

**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 19, 2023**

**LIVENT CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware  
(State or other jurisdiction  
of incorporation)**

**001-38694  
(Commission  
File Number)**

**82-4699376  
(IRS Employer  
Identification No.)**

**1818 Market Street  
Philadelphia, Pennsylvania 19103  
(Address of principal executive offices, including zip code)**

Registrant's telephone number, including area code: **(215) 299-5900**

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 240.13e-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 \$0.001 per share	LTHM	New York Stock Exchange

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.

### *Conversion Notice*

On October 19, 2023, Livent Corporation (the “Company” or “Livent”) provided a notice of conversion (the “Notice”) to all holders of the Company’s 4.125% Convertible Senior Notes Due 2025 (the “Notes”) in connection with that certain Transaction Agreement, dated as of May 10, 2023 (as amended, the “Transaction Agreement”), by and among Livent, Allkem Limited (“Allkem”), Allkem Livent plc (“Allkem Livent” or “NewCo”) and Lightning-A Merger Sub, Inc. (“Merger Sub”) providing for a combination of Livent and Allkem in a merger of equals transaction. Pursuant to the Transaction Agreement, among other things, Merger Sub will merge with and into Livent, with Livent surviving the merger as a wholly owned subsidiary of NewCo (the “Merger”).

The Notice provides that all or any portion of a holder’s Notes may be surrendered for conversion at any time from or after October 20, 2023, the date that is 50 scheduled trading days prior to the anticipated effective date of the Merger, which is expected to be on or about January 3, 2024, subject to satisfaction or waiver of the closing conditions set forth in the Transaction Agreement, until 35 trading days after the actual effective date of the Merger. A copy of the Notice is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information contained in this Item 7.01 and in the accompanying Exhibit 99.1 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 provided for thereby, or incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

### **Forward-Looking Statements**

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995: Certain statements in this Current Report on Form 8-K are forward-looking statements. In some cases, we have identified forward-looking statements by such words or phrases as “will likely result,” “is confident that,” “expect,” “expects,” “should,” “could,” “may,” “will continue to,” “believe,” “believes,” “anticipates,” “predicts,” “forecasts,” “estimates,” “projects,” “potential,” “intends” or similar expressions identifying “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, including the negative of those words and phrases.

These forward-looking statements, which are subject to risks, uncertainties and assumptions about Livent, may include projections of Livent’s future financial performance, Livent’s anticipated growth strategies and anticipated trends in Livent’s business, including without limitation, the anticipated timing for, and outcome and effects of, the proposed merger with Allkem. Such forward-looking statements are based on Livent’s current views and assumptions regarding future events, future business conditions and the outlook for the Company based on currently available information. There are important factors that could cause Livent’s actual results, level of activity, performance or achievements to differ materially from the results, level of activity, performance or achievements expressed or implied by the forward-looking statements, including the factors described under the caption entitled “Risk Factors” in Livent’s 2022 Form 10-K filed with the Securities and Exchange Commission (“SEC”) on February 24, 2023 as well as other SEC filings and public communications. Although Livent believes the expectations reflected in the forward-looking statements are reasonable, Livent cannot guarantee future results, level of activity, performance or achievements. Moreover, neither Livent nor any other person assumes responsibility for the accuracy and completeness of any of these forward-looking statements. Livent is under no duty to update any of these forward-looking statements after the date of this news release to conform its prior statements to actual results or revised expectations.

## Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

<b>Exhibit</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Conversion Notice to the Holders of Livent Corporation 4.125% Convertible Senior Notes Due 2025.</a>
104	Cover Page Interactive Data File (embedded with 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 thereunto duly authorized.

**LIVENT CORPORATION**

By: /s/ Gilberto Antoniazzi  
Gilberto Antoniazzi,  
Vice President and Chief Financial Officer

Dated: October 19, 2023

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