

**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): June 30, 2023 (June 28, 2023)

Life360, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

000-56424
(Commission
File Number)

26-0197666
(I.R.S. Employer
Identification No.)

**1900 South Norfolk Street, Suite 310
San Mateo, CA 94403**
(Address of principal executive offices, including zip code)

(415) 484-5244
(Registrant's telephone number, including area code)

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))

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None.	None.	None.

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 7.01 Regulation FD Disclosure

Life360, Inc. (the “Company”) is furnishing this Item 7.01 of this Current Report on Form 8-K in connection with the disclosure of information, in the form of the textual information from a disclosure with the Australian Securities Exchange (“ASX”) and the textual information from the Appendix 3Ys issued in connection with ASX regulations. Both the ASX Disclosure and Appendix 3Ys were issued on June 28, 2023. A copy of the ASX Disclosure is furnished as Exhibit 99.1 and a copy of each Appendix 3Y is furnished as Exhibit 99.2 and Exhibit 99.3 to this Current Report on Form 8-K.

Christopher Hulls, the Chief Executive Officer and a Director of the Company and Alex Haro, a Director of the Company, previously established personal loan facilities of AU\$10.5 million and AU\$5.5 million, respectively, with a third-party lender. On June 28, 2023, Mr. Hulls repaid his loan in full by relinquishing to the third-party lender 570,554 shares (equivalent to 1,711,661 CDIs) held as security by the third-party lender. On the same date, Mr. Haro repaid his loan in full in cash using proceeds obtained from a new limited recourse loan facility for US\$12 million with another third-party lender (the “New Facility”), which was reviewed and approved by the Company’s Board of Directors. The New Facility is guaranteed by Mr. Haro and secured by 2,126,236 shares (equivalent to 6,378,708 CDIs) of the Company’s common stock. The New Facility has a maturity date of late June 2024 unless repaid earlier. The loan is limited recourse and the lender has no rights to force a sale of the pledged shares in the absence of an event of default, the terms of which are customary for a facility of this nature.

The information in this Item 7.01 of this Current Report on Form 8-K (including Exhibits 99.1, 99.2 and 99.3) is furnished pursuant to Item 7.01 and shall not be deemed to be “filed” for the purpose of Section 18 of the Securities and 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 filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing. This Item 7.01 of this Current Report on Form 8-K will not be deemed an admission as to the materiality of any information in this Item 7.01 that is required to be disclosed solely by Regulation FD.

The text included with this Item 7.01 of this Current Report on Form 8-K will be available on our website located at www.life360.com, although we reserve the right to discontinue that availability at any time.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	ASX Disclosure of the Registrant, dated June 28, 2023
99.2	Appendix 3Y of the Registrant for Mr. Hulls, dated June 28, 2023
99.3	Appendix 3Y of the Registrant for Mr. Haro, dated June 28, 2023
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.

LIFE360, INC.

Dated: June 30, 2023

By: /s/ Russell Burke
Russell Burke
Chief Financial Officer



29 June 2023

Update on Founder loans

As previously announced to ASX on 29 June 2021, Christopher Hulls (Co-founder, CEO and Executive Director) and Alex Haro (Co-founder and Non-executive Director) established personal loan facilities of A\$10.5 million and A\$5.5 million respectively with a third-party lender.

On 29 June 2023, Christopher Hulls repaid his loan in full by relinquishing to the third-party lender 1,711,661 CDIs (equivalent to 570,554 shares) held as security by the third-party lender. Christopher Hulls now holds 2,379,094 shares (equivalent to 7,137,282 CDIs) in Life360.

On the same date, Alex Haro repaid his loan in full in cash using proceeds obtained from a new limited recourse loan facility for US\$12 million (approximately A\$17.7 million as at 28 June 2023) with another third-party lender, which was reviewed and approved by the Board of Directors. Like his original loan, Alex Haro's new facility is not a margin loan but is guaranteed by him and secured by 2,126,236 shares (equivalent to 6,378,708 CDIs). The new loan facility has a maturity date of late June 2024 unless repaid earlier. The loan is limited recourse and the lender has no rights to force a sale of the pledged shares in the absence of an event of default, the terms of which are customary for a facility of this nature.

For further information refer to the Appendix 3Ys lodged with the ASX today.

Guidance

Life360's CY23 earnings expectations are unchanged from the guidance provided with the Q1 CY23 results on 16 May 2023.

Authorization

Chris Hulls, Director, Co-Founder and Chief Executive Officer of Life360 authorized this announcement being given to ASX.

Life360, Inc. | ARBN 629 412 942 | 1900 South Norfolk St, Suite 310 San Mateo, CA 94403 | investors.life360.com Page 1

Note: all references to \$ are to US\$

About Life360

Life360 operates a platform for today's busy families, bringing them closer together by helping them better know, communicate with, and protect the pets, people and things they care about most. The Company's core offering, the Life360 mobile app, is a market leading app for families, with features that range from communications to driving safety and location sharing. Life360 is based in the San Francisco area and had approximately 50.8 million monthly active users (MAU) as of March 31, 2023, located in more than 150 countries. For more information, please visit life360.com.

Tile, a Life360 company, locates millions of unique items every day by giving everything the power of smart location. Leveraging its superior nearby finding features and vast community that spans over 150 countries, Tile's cloud-based finding platform helps people find the things that matter to them most. In addition to trackers in multiple form factors for a variety of use cases, Tile's finding technology is embedded in over 55 partner products across audio, travel, wearables, smart home, and PC categories. For more information, please visit [Tile.com](https://tile.com).

Contacts

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Life360's CDIs are issued in reliance on the exemption from registration contained in Regulation S of the US Securities Act of 1933 (Securities Act) for offers of securities which are made outside the US. Accordingly, the CDIs have not been, and will not be, registered under the Securities Act or the laws of any state or other jurisdiction in the US. As a result of relying on the Regulation S exemption, the CDIs are 'restricted securities' under Rule 144 of the Securities Act. This means that you are unable to sell the CDIs into the US or to a US person who is not a QIB for the foreseeable future except in very limited circumstances until after the end of the restricted period, unless the re-sale of the CDIs is registered under the Securities Act or an exemption is available. To enforce the above transfer restrictions, all CDIs issued bear a FOR Financial Product designation on the ASX. This designation restricts any CDIs from being sold on ASX to US persons excluding QIBs. However, you are still able to freely transfer your CDIs on ASX to any person other than a US person who is not a QIB. In addition, hedging transactions with regard to the CDIs may only be conducted in accordance with the Securities Act.

Forward-looking statements

This announcement and the accompanying conference call contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Life360 intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements regarding Life360's intentions, objectives, plans, expectations, assumptions and beliefs about future events, include reaffirming Life360's expectations with respect to the guidance regarding the financial and operating performance of its business previously provided with Life 350's Q1 CY23 results. The words "anticipate", "believe", "expect", "project", "predict", "will", "forecast", "estimate", "likely", "intend", "outlook", "should", "could", "may", "target", "plan" and other similar expressions can generally be used to identify forward-looking statements. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward-looking statements. Investors and prospective investors are cautioned not to place undue reliance on these forward-looking statements as they involve inherent risk and uncertainty (both general and specific) and should note that they are provided as a general guide only and should not be relied on as an indication or guarantee of future performance. There is a risk that such predictions, forecasts, projections and other forward-looking statements will not be achieved. Subject to any continuing obligations under applicable law, Life360 does not undertake any obligation to publicly release the result of any revisions to these forward-looking statements to reflect events or circumstances after the date of this announcement, to reflect any change in expectations in relation to any forward-looking statements or any change in events, conditions or circumstances on which any such statements are based.

Although Life360 believes that the expectations reflected in the forward-looking statements and the assumptions upon which they are based are reasonable, Life360 can give no assurance that such expectations and assumptions will prove to be correct and, actual results may vary in a materially positive or negative manner. Forward-looking statements are subject to known and unknown risks, uncertainty, assumptions and contingencies, many of which are outside Life360's control, and are based on estimates and assumptions that are subject to change and may cause actual results, performance or achievements to differ materially from those expressed or implied by such statements. Factors that could cause actual results to differ materially from those in the forward-looking statements include risks related to Life360's business, market risks, Life360's need for additional capital, and the risk that Life360's products and services may not perform as expected, as described in greater detail under the heading "Risk Factors" in Life360's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 23, 2023 and other reports filed with the SEC. To the maximum extent permitted by law, responsibility for the accuracy or completeness of any forward-looking statements whether as a result of new information, future events or results or otherwise is disclaimed. This announcement should not be relied upon as a recommendation or forecast by Life360. Past performance information given in this document is given for illustrative purposes only and is not necessarily a guide to future performance and no representation or warranty is made by any person as to the likelihood of achievement or reasonableness of any forward-looking statements, forecast financial information, future share price performance or any underlying assumptions. Nothing contained in this document nor any information made available to you is, or shall be relied upon as, a promise, representation, warranty or guarantee as to the past, present or the future performance of Life360.

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity: Life360, Inc.
ARBN: 629 412 942

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director Christopher (Chris) Hulls
Date of last notice 15 June 2023

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct Interest
Nature of indirect interest (including registered holder)	—
Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	28 June 2023 (PST) (being 29 June 2023 AEST)
No. of securities held prior to change	<ul style="list-style-type: none"> • 5,059,656 CHESS Depository Interests (CDIs) • 1,263,095 Shares of Common Stock (Shares)(equivalent to 3,789,285 CDIs) • 2,090,348 Options over Shares (Options) • 68,023 Restricted Stock Units (RSUs) • 89,880 CDIs held by ICCA Labs, LLC¹
Class	CDIs
Number acquired	—

¹ Chris Hulls is a member of ICCA Labs, LLC, an entity that holds Life360 CDIs. The number of CDIs attributable to Chris Hulls by reason of his membership interest in ICCA Labs, LLC is 89,880.

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Number disposed	1,711,661 CDIs (equivalent to 570,554 Shares).
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	CDIs were transferred in payment of the principal, accrued interest and expenses on a A\$10.5 million loan facility ² at a price per CDI of A\$7.31, the VWAP on 28 June 2023.
No. of securities held after change	<ul style="list-style-type: none">• 3,347,995 CDIs (equivalent to 1,115,999 Shares)• 1,263,095 Shares (equivalent to 3,789,285 CDIs)• 2,090,348 Options• 68,023 RSUs• 89,880 CDIs held by ICCA Labs, LLC
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	CDIs were transferred in payment of a loan facility

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change	N/A
Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration	N/A
Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	N/A

² Details of the loan facility were included in an Appendix 3Y lodged with the ASX on 29 June 2021.

+ See chapter 19 for defined terms.

Part 3 - Closed period

Were the interests in the securities or contracts detailed above traded during a closed period where prior written clearance was required? No.

If so, was prior written clearance provided to allow the trade to proceed during this period? N/A

If prior written clearance was provided, on what date was this provided? N/A

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity Life360, Inc.
ARBN 629 412 942

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director Alexander (Alex) Haro
Date of last notice 15 June 2023

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	N/A
Nature of indirect interest (including registered holder)	N/A
Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	N/A
No. of securities held prior to change	N/A
Class	N/A
Number acquired	N/A
Number disposed	N/A
Value/Consideration	N/A
Note: If consideration is non-cash, provide details and estimated valuation	

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

No. of securities held after change N/A

Nature of change N/A

Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract Repayment of A\$5.5 million personal loan facility (**Existing Loan**), by utilising proceeds from a new US\$12 million limited recourse loan facility (**New Loan**).

Nature of interest 2,126,236 Shares (**Pledged Shares**) (equivalent to 6,378,708 CDIs) pledged as security for the New Loan.

Alex Haro will retain legal title to the Pledged Shares.

Unless earlier repaid, on the New Loan maturity date Alex Haro is required to repay the New Loan in cash.

Name of registered holder (if issued securities) N/A

Date of change 29 June 2023

No. and class of securities to which interest related prior to change N/A

Note: Details are only required for a contract in relation to which the interest has changed

Interest acquired N/A

Interest disposed Up to 2,126,236 Shares (equivalent to 6,378,708 CDIs).

Value/Consideration N/A

Note: If consideration is non-cash, provide details and an estimated valuation

Interest after change N/A

+ See chapter 19 for defined terms.

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a + closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

+ See chapter 19 for defined terms.