

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or Section 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 8, 2024

SYMBOTIC INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-40175
(Commission
File Number)

98-1572401
(I.R.S. Employer
Identification Number)

200 Research Drive
Wilmington, MA
(Address of principal executive offices)

01887
(Zip Code)

(987) 284-2800
Registrant's telephone number, including area code

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation to 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, par value \$0.0001 per share	SYM	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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 8.01. Other Events.

As previously reported by Symbotic Inc. (the “Company”) in its Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission (“SEC”) on February 26, 2024, the Company and certain selling securityholders completed a sale in an underwritten offering (the “Offering”) of 10,000,000 shares of Class A common stock, par value \$0.0001 per share (“Class A Common Stock”), of the Company, on February 26, 2024 pursuant to an underwriting agreement among the Company, Symbotic Holdings LLC, the selling securityholders named therein and Goldman Sachs & Co. LLC, as representative of the underwriters named therein (the “Underwriters”).

On March 6, 2024, the Underwriters exercised in-full their option to purchase up to 1,500,000 additional shares of Class A Common Stock from the Company (the “Underwriters’ Option”). The exercise closed on March 8, 2024. The net proceeds to the Company from the exercise of the Underwriters’ Option, after deducting the underwriting discounts and commissions and offering expenses payable by the Company, were approximately \$59 million, or approximately \$256 million in aggregate for the Offering including the exercise of the Underwriters’ Option.

The Offering was made pursuant to an effective shelf registration statement (the “Registration Statement”) filed with the SEC on August 1, 2023 (File No. 333-273383), a base prospectus, dated August 2, 2023, included as part of the Registration Statement, and a prospectus supplement, dated February 21, 2024, filed with the SEC pursuant to Rule 424(b) under the Securities Act of 1933, as amended. A copy of the opinion of Sullivan & Cromwell LLP relating to the issuance of the Class A Common Stock pursuant to the exercise of the Underwriters’ Option is attached hereto as Exhibit 5.1 to this Current Report on Form 8-K. Exhibit 5.1 is hereby incorporated by reference into the Registration Statement.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description of Exhibit
5.1	Opinion of Sullivan & Cromwell LLP
23.1	Consent of Sullivan & Cromwell LLP (included as part of Exhibit 5.1)
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

Symbotic Inc.

Date: March 8, 2024

By: /s/ Carol Hibbard

Name: Carol Hibbard

Title: Chief Financial Officer and Treasurer

[Letterhead of Sullivan & Cromwell LLP]

March 8, 2024

Symbotic Inc.,
200 Research Drive,
Wilmington, MA 01887.

Ladies and Gentlemen:

In connection with the registration under the Securities Act of 1933 (the "Act") of 1,500,000 shares of Class A Common Stock, par value \$0.0001 per share (the "Securities"), of Symbotic Inc., a Delaware corporation (the "Company"), we, as your counsel, have examined such corporate records, certificates and other documents, and such questions of law, as we have considered necessary or appropriate for the purposes of this opinion. Upon the basis of such examination, we advise you that, in our opinion, the Securities have been validly issued and are fully paid and nonassessable.

In rendering the foregoing opinion, we are not passing upon, and assume no responsibility for, any disclosure in any registration statement or any related prospectus or other offering material relating to the offer and sale of the Securities.

The foregoing opinion is limited to the Federal laws of the United States and the General Corporation Law of the State of Delaware, and we are expressing no opinion as to the effect of the laws of any other jurisdiction.

We have relied as to certain factual matters on information obtained from public officials, officers of the Company and other sources believed by us to be responsible.

We hereby consent to the filing of this opinion as an exhibit to a Current Report on Form 8-K to be incorporated by reference into the Registration Statement relating to the Securities and to the references to us under the heading "Validity of Securities" in the Prospectus Supplement relating to the Securities. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Sullivan & Cromwell LLP