

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): **October 8, 2026**

MOBIX LABS, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-40621 (Commission File Number)	98-1591717 (IRS Employer Identification No.)
1 Venture, Suite 220 Irvine, California (Address of principal executive offices)		92618 (Zip Code)

Registrant's telephone number, including area code: **(949) 808-8888**

N/A
(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 240.13(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 \$0.00001 per share	MOBX	Nasdaq Capital Market
Redeemable warrants, each warrant exercisable for one share of Class A Common Stock	MOBXW	Nasdaq Capital 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 7.01 Regulation FD Disclosure.

On October 8, 2026, Mobix Labs, Inc. used an investor presentation regarding its national security platform initiative on an investor update call. A copy of the investor presentation is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Investor Presentation dated October 8, 2026.
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.

Mobix Labs, Inc.

Dated: October 9, 2026

/s/ Keyvan Samini

Keyvan Samini

President and Chief Financial Officer

MOBIX LABS, INC. | NASDAQ: MOBX

Why Rare Earths Matter to Mobix Labs

Investor Update: Strategic Expansion into Rare Earth Supply Chains

October 8, 2026



Before We Begin



Statements about the future

Actual results may differ. Full disclosure is on the last page.



Pending acquisitions

SPD and Winner Water have not closed and may not be completed.



Proxy statement

Read it when filed with the SEC. Mobix Labs and its directors and officers may be participants in the solicitation.



No resource estimates

Resource potential has not been independently quantified.

This presentation is not an offer to sell or a solicitation of an offer to buy any security, or a solicitation of any proxy, vote or approval.

BUSINESS UPDATE

Our Core Business Is Gaining Momentum

>100%

Revenue growth

Expected quarter-over-quarter increase in fiscal Q4 2026

\$1.4M–\$1.8M

Near the high end

Fiscal Q4 guidance range; expected expected well above the \$1.6 million million midpoint

Q1 FY27

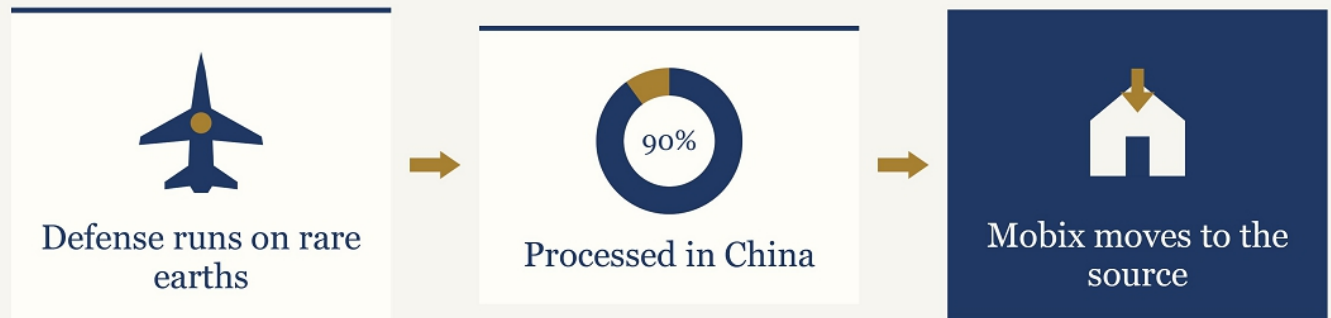
Momentum continues

Growth expected to continue into into fiscal first-quarter 2027

Growth is coming from both sides of our business, with higher wireless systems shipments and continued strong military demand, along with substantially higher gross margin.

THE BIG PICTURE

Our Strategy in Three Pictures



Figures are approximate. Sources on slide 8.

THE BASICS

What Are Rare Earths?

Sc	Y	La	Ce	Pr	Nd	Pm	Sm	Eu
Gd	Tb	Dy	Ho	Er	Tm	Yb	Lu	

Gold: elements most important to defense magnets and radar

17

special metals that power magnets, lasers and radar radar

Not actually rare

Found widely, but in tiny amounts

Hard to separate

Takes complex chemistry

Super-strong magnets

Small size, big power

THE KEY USE

Why Rare Earth Magnets Matter



Rare earth magnet



Same pull. Far smaller and lighter.

That is why aircraft, submarines and missiles use them wherever space and weight matter.



Electric motors



Guidance systems



Radar

Illustrative comparison, not to scale.

Rare Earths Are Built Into Major U.S. Platforms



900+ lb

F-35 Lightning II

Rare earth elements required
per aircraft (about 410 kg)



9,200 lb

Virginia-class submarine

Rare earth elements required
per boat (about 4,170 kg)



5,200 lb

Arleigh Burke destroyer

Rare earth elements required
required per ship (about 2,360
2,360 kg)



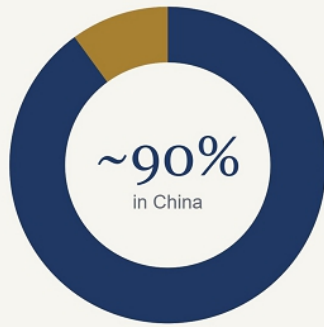
Magnets

Tomahawk missile

Rare earth permanent magnets
magnets in guidance and
control

THE PROBLEM

America Depends on One Country for Processing



Global rare earth processing, by published estimates

2027

New Department of Defense limits on certain Chinese-origin rare earth magnet materials take effect

\$439M+

Awarded by the Department of Defense from 2020 to March 2024 to build U.S. supply chains

When one country controls supply, it can turn that supply off. Recent export restrictions have shown it will.

Sources: International Energy Agency, October 2025; DFARS; DoD News, March 11, 2024.

THE SUPPLY CHAIN

The Bottleneck Is Processing, Not Mining



“The biggest misconception is that rare earths are a mining story. They are not.”

Paul Singarella, Co-Founder and CEO of SPD, Mobix Labs investor call, August 13, 2026

SPD's acquisition strategy targets Stage 2: proven processing capability applied to domestic feedstock.

We Already Work Inside This Supply Chain



Our customers depend on rare earths. With SPD and Winner Water, we aim to help secure that supply here in the United States.

PROCESSING CAPABILITY

Winner Water: Domestic Rare Earth Processing



Illustrative rendering

\$53M

Federal awards and cost share over ten years

2026

Demonstration plant groundbreaking, Alabama

PA

Revenue-generating, based in Sharon, Pennsylvania

Source: SPD release, October 5, 2026 (\$49M in federal awards; \$4M in third-party cost share). SPD's acquisition of Winner Water is pending.

SUMMARY

Why This Strategy Makes Sense

- 1 Modern defense runs on rare earths.
- 2 Processing, not mining, is where America is most exposed.
- 3 SPD brings the team; Winner Water brings processing know-how.
- 4 Mobix Labs already serves the customers who need the result.

We will report progress through our SEC filings and at investors.mobixlabs.com.

Rare Earth Materials in RF and Defense Systems

Mobix Labs components fly on the F-22, F-35, F/A-18, AH-64 Apache, CH-47 Chinook and Gulfstream aircraft. The aircraft. The materials that make those systems work begin with rare earth elements.

Material	Function	Relevance to Mobix Labs
Neodymium-iron-boron magnets	Motors, actuators and guidance systems	Platform subsystems our customers build
Samarium-cobalt magnets	High-temperature microwave and aerospace devices	RF and microwave systems
Yttrium iron garnet	Ferrite circulators and isolators in RF front ends	Radar and RF component architectures

Leadership, Board and Advisors

Mobix Labs

Philip Sansone

Chief Executive Officer

Keyvan Samini

President, CFO and
General Counsel

Board of Directors

James Peterson

Executive Chairman

Philip Sansone

Chief Executive Officer

Keyvan Samini

President, CFO and General
Counsel

David Aldrich

Former Chairman and CEO,
Skyworks Solutions

Kurt Busch

CEO, Syntiant

Bill Carpou

CEO, Octane

Rick Goerner

Former SVP of Worldwide
Sales, Microsemi

Mike Long

Executive Chairman, Arrow
Electronics

Advisors

Investor relations

Catalyst IR

Chris Eddy

ceddy@catalyst-ir.com

Forward-Looking Statements and Risk Factors

Forward-Looking Statements. This presentation and the related call contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995, including statements regarding the pending acquisition of Special Project Delivery, Inc. ("SPD"), SPD's pending acquisition of Winner Water Services Inc. ("Winner Water"), the anticipated benefits, timing and strategic significance of those transactions, expected revenue growth, the Company's National Security Matters strategy, and market and policy developments. Words such as "anticipate," "believe," "expect," "intend," "may," "plan," "potential," "seek" and "will" identify forward-looking statements, which are based on current expectations and are not guarantees of future performance.

Risk Factors. Actual results may differ materially due to many factors, including: failure to obtain Mobix Labs stockholder approval or to satisfy other closing conditions; termination, delay or modification of either transaction, including termination of the Winner Water transaction during the confirmatory diligence period; the availability of capital to fund the cash consideration and working capital; the Company's liquidity, including the substantial doubt about its ability to continue as a going concern disclosed in its most recent Quarterly Report on Form 10-Q; the availability and terms of financing; dilution from any issuance of common stock; the ability to integrate SPD and Winner Water and retain key personnel; the technical and commercial viability of rare earth recovery from coal ash and other feedstocks, including scale-up beyond demonstration facilities; permitting, environmental, title and regulatory risks; commodity price volatility and foreign trade and export-control developments; the availability of federal programs and awards, as to which the Company has no present agreement; competition; changes in defense spending; and the risks described under "Risk Factors" in the Company's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and other SEC filings.

Forward-looking statements speak only as of the date of this presentation; the Company undertakes no obligation to update them except as required by law.

Data and Illustrations. Platform and market data come from government and third-party sources, including the U.S. Department of Defense, and have not been independently verified. Illustrations are representational. Resource potential has not been independently quantified; no mineral resources or reserves under Regulation S-K Subpart 1300 are presented.

Additional Information. This presentation refers to the proposed transaction between Mobix Labs and SPD and SPD's proposed acquisition of Winner Water, which are expected to close simultaneously (together, the "proposed transactions"), and may be deemed to be solicitation material in connection with matters expected to be submitted to Mobix Labs stockholders for approval, including the proposed issuance of shares in connection with the proposed transactions. This presentation is not an offer or solicitation of any security, proxy, vote or approval. Mobix Labs intends to file a proxy statement with the SEC regarding the SPD and Winner Water transactions; stockholders are urged to read it when available, free of charge at www.sec.gov and investors.mobixlabs.com. Mobix Labs and its directors and executive officers may be deemed participants in the solicitation. Mobix Labs and certain of its directors and executive officers may be deemed to be participants in the solicitation of proxies from Mobix Labs stockholders in connection with the proposed transactions and related matters. Information about the directors and executive officers of Mobix Labs is set forth in the prospectus filed with the SEC on October 6, 2026 pursuant to Rule 424(b)(3). This document can be obtained free of charge from the sources indicated above. Additional information regarding the potential participants will be in the proxy statement and other relevant materials to be filed with the SEC regarding the proposed transactions when they become available.