

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

**POST-EFFECTIVE  
AMENDMENT NO. 1  
TO  
FORM F-3**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**Lilium N.V.**

(Exact Name of Registrant as specified in its charter)

**The Netherlands**

(State or other jurisdiction of  
incorporation or organization)

**Not Applicable**

(I.R.S. Employer Identification Number)

**Claude Dornier Straße  
1 Bldg. 335, 82234  
Wessling, Germany  
+49 160 9704 6857**

(Address and telephone number of Registrant's principal executive offices)

**Roger Franks  
c/o Lilium Aviation Inc.  
2385 N.W. Executive Center Drive, Suite 300  
Boca Raton, Florida 33431  
561-526-8460**

(Name, address and telephone number of agent for service)

*Copies to:*

**Valerie Ford Jacob  
Michael A. Levitt  
Freshfields Bruckhaus Deringer US LLP  
601 Lexington Avenue  
New York, New York 10022  
212-277-4000**

Approximate date of commencement of proposed sale to the public: Not applicable.

If only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.C. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.C. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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<sup>†</sup> provided pursuant to Section 7(a)(2)(B) of the Securities Act.

† The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

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## EXPLANATORY NOTE: DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form F-3 (File No. 333-269568) (the “Registration Statement”) of Lilium N.V. (the “Company”) originally filed on February 3, 2023 and declared effective by the Securities and Exchange Commission (the “SEC”) on February 15, 2023.

The Registration Statement related to the offer and sale from time to time by the selling securityholder named therein or its permitted transferees of up to 3,101,523 of the Company’s Class A ordinary shares (“Class A Shares”) issued to the selling securityholder in a private placement as described therein.

The Company has no further obligation to maintain the effectiveness of the Registration Statement and is filing this Post-Effective Amendment No. 1 to the Registration Statement to terminate the effectiveness of the Registration Statement, and to remove from registration, as of the effectiveness of this Post-Effective Amendment No. 1, all of the Class A Shares previously registered under the Registration Statement that remain unsold as of the date hereof. The Registration Statement is hereby amended, as appropriate, to reflect the deregistration of all such Class A Shares.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Wessling, Germany, on the 24<sup>th</sup> day of November, 2023.

Lilium N.V.

By: /s/ Klaus Roewe

Name: Klaus Roewe

Title: Chief Executive Officer and Executive Director

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ Klaus Roewe</u> Klaus Roewe *	Chief Executive Officer and Executive Officer ( <i>Principal Executive Officer</i> )	November 24, 2023
<u>Oliver Vogelgesang</u> *	Chief Financial Officer ( <i>Principal Financial and Accounting Officer</i> )	November 24, 2023
<u>Henri Courpron</u> *	Non-executive Director	November 24, 2023
<u>Dr. Thomas Enders</u> *	Non-executive Director	November 24, 2023
<u>Barry Engle</u> *	Non-executive Director	November 24, 2023
<u>David Neeleman</u> *	Non-executive Director	November 24, 2023
<u>Margaret M. Smyth</u> *	Non-executive Director	November 24, 2023
<u>Gabrielle Toledano</u> *	Non-executive Director	November 24, 2023
<u>David Wallerstein</u> *	Executive Director	November 24, 2023
<u>Daniel Wiegand</u> *	Non-executive Director	November 24, 2023
<u>Niklas Zennström</u>		

\* Klaus Roewe signs this Post-Effective Amendment No. 1 to the Registration Statement on behalf of the indicated persons for whom he is attorney-in-fact, pursuant to the power of attorney included on the signature page of the Registration Statement filed with the SEC on February 3, 2023.

By: /s/ Klaus Roewe

Klaus Roewe

Attorney-in-fact

Dated: November 24, 2023

**AUTHORIZED REPRESENTATIVE**

Pursuant to the requirement of the Securities Act of 1933, the undersigned, the duly undersigned representative in the United States of Liliium N.V., has signed this Post-Effective Amendment No. 1 to the Registration Statement on November 24, 2023.

LILIUM N.V.

By: /s/ Roger Franks

Name: Roger Franks

Title: Chief Legal Officer

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