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): February 3, 2025

LANTRONIX, INC.
(Exact Name of Registrant as Specified in Charter)

Delaware	**1-16027**	**33-0362767**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

48 Discovery, Suite 250
Irvine, California 92618
(Address of Principal Executive Offices, including zip code)

Registrant's telephone number, including area code: **(949) 453-3990**

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 obligation 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	Name of each exchange on which registered
Common Stock, $0.0001 par value	LTRX	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 7(a)(2)(B) of Securities Act. ☐

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Director Resignation

On February 3, 2025, Philip Brace provided to the Board of Directors (the "Board") of Lantronix, Inc. (the "Company") notification of his resignation from the Board, effective as of February 5, 2025. Mr. Brace will resign from the Board in connection with his appointment as chief executive officer of Skyworks Solutions Inc. and not as a result of any disagreement with the Company or its management on any matter relating to the Company's operations, policies, or practices.

Mr. Brace joined the Board in August 2023 and served in a number of capacities during his tenure with the Company, including most recently as Chair of the Compensation Committee and a member of the Audit Committee.

The Board has reduced the size of the Board from five to four, effective as of February 5, 2025.

New Committee Assignments

As a result of Mr. Brace's resignation, the Board has appointed (i) Kevin Palatnik as Chair of the Compensation Committee and (ii) Narbeh Derhacobian as a member of the Audit Committee, each effective as of February 5, 2025.

Item 7.01. Regulation FD Disclosure.

On February 5, 2025, the Company issued a press release regarding Mr. Brace's resignation from the Board. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information contained in Item 7.01 of this Current Report on Form 8-K (including Exhibit 99.1 hereto) shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be, or be deemed, incorporated by reference in any filings under the Securities Act of 1933, as amended (the "Securities Act"), unless the Company specifically states that the information is to be considered "filed" under the Exchange Act or incorporates it by reference into a filing under the Securities Act or the Exchange Act.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release of Lantronix, Inc. issued on February 5, 2025
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.

LANTRONIX, INC.

By: /s/ Brent Stringham
Brent Stringham
Chief Financial Officer

Date: February 5, 2025

Exhibit 99.1

Lantronix Announces Departure of Board Member Philip Brace, Who Is Joining Skyworks Solutions Inc. as CEO

IRVINE, Calif., Feb. 5, 2025 — Lantronix Inc. (the “Company”) (NASDAQ: LTRX), a global leader of compute and connectivity for IoT solutions enabling AI Edge Intelligence, today announced that Philip Brace will be departing the Lantronix Board of Directors as of Feb. 5, 2025. He is leaving the Lantronix Board to join Skyworks Solutions Inc. as its chief executive officer.

“We greatly appreciate Phil’s many contributions to Lantronix during his tenure on the Board. We have benefited greatly from his extensive experience in all areas of technology. We wish him all the best in his new role as CEO of Skyworks Solutions Inc. ” said Saleel Awsare, president and CEO of Lantronix.

Brace served as a member of the Lantronix Board since August 2023. He has 30 years of experience in the semiconductor, server, IoT and storage industries and has served in multiple roles across various disciplines, including software, hardware, engineering, marketing and sales. Prior to joining the Lantronix Board, he served as president and CEO of Sierra Wireless Inc. from July 2021 to January 2023.

“Phil’s expertise in corporate governance helped the Lantronix Board of Directors successfully navigate complex issues,” stated Hoshi Printer, Chairman of the Board at Lantronix. “We will miss his counsel on the board and wish him all the best in his future endeavors.”

“I’d like to thank Lantronix’s CEO Saleel Awsare and its Chairman of the Board Hoshi Printer and everyone at Lantronix for their warm reception during my time serving on the Lantronix Board. With Saleel’s guidance and the exceptional leadership team at Lantronix, I am confident that the company will continue to build its global presence in compute and connectivity for IoT solutions,” said Brace.

About Lantronix

Lantronix Inc. is a global leader of compute and connectivity IoT solutions that target high-growth markets, including Smart Cities, Enterprise and Transportation. Lantronix’s products and services empower companies to succeed in the growing IoT markets by delivering customizable solutions that enable AI Edge Intelligence. Lantronix’s advanced solutions include Intelligent Substations infrastructure, Infotainment systems and Video Surveillance, supplemented with advanced Out-of-Band Management (OOB) for Cloud and Edge Computing.

For more information, visit the Lantronix website.

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