

**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): March 20, 2025

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 (17 CFR § 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR § 240.12b-2).

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 revisited financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 7.01. Regulation FD Disclosure.

On March 20, 2025, during its financial results conference call, Maravai LifeSciences Holdings, Inc. (“Maravai” or the “Company”) intends to present information regarding the Company’s financial guidance for the full year 2025. As previously announced, this conference call will be available via live or archived webcast on the “Investors” section of the Maravai website at <https://investors.maravai.com/>. Presentation slides will be posted to this website.

Based on expectations for its existing business and excluding the financial impact of potential new acquisitions, if any, or items that have not yet been identified or quantified, the Company expects revenue for 2025 to be in the range of \$185.0 million to \$205.0 million, with revenue for the first quarter 2025 expected to be in the range of \$43.0 million to \$45.0 million. The table below includes the projected impact for 2025 of certain items excluded from the Company’s calculation of Adjusted EBITDA (non-GAAP):

Interest expense, net of interest income	\$14.0 million to \$16.0 million
Depreciation and amortization	\$50.0 million to \$55.0 million
Stock-based compensation expense	\$45.0 million to \$50.0 million

For 2025, the Company also expects its as-if fully converted diluted weighted average number of Class A common shares outstanding to be approximately 256 million and total capital expenditures to be in the range of \$15.0 million to \$20.0 million.

The foregoing guidance is subject to a number of risks, uncertainties and other factors, including those identified under “Forward-Looking Statements” below.

The information in this Item 7.01 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, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Forward-Looking Statements

This Current Report on Form 8-K contains “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 Current Report on Form 8-K which are not strictly historical statements, including, without limitation, statements regarding the Company’s financial guidance for the fiscal year ending December 31, 2025, constitute forward-looking statements and are identified by words like “believe,” “expect,” “see,” “project,” “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 management’s current beliefs, expectations and assumptions regarding the future of the Company’s 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 management’s control. The Company’s 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 the Company’s actual results to differ materially from those indicated in the forward-looking statements include the factors discussed throughout the sections entitled “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the Company’s most recent Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, as well as other documents the Company files with the Securities and Exchange Commission.

Any forward-looking statements made in this Current Report on Form 8-K are based only on information currently available to management and speak only as of the date on which they are made. The Company undertakes 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.

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: March 20, 2025

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