
**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 May, 2024.
Commission File Number 001-40736

Lilium N.V.

(Translation of registrant's name into English)

**Galileostraße 335
82131 Gauting, 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

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Explanatory Note

Lilium N.V. (the “Company”) today announced that on May 15, 2024 it received a written notice from The Nasdaq Stock Market LLC (“Nasdaq”) that the Company has regained compliance with the minimum bid price requirement of US\$1.00 per share set forth in the Nasdaq Rules for continued listing on Nasdaq (the “Listing Rules”). Accordingly, Nasdaq has determined that this matter is now closed.

As background, on February 22, 2024, Nasdaq notified the Company that it was not in compliance with the minimum bid price requirement of US\$1.00 per share set forth in Listing Rules as the closing bid price of the Company’s Class A ordinary shares (the “Class A Shares”) from January 9, 2024 to February 21, 2024 was below US\$1.00. The Company was provided until August 20, 2024 to regain compliance with the Listing Rules. The Class A Shares were required to have a closing bid price of at least US\$1.00 for at least 10 consecutive trading days to regain compliance.

The Class A Shares have had a closing bid price of above US\$1.00 for the 10 consecutive trading days ended and including May 14, 2024 and therefore the Company has regained compliance with the Listing Rules.

Forward Looking Statements:

The information contained in this Report on Form 6-K contains certain forward-looking statements within the meaning of the U.S. federal securities laws. 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 are subject to risks and uncertainties that are 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 include those risks and uncertainties discussed in Company’s filings with the U.S. Securities and Exchange Commission (the “SEC”), including in the section titled “Risk Factors” in our Annual Report on Form 20-F for the year ended December 31, 2023 on file with the SEC, and similarly titled sections in Lilium’s other SEC filings, 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 the Forms F-3 filed with the SEC on May 3, 2024 (File No. 333-279113), 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 statements on Form S-8 filed with the SEC on November 18, 2021 (File No. 333-261175) and March 21, 2024 (File No. 333-278148).

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: May 16, 2024

Lilium N.V.

By: /s/ Klaus Roewe

Name: Klaus Roewe

Title: Chief Executive Officer and Executive Director
