

**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): February 10, 2023

Berkshire Grey, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39768
(Commission File Number)

85-2994421
(IRS Employer
Identification No.)

140 South Road
Bedford, Massachusetts
(Address of Principal Executive Offices)

01730
(Zip Code)

Registrant's Telephone Number, Including Area Code: 833 848-9900

(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	BGRY	The Nasdaq Stock Market LLC
Redeemable Warrants	BGRYW	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 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 7.01 Regulation FD Disclosure.

On February 10, 2023, Berkshire Grey, Inc. (the “Company”) issued a press release regarding a non-binding indication of interest that the Company received from SoftBank Group Corp. and other matters, which is attached hereto as Exhibit 99.1.

The information in this Item 7.01, including Exhibit 99.1, is being furnished and 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 liabilities under that section, and shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in any such filing. This Current Report on Form 8-K will not be deemed an admission as to the materiality of any information of the information contained in this Item 7.01, including Exhibit 99.1

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release issued by Berkshire Grey, Inc. on February 10, 2023
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.

Berkshire Grey, Inc.

Date: February 10, 2023

By: /s/ Mark Fidler
Mark Fidler
Chief Financial Officer

Berkshire Grey Confirms Receipt of Indication of Interest from SoftBank



BEDFORD, Mass., February 10, 2023 — Berkshire Grey Inc. (Nasdaq: BGRY), (“Berkshire Grey” or the “Company”), a leader in AI-enabled robotic solutions that automate supply chain processes, today confirmed that it has received a non-binding indication of interest from SoftBank Group Corp. (“SoftBank”) to acquire all of the outstanding capital stock of the Company for \$1.30 per share in cash. The terms of any potential agreement between Berkshire Grey and SoftBank would be contingent on certain conditions, including completion of due diligence review and negotiation of definitive transaction documents.

Berkshire Grey also notes that it is currently evaluating various alternative options, including potential financing transactions. Berkshire Grey’s Board of Directors will carefully evaluate SoftBank’s indication of interest within the context of the ongoing review of various alternatives and in consultation with its financial and legal advisors.

No assurance can be given that a definitive transaction with respect to SoftBank’s indication of interest or any other potential transaction will eventually be consummated. Berkshire Grey does not intend to make further announcements about any of the various alternatives that are being evaluated unless and until the Board of Directors has approved a specific transaction or otherwise determines that further disclosure is appropriate or necessary.

About Berkshire Grey

Berkshire Grey, Inc., (Nasdaq: BGRY) helps customers radically change the essential way they do business by delivering game-changing technology that combines AI and robotics to automate fulfillment, supply chain, and logistics operations. Berkshire Grey solutions are a fundamental engine of change that transform pick, pack, move, store, organize, and sort

operations to deliver competitive advantage for enterprises serving today's connected consumers. Berkshire Grey customers include Global 100 retailers and logistics service providers. More information is available at www.berkshiregrey.com.

Berkshire Grey and the Berkshire Grey logo are registered trademarks of Berkshire Grey. Other trademarks referenced are the property of their respective owners.

To learn more about Berkshire Grey, please visit BerkshireGrey.com and follow Berkshire Grey on [Facebook](#), [LinkedIn](#), [Twitter](#) and [YouTube](#).

Cautionary Note Regarding Forward-Looking Statements

Certain statements in this press release may be considered forward-looking statements, such as statements relating to the views of Berkshire Grey's management with respect to future events and financial performance, including statements relating to the non-binding indication of interest from SoftBank, any potential acquisition of Berkshire Grey's capital stock by SoftBank, and any other potential alternative transaction, including potential financing transactions. All statements other than statements of historical facts contained in this communication are forward-looking statements. In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "expect," "plan," "anticipate," "could," "intend," "target," "project," "contemplate," "believe," "estimate," "predict," "potential" or "continue" or the negative of these terms or other similar expressions. The forward-looking statements in this press release are only predictions. Berkshire Grey has based these forward-looking statements on current information and management's current expectations and beliefs. Such forward-looking statements are subject to risks, uncertainties and other factors which could cause actual results to differ materially from historical experience or from future results expressed or implied by such forward-looking statements. Potential risks and uncertainties include, but are not limited to, uncertainty as to the pricing, timing or terms of any transaction with SoftBank or any other alternative transactions and other factors which can be found in Berkshire Grey's filings with the Securities and Exchange Commission. Any forward-looking statement speaks only as of the date on which it is made. Berkshire Grey does not undertake or assume any obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Contacts:

Investors: Ian Rhoades

Sharon Merrill Associates, Inc.

BGRY@investorrelations.com

Media

Method Communications for Berkshire Grey

berkshiregrey@methodcommunications.com
