

**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): May 7, 2026

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 May 7, 2026, Maravai LifeSciences Holdings, Inc. issued a press release announcing its financial results for the first quarter of 2026. 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 May 7, 2026.
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.

MARAVAI LIFESCIENCES REPORTS FIRST QUARTER 2026 FINANCIAL RESULTS

First quarter 2026 total revenue up 41% from prior year

Base revenue excluding revenue for high-volume CleanCap for commercialized COVID-19 vaccines up 10% from prior year

SAN DIEGO, Calif., — May 7, 2026 — **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 first quarter ended March 31, 2026, together with other business updates.

Key Financial Results:

- Revenue of \$65.8 million, Net loss of \$(6.4) million, and Adjusted EBITDA of \$20.3 million;
- Returned to positive free cash flow, generating \$4.2 million in the quarter; and
- Increased full year 2026 Revenue and Adjusted EBITDA guidance.

“2026 is off to a strong start, driven by improving demand in our core TriLink base business and continued strength across our higher-margin portfolio,” said Bernd Brust, CEO of Maravai LifeSciences. “TriLink base, non-COVID revenue grew 15% year over year, while total TriLink revenue grew 65%. Our disciplined focus on the cost structure and operational efficiency translated this revenue growth into meaningful EBITDA expansion and positive free cash flow, reflecting the structural improvements taking hold across the business.”

Brust continued, “With solid first quarter performance and improving visibility into the balance of the year, we are raising our full-year revenue and EBITDA guidance. We remain confident in our strategy to drive sustained, profitable growth and long-term value creation.”

Revenue for the First Quarter 2026

(Dollars in 000's)	Three Months Ended March 31,		
	2026	2025	Year-over-Year % Change
TriLink	\$ 47,476	\$ 28,750	65.1 %
Cygnus	18,361	18,100	1.4 %
Total Revenue	\$ 65,837	\$ 46,850	40.5 %

First Quarter 2026 Financial Results by Reporting Segment

Revenue for the first quarter was \$65.8 million, an increase of 40.5% compared to the prior year period, driven by the following:

- TriLink revenue was \$47.5 million, increasing 65.1% year-over-year, primarily driven by \$14.3 million of high-volume CleanCap orders for commercial phase COVID vaccine programs. Excluding

COVID CleanCap revenue, TriLink base revenue grew 15.4% year-over-year with strength in both Discovery and GMP consumables.

- Cygnus revenue was \$18.4 million, increasing 1.4% year-over-year, driven by strong demand in North America and EMEA, partially offset by lower contribution from China due to distributor ordering timing.

Net loss and Adjusted EBITDA (non-GAAP) were \$(6.4) million and \$20.3 million, respectively, for the first quarter of 2026, compared to net loss and Adjusted EBITDA (non-GAAP) of \$(52.9) million and \$(10.5) million, respectively, for the first quarter of 2025.

Updated Financial Guidance for Full Year 2026

Maravai's financial guidance for the full year 2026 is based on expectations for its 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 also subject to a number of risks, uncertainties and other factors, including those identified in "Forward-looking Statements" below.

Revenue for the full year 2026 is now expected to be in the range of \$205.0 million to \$215.0 million, up from the prior range of \$200.0 million to \$210.0 million.

Adjusted EBITDA (non-GAAP) is now expected to be in the range of \$30.0 million to \$32.0 million, up from the prior range of \$18.0 million to \$20.0 million.

As it relates to forward-looking Adjusted EBITDA, Maravai cannot provide guidance for the most directly comparable GAAP measure or a reconciliation of this non-GAAP financial measure because it is unable to provide a meaningful or accurate calculation or estimation of certain significant reconciling items without unreasonable effort.

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 first quarter of 2026 and other business updates. To participate in the conference call by telephone, approximately 10 minutes before the call, dial 1-800-343-5172 or 1-203-518-9856 and reference Maravai LifeSciences, Conference ID: MARAVAI. 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/>.

MARAVAI LIFESCIENCES HOLDINGS, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per share amounts)

(Unaudited)

	Three Months Ended March 31,	
	2026	2025
Revenue	\$ 65,837	\$ 46,850
Cost of revenue	32,136	39,125
Gross profit	33,701	7,725
Operating expenses:		
Selling, general and administrative	29,092	39,564
Research and development	3,889	4,888
Goodwill impairment	—	12,435
Restructuring	2,878	—
Total operating expenses	35,859	56,887
Loss from operations	(2,158)	(49,162)
Other income (expense):		
Interest expense	(5,749)	(6,778)
Interest income	1,873	3,225
Other (expense) income	(494)	24
Loss before income taxes	(6,528)	(52,691)
Income tax (benefit) expense	(151)	162
Net loss	(6,377)	(52,853)
Net loss attributable to non-controlling interests	(2,644)	(22,908)
Net loss attributable to Maravai LifeSciences Holdings, Inc.	\$ (3,733)	\$ (29,945)
Net loss per Class A common share attributable to Maravai LifeSciences Holdings, Inc., basic and diluted	\$ (0.02)	\$ (0.21)
Weighted average number of Class A common shares outstanding, basic and diluted	146,426	143,425

MARAVAI LIFESCIENCES HOLDINGS, INC.

RECONCILIATION OF NON-GAAP FINANCIAL INFORMATION

(in thousands, except per share amounts)

(Unaudited)

Net Loss to Adjusted EBITDA (non-GAAP)

	Three Months Ended March 31,	
	2026	2025
Net loss	\$ (6,377)	\$ (52,853)
Add:		
Amortization	6,472	7,030
Depreciation	4,900	5,693
Interest expense	5,749	6,778
Interest income	(1,873)	(3,225)
Income tax (benefit) expense	(151)	162
EBITDA	8,720	(36,415)
Acquisition integration costs ⁽¹⁾	231	767
Stock-based compensation ⁽²⁾	6,743	10,403
Merger and acquisition related expenses ⁽³⁾	—	1,178
Goodwill impairment ⁽⁴⁾	—	12,435
Restructuring costs ⁽⁵⁾	3,110	—
Other ⁽⁶⁾	1,523	1,083
Adjusted EBITDA (non-GAAP)	\$ 20,327	\$ (10,549)

Net Loss attributable to Maravai LifeSciences Holdings, Inc. to Adjusted Net Income (Loss) (non-GAAP) and Adjusted Fully Diluted Earnings (Loss) Per Share (non-GAAP)

	Three Months Ended March 31,	
	2026	2025
Net loss attributable to Maravai LifeSciences Holdings, Inc.	\$ (3,733)	\$ (29,945)
Net loss impact from pro forma conversion of Class B shares to Class A common shares	(2,644)	(22,908)
Adjustment to the provision for income tax ⁽⁷⁾	647	5,456
Tax-effected net loss	(5,730)	(47,397)
Acquisition integration costs ⁽¹⁾	231	767
Stock-based compensation ⁽²⁾	6,743	10,403
Merger and acquisition related expenses ⁽³⁾	—	1,178
Goodwill impairment ⁽⁴⁾	—	12,435
Restructuring costs ⁽⁵⁾	3,110	—
Other ⁽⁶⁾	1,523	1,083
Tax impact of adjustments ⁽⁸⁾	(2,040)	1,095
Adjusted net income (loss) (non-GAAP)	\$ 3,837	\$ (20,436)
Diluted weighted average shares of Class A common stock outstanding	261,679	255,457
Adjusted net income (loss) (non-GAAP)	\$ 3,837	\$ (20,436)
Adjusted fully diluted earnings (loss) per share (non-GAAP)	\$ 0.01	\$ (0.08)

Explanatory Notes to Reconciliations

- (1) Refers to incremental costs incurred to execute and integrate completed acquisitions, including retention payments related to integration that were negotiated specifically at the time of the Company's acquisition of Alphazyme, which was completed in January 2023. These retention payments arise from the Company's agreement executed in connection with its acquisition of Alphazyme and provide incremental financial incentives, over and above recurring compensation, to ensure the employees of Alphazyme remain present and participate in integration of the acquired business during the integration and knowledge transfer period. The Company agreed to pay certain employees of Alphazyme retention payments totaling \$9.3 million as of various dates but primarily through December 31, 2025, as long as these individuals continued to be employed by the Company. The Company recognized compensation expense related to these payments in the post-acquisition period ratably over the service period. Retention payment expenses were \$0.7 million for the three months ended March 31, 2025. Retention expenses for Alphazyme concluded in the fourth quarter of 2025, and following the payments in the fourth quarter of 2025, there were no further retention expenses payable for Alphazyme. There are no further cash-based retention payments planned, other than those disclosed above, for acquisitions completed as of March 31, 2026.
- (2) Refers to non-cash expense associated with stock-based compensation.
- (3) Refers to diligence, legal, accounting, tax and consulting fees incurred in connection with acquisitions that were pursued but not consummated.
- (4) Refers to goodwill impairment recorded for our TriLink segment.
- (5) Refers to restructuring costs (benefit) associated with the 2025 Corporate Realignment Plan. For the three months ended March 31, 2026, stock-based compensation benefit of \$0.2 million related to forfeited stock awards is included in the stock-based compensation line item.
- (6) For the three and three months ended March 31, 2026, refers to severance payments, inventory step-up charges in connection with the acquisition of Alphazyme, legal costs, and other non-recurring costs that are deemed to be outside of the ordinary course of business. For the three and three months ended March 31, 2025, primarily refers to severance payments and other non-recurring costs that are deemed to be outside of the ordinary course of business.

- (7) Represents additional corporate income taxes at an assumed effective tax rate of approximately 24% applied to additional net loss 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.
- (8) Represents income tax impact of non-GAAP adjustments at an assumed effective tax rate of approximately 24% and the assumed proforma exchange of all outstanding shares of Class B common stock for shares of Class A common stock.

Free Cash Flow (non-GAAP)

	Three Months Ended March 31,	
	2026	2025
Net cash provided by (used in) operating activities	\$ 8,665	\$ (9,390)
Purchases of property and equipment	(4,437)	(4,501)
Free cash flow (non-GAAP)	\$ 4,228	\$ (13,891)

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, Adjusted fully diluted Earnings Per Share (EPS) and free cash flow.

Maravai defines Adjusted EBITDA as net income (loss) before interest, taxes, depreciation and amortization, certain non-cash items and other adjustments that we do not consider representative of our ongoing operating performance including, as applicable: (i) incremental costs incurred to execute and integrate completed acquisitions, and associated retention payments; (ii) non-cash expenses related to share-based compensation; (iii) expenses incurred for acquisitions that were pursued but not consummated (including legal, accounting and professional consulting services); (iv) impairment charges; (v) restructuring costs; (vi) severance payments; and (vii) inventory step-up charges in connection with completed acquisitions. Maravai defines Adjusted Net Income (Loss) as tax-effected earnings before the adjustments described above, and the tax effects of those adjustments. Maravai defines Adjusted fully diluted EPS as Adjusted Net Income (Loss) 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. Maravai defines free cash flow as operating cash flow less purchases of property and equipment.

Adjusted EBITDA and Adjusted fully diluted EPS are supplemental measures of operating performance, and free cash flow is a supplemental liquidity measure. These non-GAAP measures are not prepared in accordance with GAAP and do not represent, and should not be considered as, an alternative to net loss, fully diluted EPS or cash flows from operations, respectively, as determined in accordance with GAAP.

Management uses these non-GAAP measures to understand and evaluate Maravai's core operating performance, available liquidity and trends and to develop short-term and long-term operating plans. Management believes the measures facilitate comparison of Maravai's operating and cash flow performance on a consistent basis between periods and, when viewed in combination with its results prepared in accordance with GAAP, help provide a broader picture of factors and trends affecting Maravai's results of operations and liquidity.

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 Maravai's results as reported under GAAP. Because of these limitations, they should not be considered as a replacement for net loss, as determined by GAAP, or as a measure of Maravai's profitability. Management compensates for these limitations by relying primarily on Maravai's 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.

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 Maravai's 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 Maravai's expected revenue and EBITDA performance for the full year 2026; demand in the core TriLink business and Maravai's higher-margin portfolio, and the expected ongoing impact of Maravai's cost structure and operating efficiency initiatives on its EBITDA performance and Maravai's ability to execute on its strategy to drive sustained, profitable growth, 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 Maravai'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. Maravai'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 Maravai's actual results and financial condition to differ materially from those indicated in the forward-looking statements include, among others, the following:

- The level of Maravai's customers' spending on and demand for TriLink and Cygnus products and services.
 - Maravai's operating results are prone to significant fluctuation, which may make Maravai's future operating results difficult to predict and could cause Maravai's actual operating results to fall below expectations or any guidance Maravai may provide.
 - Uncertainty regarding the extent and duration of Maravai's revenue associated with high-volume sales of CleanCap® for commercial phase vaccine programs and the dependency of such revenue, in important respects, on factors outside our control.
 - Shifts in the trade, economic and other policies and priorities of the U.S. federal government, on Maravai and Maravai's customers' current and future business operations.
 - Unintended consequences from our recent organizational changes and workforce reduction.
 - Use of Maravai's products by customers in the production of vaccines and therapies, some of which represent relatively new and still-developing modes of treatment, and the impact of unforeseen adverse events, negative clinical outcomes, development of alternative therapies, or increased regulatory scrutiny of these modes of treatment and their financial cost on Maravai's customers' use of its products and services.
 - Competition with life science, pharmaceutical and biotechnology companies who are substantially larger than Maravai and potentially capable of developing new approaches that could make Maravai's products, services and technology obsolete.
 - The potential failure of Maravai's products and services to perform as expected and the reliability of the technology on which Maravai's products and services are based.
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- Maravai's use of Artificial Intelligence technologies, including Machine Learning, and business, compliance and reputational challenges that may result from such use.
 - The risk that Maravai's products do not comply with required quality standards.
 - Market acceptance of Maravai's life science reagents.
 - Maravai's ability to efficiently manage its strategic acquisitions and organic growth opportunities.
 - Natural disasters, geopolitical instability (including ongoing military conflicts) and other catastrophic events.
 - Risks related to Maravai's acquisitions, including whether Maravai achieves the anticipated benefits of acquisitions of businesses or technologies.
 - Product liability lawsuits.
 - Maravai's dependency on a limited number of customers for a high percentage of its revenue and Maravai's ability to maintain its current relationships with such customers.
 - Maravai's reliance on a limited number of suppliers or, in some cases, sole suppliers, for some of Maravai's raw materials and the risk that Maravai may not be able to find replacements or immediately transition to alternative suppliers.
 - The risk that Maravai's products become subject to more onerous regulation by the U.S. Food and Drug Administration or other regulatory agencies in the future.
 - Maravai's ability to obtain, maintain and enforce sufficient intellectual property protection for Maravai's current or future products.
 - The risk that a future cyber-attack or security breach cannot be prevented.
 - Maravai's ability to protect the confidentiality of Maravai's proprietary information.
 - The risk that one of Maravai's products may be alleged (or found) to infringe on the intellectual property rights of third parties.
 - Compliance with Maravai's obligations under intellectual property license agreements.
 - Maravai's or Maravai's licensors' failure to maintain the patents or patent applications in-licensed from a third party.
 - Maravai's ability to adequately protect Maravai's intellectual property and proprietary rights throughout the world.
 - Maravai's existing level of indebtedness and Maravai's ability to raise additional capital on favorable terms.
 - Maravai's ability to generate sufficient cash flow to service all of Maravai's indebtedness.
 - Maravai's potential failure to meet Maravai's debt service obligations.
 - Restrictions on Maravai's current and future operations under the terms applicable to Maravai's credit agreement.
 - Maravai's dependence, by virtue of Maravai's principal asset being its interest in Maravai Topco Holdings, LLC ("Topco LLC"), on distributions from Topco LLC to pay Maravai's taxes and expenses, including payments under a tax receivable agreement with the former owners of Topco LLC (the "Tax Receivable Agreement" or "TRA") together with various limitations and restrictions that impact Topco LLC's ability to make such distributions.
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- The risk that conflicts of interest could arise between Maravai's shareholders and Maravai Life Sciences Holdings, LLC ("MLSH 1"), the only other member of Topco LLC, and impede business decisions that could benefit Maravai's shareholders.
- The substantial future cash payments Maravai may be required to make under the Tax Receivable Agreement to MLSH 1 and Maravai Life Sciences Holdings 2, LLC ("MLSH 2"), an entity through which certain of Maravai's former owners hold their interests in the Company and the negative effect of such payments.
- The fact that Maravai's organizational structure, including the TRA, confers certain benefits upon MLSH 1 and MLSH 2 that will not benefit Maravai's other common shareholders to the same extent as they will benefit MLSH 1 and MLSH 2.
- Maravai's ability to realize all or a portion of the tax benefits that are expected to result from the tax attributes covered by the Tax Receivable Agreement.
- The possibility that Maravai will receive distributions from Topco LLC significantly in excess of Maravai's tax liabilities and obligations to make to make payments under the Tax Receivable Agreement.
- Factors that could lead to future impairment of Maravai's goodwill and other amortizable intangible assets.
- Unanticipated changes in effective tax rates or adverse outcomes resulting from examination of Maravai's income or other tax returns.
- Maravai's ability to design and maintain effective internal control over financial reporting in the future.
- The fact that investment entities affiliated with GTCR, LLC currently control a majority of the voting power of Maravai's outstanding common stock, and it may have interests that conflict with Maravai's or yours in the future.
- Risks related to Maravai's "controlled company" status within the meaning of the corporate governance standards of NASDAQ.
- The potential anti-takeover effects of certain provisions in Maravai's corporate organizational documents.
- Potential sales of a significant portion of Maravai's outstanding shares of Class A common stock.
- Potential preferred stock issuances and the anti-takeover impacts of any such issuances.
- Such other factors as discussed throughout the sections entitled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Maravai's most recent Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, as well as other documents Maravai files with the Securities and Exchange Commission.

Any forward-looking statements made in this release are based only on information currently available to management and speak only as of the date on which it is made. Maravai 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.

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