

SEC FILE NO.
001-33383

CUSIP NUMBER
86800U104

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

FORM 12b-25

NOTIFICATION OF LATE FILING

☒ Form 10-K ☐ Form 20-F ☐ Form 11-K ☐ Form 10-Q ☐ Form 10-D
☐ Form N-SAR ☐ Form N-CSR

For Period Ended: June 30, 2024

☐ Transition Report on Form 10-K
☐ Transition Report on Form 20-F
☐ Transition Report on Form 11-K
☐ Transition Report on Form 10-Q
☐ Transition Report on Form N-SAR

For the Transition Period Ended:

Read Instruction Before Preparing Form. Please Print or Type.

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I — REGISTRANT INFORMATION

Full Name of Registrant:

Super Micro Computer, Inc.

Former Name if Applicable:

Address of Principal Executive Office (*Street and Number*):

980 Rock Avenue
City, State and Zip Code:
San Jose, California 95131

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- | | |
|--------------------------|---|
| <input type="checkbox"/> | <p>(a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;</p> <p>(b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and</p> <p>(c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.</p> |
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PART III — NARRATIVE

Super Micro Computer, Inc. (the "Company") is unable to file its Annual Report on Form 10-K for the period ended June 30, 2024 (the "2024 Form 10-K") in a timely manner without unreasonable effort or expense. In response to information that was brought to the attention of the Audit Committee of the Company's Board of Directors, the Board of Directors has formed a committee to review certain of the Company's internal controls and other matters (the "Review"). The Review is ongoing and all parties are working diligently to complete the Review. Additional time is also needed for the Company's management to complete its assessment of the effectiveness of its internal controls over financial reporting as of June 30, 2024. Based upon the work done to date, the Company does not anticipate the 2024 Form 10-K will contain any material changes to its results for the fiscal year and quarter ended June 30, 2024 that were announced in the Company's press release dated August 6, 2024.

As a result of the foregoing, the Company needs additional time to finalize its financial statements and related disclosures to be filed as part of the 2024 Form 10-K.

Cautionary Statement Regarding Forward-Looking Statements

Statements contained in this report that are not historical fact may be forward looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such forward-looking statements do not constitute guarantees of future performance and are subject to a variety of risks and uncertainties that could cause the Company's actual results to differ materially from those anticipated. Additional factors that could cause actual results to differ materially from those projected or suggested in any forward-looking statements are contained in the Company's filings with the Securities and Exchange Commission, including those factors discussed under the caption "Risk Factors" in such filings, particularly in the Company's Annual Report on Form 10-K for its fiscal year ended June 30, 2023.

PART IV — OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification

Charles Liang
(Name)

(408)
(Area Code)

503-8000
(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

☒ Yes ☐ No

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

☐ Yes ☒ No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Super Micro Computer, Inc.
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 30, 2024

By: /s/ Charles Liang
Charles Liang
President, Chief Executive Officer and Chairman of the Board
(Principal Executive Officer)
