

**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): January 15, 2025**

**Ouster, Inc.**

(Exact name of registrant as specified in its charter)

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

**001-39463**  
(Commission  
File Number)

**86-2528989**  
(IRS Employer  
Identification No.)

**350 Treat Avenue**  
**San Francisco, California 94110**  
(Address of principal executive offices) (Zip Code)

**(415) 949-0108**  
(Registrant's telephone number, including area code)

**N/A**  
(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
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.0001 par value per share	OUST	Nasdaq Global Select Market
Warrants to purchase common stock expiring 2026	OUSTZ	Nasdaq Capital Market
Warrants to purchase common stock expiring 2025	OUSTW	Nasdaq Global Select Market

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 2.02. Results of Operations and Financial Condition.**

On January 17, 2025, Ouster, Inc. (the “Company”) issued a press release that, among other things, reaffirms the Company’s estimated revenue guidance for the three months ended December 31, 2024, which was previously issued on November 7, 2024, based on preliminary financial results. The full text of the press release was posted on the Company’s internet website and is furnished as Exhibit 99.1 hereto and incorporated herein by reference.

These preliminary financial results are based on the Company’s current estimate of its results for the three months ended December 31, 2024, and remain subject to change based on the completion of closing and review procedures and the execution of the Company’s internal control over financial reporting.

Pursuant to General Instruction B.2 of Current Report on Form 8-K, the information contained in, or incorporated into, Item 2.02, including the press release attached as Exhibit 99.1, is being furnished and 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 deemed incorporated by reference into any registration statement or other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference to such filing.

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

On January 15, 2025, Mark Weinswig, the Chief Financial Officer for Ouster, Inc. informed the Company that he will resign from such position effective January 31, 2025 (the “Effective Date”) to pursue a new career opportunity. Mr. Weinswig’s resignation is not a result of any disagreement related to the Company’s operations, policies or practices, including any accounting principles and practices, or related to any financial statements or disclosures.

The Board of Directors (the “Board”) and the Company intend to conduct a search to replace Mr. Weinswig. In the interim, on January 16, 2025, the Board appointed the Company’s Vice President, Strategic Finance & Treasurer, Chen Geng as Interim Chief Financial Officer of the Company and also designated him as the Company’s principal financial officer and principal accounting officer, effective as of the Effective Date. There are no family relationships between Mr. Geng and any directors or executive officers of Ouster, nor does Mr. Geng have a direct or indirect material interest in any transactions or proposed transactions required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Mr. Geng is 38 years old and has served as the Company’s Vice President, Strategic Finance & Treasurer since September 2023, and served previously as the Company’s Director of Corporate Development from July 2021 to September 2023. Prior to joining the Company, Mr. Geng worked as an investment analyst at Point72 Asset Management from July 2018 to July 2021. Mr. Geng received his B.A. in Finance and Economics from New York University Stern School of Business.

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

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release, dated January 17, 2025.</a>
104	Cover Page Interactive Data File - the cover page XBRL tags are 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.

Ouster, Inc.

Date: January 17, 2025

By: /s/ Megan Chung

Name: Megan Chung

Title: General Counsel and Secretary

**Ouster Announces Departure of Chief Financial Officer and Reaffirms Q4 Revenue Guidance**

*Company expects Q4 2024 revenue to be within the guidance range of \$29 million to \$31 million*

SAN FRANCISCO, CA – [January 17, 2025 at 7:30 AM ET] – Ouster, Inc. (Nasdaq: OUST) (“Ouster” or the “Company”), a leading global provider of high-performance lidar sensors and software solutions for the automotive, industrial, robotics, and smart infrastructure industries, announced today the departure of its Chief Financial Officer, Mark Weinswig, effective January 31, 2025, to pursue a new career opportunity. Mr. Weinswig will assist the Company to ensure a successful transition of responsibilities prior to his departure. Mr. Weinswig’s resignation is not a result of any disagreement related to the Company’s operations, policies or practices, including any accounting principles and practices, or related to any financial statements or disclosures.

Ouster’s Board of Directors appointed Chen Geng, Ouster’s Vice President of Strategic Finance and Treasurer, to serve as Interim Chief Financial Officer, effective January 31, 2025. Mr. Geng joined Ouster in 2021 and during his tenure has been instrumental in the Company’s financial and business functions, including strategic planning, financings, mergers and acquisitions, treasury, preparation of periodic reports filed with the Securities and Exchange Commission, and investor relations.

“On behalf of our employees and Board of Directors, I want to thank Mark for his leadership and contributions to the financial management and strategic direction of the Company. We wish him much success in his future endeavors,” said Ouster CEO Angus Pacala.

“It has been a privilege to serve on Ouster’s leadership team and I am proud of our accomplishments,” said Mr. Weinswig. “I have full confidence in Ouster’s future and am excited to watch the Company continue to innovate and empower industries with high-performance, reliable, and accessible 3D sensing solutions.”

Ouster has already begun its search to identify a permanent Chief Financial Officer.

**Preliminary Fourth Quarter 2024 Revenue Results**

Ouster expects revenue for the fourth quarter of 2024 to be within the previously announced guidance range of \$29 million to \$31 million provided on November 7, 2024 based on preliminary results.

Preliminary revenue results are based on the Company’s current expectations and may be adjusted as a result of, among other things, the completion of customary financial closing procedures.

**Fourth Quarter 2024 Earnings Call**

The Company expects to report Q4 2024 earnings results in March 2025.

**About Ouster**

Ouster (Nasdaq: OUST) is a leading global provider of high-resolution scanning and solid-state lidar sensors and software solutions for the automotive, industrial, robotics, and smart infrastructure industries. Ouster is on a mission to build a safer and more sustainable future by offering affordable, high-performance sensors that drive mass adoption across a wide variety of applications. Ouster is headquartered in San Francisco, CA with offices in the Americas, Europe, and Asia-Pacific. For more information about our products, visit [www.ouster.com](http://www.ouster.com), contact our [sales team](#), or connect with us on [X](#) or [LinkedIn](#).

## **Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The Company intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements are based upon current plans, estimates and expectations of management that are subject to various risks and uncertainties that could cause actual results to differ materially from such statements. The inclusion of forward-looking statements should not be regarded as a representation that such plans, estimates and expectations will be achieved. Words such as “anticipate,” “expect,” “project,” “intend,” “believe,” “may,” “will,” “should,” “plan,” “could,” “continue,” “target,” “contemplate,” “estimate,” “forecast,” “guidance,” “predict,” “possible,” “potential,” “pursue,” “likely,” and the negative of these terms and similar expressions are intended to identify forward-looking statements, though not all forward-looking statements use these words or expressions. All statements, other than statements of historical fact, including statements regarding Ouster’s revenue guidance for the fourth quarter of 2024; the transition of the Chief Financial Officer role; the timing of Ouster’s fourth quarter earnings call all constitute forward-looking statements. All forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those that we expected, including, but not limited to, risks related to the completion of Ouster’s financial closing procedures; Ouster’s ability to recruit and retain key personnel and other important factors discussed in the Company’s Annual Report on Form 10-K for the year ended December 31, 2023, as may be further updated from time to time in the Company’s other filings with the SEC. Readers are urged to consider these factors carefully and in the totality of the circumstances when evaluating these forward-looking statements, and not to place undue reliance on any of them. Any such forward-looking statements represent management’s reasonable estimates and beliefs as of the date of this press release. While Ouster may elect to update such forward-looking statements at some point in the future, it disclaims any obligation to do so, other than as may be required by law, even if subsequent events cause its views to change.

## **Contacts**

### **For Investors**

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### **For Media**

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