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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 29, 2023**

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**Origin Materials, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-39378**  
(Commission  
File Number)

**87-1388928**  
(IRS Employer  
Identification No.)

**930 Riverside Parkway, Suite 10**  
**West Sacramento, CA**  
(Address of principal executive offices)

**95605**  
(Zip Code)

**Registrant's telephone number, including area code: +1 (916) 231-9329**

**N/A**

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations 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:

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Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Stock, par value \$0.0001 per share</b>	<b>ORGN</b>	<b>The NASDAQ Capital Market</b>
<b>Warrants, each whole warrant exercisable for one share of Common Stock at an exercise price of \$11.50 per share</b>	<b>ORGNW</b>	<b>The NASDAQ Capital Market</b>

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

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 13(a) of the Exchange Act.

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

As Origin Materials, Inc. (the “Company”) previously reported in a Current Report on Form 8-K filed with the Securities and Exchange Commission (the “SEC”) on June 16, 2023, Nate Whaley’s resignation as Chief Financial Officer of the Company became effective on September 1, 2023 and was not as a result of a termination of his employment. On August 29, 2023, the Board of Directors (the “Board”) of the Company appointed Pam Haley as Interim Chief Financial Officer of the Company, effective September 1, 2023. The Company has commenced a search for a long-term Chief Financial Officer. Mr. Whaley will hold an advisory role with the Company through the end of the year to assist with the search for and onboarding of his successor, ensuring sufficient time for a smooth and successful transition.

Ms. Haley, age 53, is an experienced financial professional with a demonstrated history of working in the biotechnology industry and extensive expertise in budgeting, accounting, corporate financial planning and analysis, and internal controls. Prior to her appointment as Interim Chief Financial Officer, Ms. Haley served as the Company’s Senior Vice President of Accounting and Finance since March 2023. Prior to joining the Company, Ms. Haley held several financial leadership roles at Arcadia Biosciences Inc., an agricultural biotechnology company, including Chief Financial Officer from September 2019 to January 2023, Controller from November 2014 to August 2019, Director of Accounting from 2010 to 2014, and Accounting Manager from 2005 to 2010. Ms. Haley received a B.S. in Accounting from the University of Arizona.

In connection with her appointment as Interim Chief Financial Officer, the Compensation Committee of the Board has approved an increase in Ms. Haley’s annualized base salary to \$260,000 and an equity award consisting of 125,000 restricted stock units, vesting ratably over a three-year period beginning on the one-year anniversary of the grant date, September 1, 2024, subject to continued employment with the Company through such dates of vesting. The Company has entered into its standard form of indemnification agreement with Ms. Haley, in substantially the form filed with the SEC as Exhibit 10.6 to the Company’s Current Report on Form 8-K on July 1, 2021.

The selection of Ms. Haley to serve as Interim Chief Financial Officer was not pursuant to any arrangement or understanding with respect to any other person. There are no family relationships between Ms. Haley and any director or executive officer of the Company, and there are no transactions between Ms. Haley and the Company that would be required to be reported under Item 404(a) of Regulation S-K.

**Item 7.01. Regulation FD Disclosure.**

On August 30, 2023, the Company issued a press release announcing the effectiveness of Mr. Whaley’s resignation and the appointment of Ms. Haley described in Item 5.02 above. A copy of the press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is being furnished to the SEC and shall not be deemed filed for any purpose.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release dated August 30, 2023</a>
104	Cover Page Interactive Data File, formatted in Inline XBRL (embedded within the Inline XBRL document).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ORIGIN MATERIALS, INC.**

Dated: August 30, 2023

By: /s/ Joshua Lee

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Joshua Lee

General Counsel

## Origin Materials Announces Appointment of Pam Haley as Interim Chief Financial Officer

**WEST SACRAMENTO, Calif. (August 30, 2023)** – Origin Materials, Inc. (“Origin,” “Origin Materials,” or the “Company”) (NASDAQ: ORGN, ORGNW), the world’s leading carbon negative materials company with a mission to enable the world’s transition to sustainable materials, today announced the appointment of Pam Haley as interim Chief Financial Officer, effective September 1, 2023.

Ms. Haley succeeds Nate Whaley in the role on an interim basis, pending the appointment of a long-term Chief Financial Officer following the conclusion of an extensive search and vetting process led by Heidrick & Struggles, a leading executive search firm. Mr. Whaley will hold an advisory role with Origin through the end of the year to assist the Company with the search for and onboarding of his successor, ensuring sufficient time for a smooth and successful transition.

Prior to her appointment as interim Chief Financial Officer, Ms. Haley served as Origin’s Senior Vice President of Accounting and Finance, responsible for the Company’s finance and accounting operations. Ms. Haley is an experienced financial professional with a demonstrated history of working in the biotechnology industry and has extensive expertise in budgeting, accounting, corporate financial planning and analysis, and internal controls. Prior to joining Origin, Ms. Haley served as Chief Financial Officer for Arcadia Biosciences, Inc. From June 2005 to January 2023, Ms. Haley held a variety of financial positions with increasing responsibility at Arcadia, including Chief Financial Officer, Controller, Director of Accounting, and Accounting Manager. Ms. Haley earned her Bachelor of Science degree in Accounting from the University of Arizona and is a certified public accountant.

### About Origin Materials

Headquartered in West Sacramento, Origin Materials is the world’s leading carbon negative materials company. Origin’s mission is to enable the world’s transition to sustainable materials. For over a decade, Origin has developed a platform for turning the carbon found in inexpensive, plentiful, non-food biomass such as sustainable wood residues into useful materials while capturing carbon in the process. Origin’s patented technology platform can help revolutionize the production of a wide range of end products, including clothing, textiles, plastics, packaging, car parts, tires, carpeting, toys, fuels, and more with a ~\$1 trillion addressable market. In addition, Origin’s technology platform is expected to provide stable pricing largely decoupled from the petroleum supply chain, which is exposed to more volatility than supply chains based on sustainable wood residues. Origin’s patented drop-in core technology, economics and carbon impact are supported by a growing list of major global customers and investors.

For more information, visit [www.originmaterials.com](http://www.originmaterials.com).

### Cautionary Note on Forward-Looking Statements

This press release contains certain forward-looking statements within the meaning of the federal securities laws. Forward-looking statements generally are accompanied by words such as “believe,” “may,” “will,” “estimate,” “continue,” “anticipate,” “intend,” “expect,” “should,” “would,” “plan,” “predict,” “potential,” “seem,” “seek,” “future,” “outlook,” and similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements include, but are not limited to, statements regarding Origin Materials’ business strategy, estimated total addressable market, ability to enter new end-markets, ability to develop new product categories, commercial and operating plans, and ability to transition smoothly to a new Chief Financial Officer. These statements are based on various assumptions, whether or not identified in this press release, and on the current expectations of the management of Origin Materials and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on as, a guarantee, an assurance, a prediction, or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond the control of Origin Materials. These forward-looking statements are subject to a number of risks and uncertainties, including that Origin Materials may be unable to successfully

commercialize its products; the effects of competition on Origin Materials' business; the uncertainty of the projected financial information with respect to Origin; disruptions and other impacts to Origin's business as a result of outbreaks such as the COVID-19 pandemic, Russia's military intervention in Ukraine, the impact of severe weather events, and other global health or economic crises; changes in customer demand; and those factors discussed in the Quarterly Report on Form 10-Q filed with the U.S. Securities and Exchange Commission on August 9, 2023, under the heading "Risk Factors," and other documents Origin Materials has filed, or will file, with the SEC. If any of these risks materialize or our assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks that Origin Materials presently does not know, or that Origin Materials currently believes are immaterial, that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements reflect Origin Materials' expectations, plans, or forecasts of future events and views as of the date of this press release. Origin Materials anticipates that subsequent events and developments will cause its assessments to change. However, while Origin Materials may elect to update these forward-looking statements at some point in the future, Origin Materials specifically disclaims any obligation to do so. These forward-looking statements should not be relied upon as representing Origin Materials' assessments of any date subsequent to the date of this press release. Accordingly, undue reliance should not be placed upon the forward-looking statements.

## **Contacts**

### **Origin Materials**

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