of the safety, utility, or efficacy of these vaccines and therapies or other modes of treatment and
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may harm our customers' ability to conduct their business. Such events may negatively impact our revenue and have an adverse effect on our performance.

- Continued demand for our COVID-19 related products and services, which currently comprise a significant portion of our revenue, may decrease as populations are vaccinated, the COVID-19 pandemic subsides or antiviral therapeutic alternatives are developed successfully.
- We are dependent on our customers' spending on and demand for outsourced nucleic acid production and biologics safety testing products and services. A reduction in spending or demand could have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects.
- We compete with life science, pharmaceutical and biotechnology companies who are substantially larger than we are and potentially capable of developing new approaches that could make our products, services and technology obsolete.
- We depend on a limited number of customers for a high percentage of our revenue. If we cannot maintain our current relationships with customers, fail to sustain recurring sources of revenue with our existing customers, or if we fail to enter into new relationships, our future operating results will be adversely affected.
- We rely on a limited number of suppliers or, in some cases, sole suppliers, for some of our raw materials and may not be able to find replacements or immediately transition to alternative suppliers.
- Such other factors as discussed throughout the "Risk Factors" section of our Annual Report on Form 10-K for the year ended December 31, 2021, our Quarterly Report on Form 10-Q for the quarter-ended June 30, 2022, as well as other documents on file with the Securities and Exchange Commission.

Any forward-looking statement made by us in this release is based only on information currently available to us and speaks only as of the date on which it is made. We undertake no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise.

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