

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 20-F/A
Amendment No. 1**

- REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934
OR
- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2023
OR
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
- SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report _____
For the transition period from _____ to _____
Commission File No. 001-41045

MYNARIC AG

(Exact name of Registrant as specified in its charter)

N/A
(Translation of Registrant's name into English)
Federal Republic of Germany
(Jurisdiction of incorporation or organization)

Bertha-Kipfmüller-Str. 2-8
81249 Munich, Germany
+49 (0)89 5589 428 0
(Address of principal executive offices)

Stefan Berndt-von Bülow
c/o Mynaric AG

Bertha-Kipfmüller-Str. 2-8
81249 Munich, Germany
+49 (0)89 5589 428 0

stefan.berndtvonbuelow@mynaric.com

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class:	Trading Symbol(s)	Name of each exchange on which registered:
American Depository Shares	MYNA	The Nasdaq Stock Market LLC
Ordinary Shares, no par value	-	The Nasdaq Stock Market LLC ⁽¹⁾

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:
6,318,322 ordinary shares, no par value.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act of 1934. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company.

Large accelerated filer Accelerated filer Non-accelerated filer 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 provided pursuant to Section 13(a) of the Exchange 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.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing.

U.S. GAAP International Financial Reporting Standards as issued by the International Accounting Standards Board Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

(1) Not for trading, but only in connection with the listing on The Nasdaq Stock Market of American Depository Shares.

EXPLANATORY NOTE

Mynaric AG (the “Company”) is filing this Amendment No. 1 (the “Amendment No. 1”) to amend its annual report on Form 20-F for the fiscal year ended December 31, 2023, as filed with the Securities and Exchange Commission on May 17, 2024 (the “Original Form 20-F”). This Amendment No. 1 is being filed solely to provide an update of Exhibit 15.1 (Consent of Independent Registered Public Accounting Firm) to correct an error in such Exhibit 15.1 in the Original Form 20-F, where the date of the report of the independent registered public accounting firm was inadvertently referenced incorrectly.

This Amendment No. 1 speaks as of the date of the Original Form 20-F, or May 17, 2024. Except as provided above, this Amendment No. 1 does not and does not purport to amend, update or restate any of the information previously included in the Original Form 20-F, nor does this Amendment No. 1 reflect any event that has occurred after the date of the Original Form 20-F. Accordingly, this Amendment No. 1 should be read in conjunction with the Original Form 20-F and the Company’s other filings with the SEC subsequent to May 17, 2024.

This Amendment No. 1 consists of a cover page, this explanatory note, the signature page, Exhibits 12.1 and 12.2 (new certifications by the Company’s current chief executive officer and chief financial officer as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended) and Exhibit 15.1.

ITEM 19. EXHIBITS.

Exhibits	Description
1.1***	Articles of Association of Mynaric AG (translated into English)
1.2	Rules of Procedure of the Management Board of Mynaric AG (incorporated by reference to Exhibit 3.2 to the Company's Registration Statement on Form F-1 (File No. 333-260357) filed with the SEC on October 29, 2022)
1.3	Rules of Procedure of the Supervisory Board of Mynaric AG (incorporated by reference to Exhibit 3.3 to the Company's Registration Statement on Form F-1 (File No. 333-260357) filed with the SEC on October 29, 2021)
2.1	Form of Deposit Agreement between the registrant, the depository and holders and beneficial owners of American Depositary Shares issued thereunder (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form F-1 (File No. 333-260357) filed with the SEC on November 3, 2021)
2.2	Form of American Depositary Receipt evidencing American Depositary Shares (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form F-1 (File No. 333-260357) filed with the SEC on November 3, 2021)
2.3***	Description of Securities
4.1	Mynaric AG, Stock Option Program 2019 (incorporated by reference to Exhibit 10.1 to the Company's Registration Statement on Form F-1 (File No. 333-260357) filed with the SEC on October 19, 2021)
4.2	Mynaric AG, Stock Option Program 2020 (incorporated by reference to Exhibit 10.2 to the Company's Registration Statement on Form F-1 (File No. 333-260357) filed with the SEC on October 19, 2021)
4.3	Mynaric AG, Stock Option Program 2021 (incorporated by reference to Exhibit 10.3 to the Company's Registration Statement on Form F-1 (File No. 333-260357) filed with the SEC on October 19, 2021)
4.4	Mynaric AG, Restricted Stock Units Program 2021 (incorporated by reference to Exhibit 10.4 to the Company's Registration Statement on Form F-1 (File No. 333-260357) filed with the SEC on October 19, 2021)
4.5	Mynaric AG, Stock Option Program 2022 (incorporated by reference to Exhibit 4.5 to the Company's Annual Report on Form 20-F (File No. 001-41045) filed with the SEC on May 1, 2023)
4.6	Mynaric AG, Restricted Stock Unit Program 2022 (incorporated by reference to Exhibit 10.6 to the Company's Registration Statement on Form F-3 (File No. 333-274793) filed with the SEC on September 29, 2023)
4.7***	Mynaric AG, Stock Option Program 2023
4.8	Business Opportunity Agreement, dated October 21, 2021 (incorporated by reference to Exhibit 10.5 to the Company's Registration Statement on Form F-1 (File No. 333-260357) filed with the SEC on November 3, 2021)
4.9†	Credit Agreement entered into by and between Mynaric USA Inc., Mynaric AG, CO FINANCE II LVS I LLC, CO FINANCE LVS XL LLC and Alter Domus (US) LLC, dated as of April 25, 2023 (incorporated by reference to Exhibit 4.7 to the Company's Annual Report on Form 20-F (File No. 001-41045) filed with the SEC on May 1, 2023)
4.10***†	Amendment No. 1 to Credit Agreement entered into by and between Mynaric USA Inc., Mynaric AG, CO FINANCE II LVS I LLC, CO FINANCE LVS XL LLC and Alter Domus (US) LLC, and solely for purposes of Section 5.4 thereof, Mynaric Government Solutions, Inc., Mynaric Systems GmbH and Mynaric Lasercom GmbH, dated as of March 14, 2024
8.1	List of Subsidiaries (incorporated by reference to Exhibit 8.1 to the Company's Annual Report on Form 20-F (File No. 001-41045) filed with the SEC on May 6, 2022)
12.1*	CEO Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
12.2*	CFO Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
13.1***	CEO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
13.2***	CFO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
15.1*	Consent of KPMG AG Wirtschaftsprüfungsgesellschaft
97.1***	Mynaric AG Clawback Policy
101.INS***	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.

<u>Exhibits</u>	<u>Description</u>
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101.SCH*** Inline XBRL Taxonomy Extension Schema With Embedded Linkbase Documents

104*** Cover Page Interactive Data File (formatted in Inline XBRL and contained in Exhibit 101)

† Certain of the exhibits and schedules to this Exhibit have been omitted in accordance with Regulation S-K Item 601(a)(5). The registrant agrees to furnish a copy of all omitted exhibits and schedules to the SEC upon its request.

* Filed herewith.

*** Previously filed or furnished with the Company's Annual Report on Form 20-F on May 17, 2024.

SIGNATURES

The registrant certifies that it meets all of the requirements for filing on Form 20-F/A and has duly caused this Amendment No. 1 to the Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized.

MYNARIC AG

By: /s/ Mustafa Veziroglu

Name: Mustafa Veziroglu

Title: Chief Executive Officer

By: /s/ Stefan Berndt-von Bülow

Name: Stefan Berndt-von Bülow

Title: Chief Financial Officer

Date: June 11, 2024

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Mustafa Veziroglu, Chief Executive Officer, certify that:

1. I have reviewed this annual report on Form 20-F/A of Mynaric AG.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: June 11, 2024

By: /s/ Mustafa Veziroglu
Mustafa Veziroglu
Chief Executive Officer

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Stefan Berndt-von Bülow, Chief Financial Officer, certify that:

1. I have reviewed this annual report on Form 20-F/A of Mynaric AG.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: June 11, 2024

By: /s/ Stefan Berndt-von Bülow
Stefan Berndt-von Bülow
Chief Financial Officer

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the registration statement (No. 333-266365) on Form S-8 of our report dated May 17, 2024, with respect to the consolidated financial statements of Mynaric AG.

/s/ KPMG AG Wirtschaftsprüfungsgesellschaft

Munich, Germany
May 17, 2024
