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

FORM 6-K

**Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16 under the Securities Exchange Act of 1934**

For the month of February, 2024.

Commission File Number 001-40736

Lilium N.V.

(Translation of registrant's name into English)

Claude Dornier Straße 1

Bldg. 335, 82234

Wessling, Germany

Telephone: +49 160 9704 6857

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F. Form 20-F Form 40-F

CONTENTS

Explanatory Note

Lilium N.V. (the “Company”) today announced that on February 22, 2024 it received a written notice (the “Notice”) from The Nasdaq Stock Market LLC (“Nasdaq”) that the Company is not in compliance with the minimum bid price requirement of US\$1.00 per share set forth in Nasdaq Rules for continued listing on Nasdaq (the “Listing Rules”).

Based on the closing bid price of the Company’s Class A Shares for the last 30 consecutive business days from January 9, 2024 to February 21, 2024, the Company no longer meets the minimum bid price requirement set forth in the Listing Rules. The Company has been provided 180 calendar days, or until August 20, 2024, to regain compliance with the Listing Rules. To regain compliance, the Company’s Class A Shares must have a closing bid price of at least US\$1.00 for a minimum of 10 consecutive business days.

The Notice is not expected to have any impact on the Company’s business operations or listing of the Company’s Class A Shares, which will continue to be listed and traded on Nasdaq. The Company intends to monitor the closing bid price of its Class A Shares and will, if appropriate, consider implementing available options, including, but not limited to, implementing a reverse stock split of its Class A Shares, to regain compliance with the minimum bid price requirement under the Listing Rules.

The announcement is furnished as Exhibit 99.1 to this Report on Form 6-K.

Lilium Forward Looking Statements:

The information contained in this Report on Form 6-K and the Exhibit attached hereto contains certain forward-looking statements within the meaning of the federal securities laws, including, but not limited to, statements regarding Lilium N.V.’s intentions with respect to regaining compliance with the Listing Rules (including the possibility of implementing a reverse stock split and any beneficial effect thereof) and the anticipated impact of the Notice on its operations. These forward-looking statements generally are identified by the words “believe,” “project,” “expect,” “anticipate,” “estimate,” “intend,” “strategy,” “future,” “opportunity,” “plan,” “may,” “should,” “will,” “would,” “will be,” “will continue,” “will likely result,” and similar expressions. Forward-looking statements are predictions, projections, and other statements about future events that are based on management’s current expectations with respect to future events and are based on assumptions and subject to risk and uncertainties and subject to change at any time. Actual events or results may differ materially from those contained in the projections or forward-looking statements. Factors that could cause actual future events to differ materially from the forward-looking statements in this Report on Form 6-K and the Exhibit attached hereto include those discussed in Lilium’s filings with the U.S. Securities and Exchange Commission (“SEC”), including in the section titled “Risk Factors” in our Annual Report on Form 20-F for the year ended December 31, 2022 and similarly titled sections of our other documents on file with the SEC, all of which are available at www.sec.gov. Forward-looking statements speak only as of the date they are made. You are cautioned not to put undue reliance on forward-looking statements, and the Company assumes no obligation to, and does not intend to, update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise.

Incorporation by Reference

The contents of this Report on Form 6-K are hereby incorporated by reference into the Company’s registration statements on Form F-3 filed with the SEC on November 24, 2023 (File No. 333-275742), September 18, 2023 (File No. 333-274550), June 9, 2023 (File No. 333-272571), November 25, 2022, as amended or supplemented (File No. 333-268562), and October 3, 2022, as amended or supplemented (File Nos. 333- 267718 and 333-267719), and the Company’s registration statement on Form S-8 filed with the SEC on November 18, 2021 (File No. 333-261175).

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.

Dated: February 23, 2024

Lilium N.V.

By: /s/ Klaus Roewe

Name: Klaus Roewe

Title: Chief Executive Officer and Executive Director

EXHIBIT INDEX

| Exhibit Number | Description of Document |
|----------------------|--|
| 99.1 | Lilium Provides Update Regarding Nasdaq Minimum Bid Price Compliance |

Lilium Provides Update Regarding Nasdaq Minimum Bid Price Compliance

MUNICH, Germany, February 23, 2024: Lilium N.V. (NASDAQ: LILM), developer of the first all-electric vertical take-off and landing jet, today announced that on February 22, 2024 it received a written notice (the “Notice”) from The Nasdaq Stock Market LLC (“Nasdaq”) that the Company is not in compliance with the minimum bid price requirement of US\$1.00 per share set forth in Nasdaq Rules for continued listing on Nasdaq (the “Listing Rules”).

Based on the closing bid price of the Company’s Class A Shares for the last 30 consecutive business days from January 9, 2024 to February 21, 2024, the Company no longer meets the minimum bid price requirement set forth in the Listing Rules. The Company has been provided 180 calendar days, or until August 20, 2024, to regain compliance with the Listing Rules. To regain compliance, the Company’s Class A Shares must have a closing bid price of at least US\$1.00 for a minimum of 10 consecutive business days.

The Notice is not expected to have any impact on the Company’s business operations or listing of the Company’s Class A Shares, which will continue to be listed and traded on Nasdaq. The Company intends to monitor the closing bid price of its Class A Shares and will, if appropriate, consider implementing available options, including, but not limited to, implementing a reverse stock split of its Class A Shares, to regain compliance with the minimum bid price requirement under the Listing Rules.

Contact information for media:

Meredith Bell
Vice President, External Communications
press@lilium.com

Contact information for investors:

Rama Bondada
Vice President, Investor Relations
investors@lilium.com

About Lilium

Lilium (NASDAQ: LILM) is creating a sustainable and accessible mode of high-speed, regional transportation for people and goods. Using the Lilium Jet, an all-electric vertical take-off and landing jet, designed to offer leading capacity, low noise, and high performance with zero operating emissions, Lilium is accelerating the decarbonization of air travel. Working with aerospace, technology, and infrastructure leaders, and with announced sales and indications of interest in Europe, the United States, China, Brazil, the UK, the United Arab Emirates, and the Kingdom of Saudi Arabia, Lilium’s 950+ strong team includes approximately 500 aerospace engineers and a leadership team responsible for delivering some of the most successful aircraft in aviation history. Founded in 2015, Lilium’s headquarters and manufacturing facilities are in Munich, Germany, with teams based across Europe and the U.S. To learn more, visit www.lilium.com.

Forward Looking Statements:

This press release contains certain forward-looking statements within the meaning of the federal securities laws, including, but not limited to, statements regarding Liliium N.V.'s intentions with respect to regaining compliance with the Listing Rules (including the possibility of implementing a reverse stock split and any beneficial effect thereof) and the anticipated impact of the Notice on its operations. These forward-looking statements generally are identified by the words "believe," "project," "expect," "anticipate," "estimate," "intend," "strategy," "future," "opportunity," "plan," "may," "should," "will," "would," "will be," "will continue," "will likely result," and similar expressions. Forward-looking statements are predictions, projections, and other statements about future events that are based on management's current expectations with respect to future events and are based on assumptions and subject to risk and uncertainties and subject to change at any time. Actual events or results may differ materially from those contained in the projections or forward-looking statements. Factors that could cause actual future events to differ materially from the forward-looking statements in this press release include those discussed in Liliium's filings with the U.S. Securities and Exchange Commission ("SEC"), including in the section titled "Risk Factors" in our Annual Report on Form 20-F for the year ended December 31, 2022 and similarly titled sections of our other documents on file with the SEC, all of which are available at www.sec.gov. Forward-looking statements speak only as of the date they are made. You are cautioned not to put undue reliance on forward-looking statements, and the Company assumes no obligation to, and does not intend to, update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise.
