

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): **June 17, 2024**

Complete Solaria, Inc.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-40117 (Commission File Number)	93-2279786 (IRS Employer Identification No.)
45700 Northport Loop East, Fremont, CA (Address of principal executive offices)		94538 (Zip Code)

Registrant's telephone number, including area code: **(510) 270-2507**

Not Applicable
(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 obligations 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 \$0.0001 per share	CSLR	The Nasdaq Global Market
Warrants, each whole warrant exercisable for one share of Common Stock at an exercise price of \$11.50 per share	CSLRW	The 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 8.01. Other Events

As previously reported, in July 2021, Siemens Government Technologies, Inc. and Siemens Industry, Inc. (collectively, “Siemens”) filed a lawsuit against Solaria Corporation and SolarCA, LLC, which are wholly-owned subsidiaries of Complete Solaria, Inc. (collectively, the “Subsidiaries”), in Fairfax Circuit Court (the “Court”) in Fairfax, Virginia in the case captioned *Siemens Government Technologies, Inc. and Siemens Industry Inc. v. Solaria Corporation and SOLARCA, LLC* (Case No. CL-2021-10556). In such lawsuit, Siemens alleged that the Subsidiaries breached express and implied warranties under a purchase order that Siemens placed with the Subsidiaries for a solar module system. Siemens claimed damages of approximately \$6.9 million, inclusive of amounts of the Subsidiaries’ indemnity obligations to Siemens, plus attorneys’ fees.

As previously reported, in February 2024, the Court issued an order against the Subsidiaries which awards Siemens approximately \$6.9 million, inclusive of amounts of the Subsidiaries’ indemnity obligations to Siemens, plus attorney’s fees, the amount of which would be determined at a later hearing. The Subsidiaries intend to appeal such judgment.

On June 17, 2024, the Court entered a final order (“Siemens v. Solaria Final Order”) which awards Siemens a total of \$2,007,024.63 in attorneys’ fees and costs. The Subsidiaries intend to appeal such judgment.

The foregoing description of the Siemens v. Solaria Final Order does not purport to be complete and is qualified in its entirety by the terms and conditions of the Siemens v. Solaria Final Order, the form of which is filed as Exhibit 10.1 (Siemens v. Solaria Final Order) and incorporated herein by reference.

Forward-Looking Statements

This Current Report on Form 8-K contains certain forward-looking statements, including statements relating to post-trial remedies, including an intention to appeal the judgement. When used herein, the words “potential,” “believe,” “expect,” “expects,” “expected,” “anticipate,” “may,” “will,” “enable,” “should,” “seek,” “approximately,” “intends,” “intended,” “plans,” “planned,” “planning,” “estimates,” “benefits,” or the negative of these words or other comparable terminology and similar expressions as they relate to Complete Solaria, Inc. (“Complete Solaria”) and are intended to identify such forward-looking statements. These statements are based on the current views and assumptions of Complete Solaria and involve risks and uncertainties that could cause actual results to differ materially from those projected in the forward-looking statements, relating to, among other things, the ability to successfully prevail on post-trial motions or appeal, the impact of any final judgment on Complete Solaria’s consolidated financial results, and other risks and uncertainties disclosed from time to time in Complete Solaria’s filings with the U.S. Securities and Exchange Commission or otherwise. These forward-looking statements are based on information currently available to Complete Solaria and it assumes no obligation to update any forward-looking statements except as required by applicable law.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
10.1	Form of Siemens v. Solaria Final Order.
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.

COMPLETE SOLARIA, INC.

Dated: June 21, 2024

By: /s/ Thurman J. Rodgers
Thurman J. Rodgers
Chief Executive Officer

VIRGINIA:

IN THE FAIRFAX CIRCUIT COURT

SIEMENS GOVERNMENT TECHNOLOGIES, INC.,
and
SIEMENS INDUSTRY, INC.,

Plaintiffs,

v.

SOLARIA CORPORATION,
and
SOLARCA, LLC,

Defendants.

Case No. CL-2021-10556

ORDER

THIS CAUSE came before the Court in a bench trial conducted October 23, 24, 25, and 26, 2023; November 8, 9, and 30, 2023; and January 3 and 4, 2024 for adjudication of Plaintiffs Siemens Government Technologies, Inc. and Siemens Industry, Inc. (collectively "Siemens") Complaint asserting claims against Defendants Solaria Corporation and Solarca, LLC (collectively "Solaria"), the Court having entered a judgment order on February 22, 2024, resolving most of this cause as reflected in such order which left unresolved determination of Plaintiff's claim for attorney fees and costs, which claim was heard on the May 23, 2024, the Court having considered the evidence adduced and written and oral averments of the parties filed addressing such remaining claims, having made rulings at trial contained in the record that are hereby affirmed and incorporated herein, and having assessed and determined the credibility of the evidence, the Court basing its judgment on the admissible evidence evaluated under the law

applicable to each claim asserted by Siemens, finds the record adduced and applicable law supports the following award:

WHEREFORE, THE COURT ORDERS, ADJUDGES AND DECREES, in addition to its judgment order entered February 22, 2024, that judgment is hereby awarded in favor of Siemens Government Technologies, Inc. and Siemens Industry, Inc. and against Defendants Solaria Corporation and Solarca, LLC, jointly and severally, for the following total amount of **\$2,007,024.63** in attorney fees and costs, plus post-judgment interest, as reflected in the below explanatory chart:

Category	Amounts claimed minus Court reductions
Attorneys' Fees:	
- Merits	\$1,392,201.85 - \$4,807.60 = \$1,387,394.25
- Fee Application	\$49,292.75 - \$20,848.25 = \$28,444.50
Expenses:	
- Dr. John Wohlgemuth	\$52,641.56
- Other Vendors (Merits)	\$531,044.32
- Fee Application	\$7,500.00
Pre-Judgment Interest	claimed but not awarded
Post-Judgment Interest	to be calculated from date of this order
TOTAL	\$2,007,024.63

AND THIS CAUSE IS FINAL.

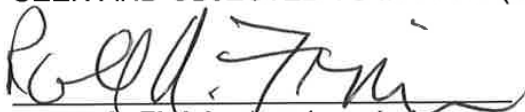
ENTERED:



David Bernhard
2024.06.17 15:53:21-04'00'

David Bernhard
Judge, Fairfax Circuit Court

SEEN AND OBJECTED TO IN PART (see attached list of Plaintiffs' objections):



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SEEN AND OBJECTED TO (see attached list of Defendants' objections):



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VIRGINIA:

IN THE CIRCUIT COURT OF FAIRFAX COUNTY

SIEMENS GOVERNMENT TECHNOLOGIES, INC.,
and
SIEMENS INDUSTRY, INC.,

Plaintiffs,

v.

SOLARIA CORPORATION,
and
SOLAR CA, LLC

Defendants.

Case No. CL 2021 10556

Siemens' Objection to Court's Order

Plaintiffs Siemens Government Technologies, Inc. and Siemens Industry, Inc. (collectively “Siemens”) object to the portion of the Court’s Order in which the Court declines to award pre-judgment interest. Siemens does not object to any other portion of the Court’s Order. Siemens objects for the reasons set forth in its Motion to Recover Attorneys’ Fees, Expenses, and Interest and Memorandum in Support filed March 10, 2024 and the Reply Brief in Support filed April 12, 2024.

Dated: June 17, 2024

Respectfully submitted,

SIEMENS GOVERNMENT
TECHNOLOGIES, INC.
and SIEMENS INDUSTRY, INC.



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Counsel for Plaintiffs

VIRGINIA:

IN THE CIRCUIT COURT OF FAIRFAX COUNTY

SIEMENS GOVERNMENT TECHNOLOGIES, INC.,
and
SIEMENS INDUSTRY, INC.,

Plaintiffs,

v.

SOLARIA CORPORATION,
and
SOLAR CA, LLC

Defendants.

Case No. CL 2021 10556

SOLARIA'S OBJECTIONS TO COURT'S FINAL ORDER

Dated: June 14, 2024

Respectfully submitted,

**SOLARIA CORPORATION
and SOLAR CA, LLC**



John M. Caracappa (*pro hac vice*)
Katherine D. Cappaert (VSB No. 85386)
Steven K. Davidson (VSB No. 25210)
Joseph F. Ecker (*pro hac vice*)
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Counsel for Defendants

Defendants Solaria Corporation and Solar CA, LLC (collectively, “Solaria”) object to the Court’s Final Order addressing the attorneys’ fees, expenses, and interest sought by Siemens Government Technologies, Inc. and Siemens Industry, Inc. (collectively, “Siemens”).

Solaria maintains its objections to the Court’s February 22, 2024 Order, including the finding that Siemens was entitled to recover reasonable attorneys’ fees and interest. *See* Solaria’s Objections to February 22, 2024 Order at 16, 17. Solaria also objects that Siemens is not entitled to any Attorneys’ Fees, Expenses, and Interest for the reasons set forth in its Memorandum in Opposition to Siemens’ Motion to Recover Attorneys’ Fees, Expenses, and Interest filed April 5, 2024 (hereinafter, “Opposition,” cited below as “Solaria’s Opp.”) and also as set forth in its oral arguments in support of its Opposition on May 23, 2024.

To the extent Siemens is entitled to some Attorneys’ Fees, Expenses, or Interest, Solaria does not object to the Court’s reduction of Attorneys’ Fees on the Fee Application and does not object to the Court’s denial of prejudgment interest. Solaria objects to other portions of the Order for the reasons set forth in its Opposition and also as set forth in its oral arguments in support of its Opposition on May 23, 2024. In addition, Solaria objects to the following:

1. Solaria objects that the reduction to Siemens’ claim for Attorneys’ Fees on the Merits should be greater than \$4,807.60. In particular, while Solaria agrees that Siemens’ claim for Attorneys’ Fees on the Merits should be reduced by \$4,807.60 for housekeeping items (*see* Solaria’s Opp. at 12; Cappaert Decl. at 5), it believes Siemens’ claim should be further reduced by:

- a. At least \$178,270.70 for time related to claims that do not relate to Siemens’ Ts&Cs, the contract that Siemens argued provides the basis for Attorneys’ Fees. This time includes, for example, time related to Counts based on the

Virginia Uniform Commercial Code (e.g., implied warranties) rather than Siemens' Ts&Cs. *See* Solaria's Opp. 5-8; Cappaert Decl. at 4. This time would also include time associated with Siemens Industry, Inc. ("SII"), as SII is not a party to Siemens' Ts&Cs. As Siemens Government Technologies, Inc. ("SGT") is the only Siemens entity that is a party to Siemens' Ts&Cs, Siemens is only entitled to fees for time associated with SGT—not SII.

- b. At least \$14,464.70 for duplicative, excessive, or unnecessary time related to working with two eDiscovery vendors, which was unnecessary. *See* Solaria's Opp. 10-11; Cappaert Decl. at 5.
- c. At least \$6,340.90 for duplicative, excessive, or unnecessary time related to research on spoliation of evidence. *See* Solaria's Opp. at 11-12; Cappaert Decl. at 5-6.
- d. At least \$4,452.75 for other duplicative, excessive, or unnecessary time in view of the timekeeper, previous entries, or vague description. *See* Solaria's Opp. at 11-12; Cappaert Decl. at 5.

2. Solaria further objects that Siemens is not entitled to the *Vienna Metro* rates for complex litigation matters based on Siemens' position during trial that the case was not complicated. As a result, Siemens' entire claim for Attorneys' Fees should be reduced by 35%. *See* Solaria's Opp. at 8-10; Cappaert Decl. at 6.

3. Solaria objects to the Court's award of expenses for the following reasons:

- a. First, Siemens' Ts&Cs and the Court's prior February 22, 2024 Order do not provide for "expenses." Siemens therefore is not entitled to recover any of its expenses. *See Solaria's Opp.* at 13.
- b. Moreover, SGT is the only Siemens entity that is a party to Siemens' Ts&Cs, the contract that Siemens argued provides the basis for Attorneys' Fees. Siemens therefore is not entitled to any expenses associated with SII.
- c. Second, Siemens' eDiscovery expenses amounting to \$445,353.26 are excessive, unnecessary, and duplicative in view of Siemens' decision to add SII late in the litigation and hire two eDiscovery vendors. When Siemens added SII, it expressly stated that the case would not be altered by the addition and that Solaria would not be prejudiced. Siemens' Aug. 8, 2023 Memo. at 2. These expenses should be reduced by half to \$222,676.63; or alternatively, these expenses should not include any eDiscovery expenses associated with SII. *See Solaria's Opp.* at 14-15.
- d. Third, Siemens' witness fees are unreasonable or unnecessary. In particular, Siemens' claim for Dave Fladda's expenses are unreasonable and unnecessary. Dave Fladda is a retired, corporate representative that is not local. Despite finishing testifying on Day 2 of trial, Dave Fladda attended trial through Day 4 and in the final two days in January. Siemens is based in Reston, Virginia and previously had a local corporate representative—whose expenses Siemens did not seek to recoup—attend trial. In view of this, Dave Fladda's presence on Days 2 and 4 and in January was not necessary. *See Solaria's Opp.* at 14.