

**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): June 30, 2023

Solid Power, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-40284
(Commission
File Number)

86-1888095
(I.R.S. Employer
Identification Number)

486 S. Pierce Avenue, Suite E
Louisville, Colorado
(Address of principal executive offices)

80027
(Zip code)

(303) 219-0720
(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
Common stock, par value \$0.0001 per share	SLDP	The Nasdaq Stock Market LLC
Warrants, each whole warrant exercisable for one share of common stock at an exercise price of \$11.50	SLDPW	The Nasdaq Stock Market LLC

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) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 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 revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

On June 30, 2023, Solid Power Operating, Inc., a wholly owned subsidiary of Solid Power, Inc. (collectively, the “Company”), and Ford Motor Company (“Ford”) entered into a Second Amendment to Joint Development Agreement, dated June 30, 2023 (the “Second Amendment”). The Company and Ford previously entered into a Joint Development Agreement, dated December 28, 2018 (as modified on May 5, 2021, the “JDA”). Pursuant to the terms of the Second Amendment, the Company and Ford agreed to (i) extend the term of the JDA to December 31, 2024 and (ii) revise the schedule for the Company to deliver cells and electrolyte to Ford during the term of the JDA.

The foregoing description of the Second Amendment is qualified in its entirety by the full text of the Second Amendment, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits.**

See the Exhibit index below, which is incorporated herein by reference.

Exhibit No.	Description
<u>10.1±</u>	<u>Second Amendment to Joint Development Agreement, dated June 30, 2023, between Solid Power Operating, Inc. and Ford Motor Company.</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

± Certain portions of this exhibit have been omitted in accordance with Regulation S-K Item 601. The Company agrees to furnish an unredacted copy of the exhibit to the SEC upon request.

SIGNATURE

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.

Dated: July 5, 2023

SOLID POWER, INC.

By: /s/ James Liebscher

Name: James Liebscher

Title: Chief Legal Officer and Secretary

CERTAIN IDENTIFIED INFORMATION HAS BEEN EXCLUDED FROM THE EXHIBIT BECAUSE IT IS BOTH (I) NOT MATERIAL AND (II) THE TYPE THAT THE REGISTRANT TREATS AS PRIVATE OR CONFIDENTIAL. [***] INDICATES THAT INFORMATION HAS BEEN REDACTED.



Second Amendment to Joint Development Agreement

This Amendment (“Second Amendment”) to the Joint Development Agreement effective December 28, 2018 (“JDA”) and modified by the Series B Preferred Stock Financing Letter dated May 5, 2021 (“Financing Letter”), is by and between Ford Motor Company, located at One American Road, Dearborn, MI 48126 (“Ford”) and Solid Power Operating, Inc., located at 486 S. Pierce Avenue, Suite E, Louisville, CO 80027 (“Solid Power”). Ford and Solid Power may be referred to individually as a “Party” or collectively as the “Parties,” as the context requires. This Second Amendment is effective as of the date of the last party to sign.

RECITALS

WHEREAS, the initial termination date of the JDA was December 31, 2020; and

WHEREAS, the JDA termination date was extended to June 30, 2023, in the last sentence of Section 1 of the Financing Letter; and

WHEREAS, the Parties would like to further extend the JDA termination date to December 31, 2024; and

WHEREAS, the Parties have discussed and agreed on a schedule for certain cell deliverables by Solid Power during the extended period of the JDA, and

WHEREAS, the Parties now seek to amend the JDA in accordance with these objectives.

NOW, THEREFORE, BE IT RESOLVED that:

1. The termination date in Article 7 of the Ford JDA is extended to December 31, 2024, at no additional cost to Ford.
 2. The cell [***] deliverable timelines and material (kilograms of sulfide electrolyte) quantities outlined in Attachment A of the JDA is replaced with the following schedule for the extended period.
[***]
 3. The hardware designated for [***] will be used by Solid Power to [***] to be performed/contracted at Solid Power’s expense and with test conditions agreed upon by Ford.
 4. All other terms and conditions of the JDA remain unchanged, including terms in the Financing Letter applicable to the JDA.
 5. This Second Amendment may be executed in multiple counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same document. A faxed signature or other electronically transmitted signature (via a .pdf file) on this Second Amendment will have the same legal force and effect as though it were the original of such signature.
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IN WITNESS WHEREOF, the Parties hereto have caused this Second Amendment to be executed by their duly authorized representatives:

Ford Motor Company

Solid Power Operating, Inc.

By /s/ Ted Miller
(Ford Authorized Signature)

By /s/ James Liebscher
(Solid Power Authorized Signature)

Ted Miller
(Printed Name)

James Liebscher
(Printed Name)

Its Manager
(Ford Signatory's Title)

Its Chief Legal Officer
(Solid Power Signatory's Title)

Date Jun-30-2023

Date June 29, 2023
