

**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): December 4, 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 an Appendix 3Y issued in connection with ASX regulations. Both the ASX Disclosure and Appendix 3Y were issued on December 4, 2023. A copy of the ASX Disclosure is furnished as Exhibit 99.1 and a copy of the Appendix 3Y is furnished as Exhibit 99.2 to this Current Report on Form 8-K.

As previously disclosed, Christopher Hulls, the Chief Executive Officer and a Director of the Company repaid a personal loan facility with a third party lender. On December 4, 2023, Mr. Hulls announced his sale of 810,000 CDIs on the market, equivalent to approximately US\$4 million, to cover personal tax obligations related to the settlement of this loan and this transaction.

The information in this Item 7.01 of this Current Report on Form 8-K (including Exhibits 99.1 and 99.2) 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 December 4, 2023
99.2	Appendix 3Y of the Registrant for Mr. Hulls, dated December 4, 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: December 5, 2023

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



5 December 2023

CEO Share Sale

San Francisco area-based Life360, Inc. (Life360 or the Company) (ASX:360) Co-Founder and Chief Executive Officer, Chris Hulls, has sold a small percentage of his shares in the Company, equivalent to approximately US\$4 million.

Mr Hulls said: “I am undertaking this sale to cover personal tax obligations related to the June 2023 settlement of my previously disclosed share-backed loans and this transaction. The taxes are due beginning in January 2024 and as a result, this is the last trading window for me to sell to fund these obligations. As the overwhelming majority of my assets are in shares of Life360, this is my primary means to cover this liability.

“While I do not have any other major liabilities coming due, I plan to slowly diversify my holdings over the next five years in-line with US market norms, where founders with significant concentration in their companies regularly implement conservative diversification plans. After this five-year period, I still expect the majority of my net worth will remain in Life360 shares.

“I am discussing a process with the Company to provide market visibility into any future transactions while also complying with ASX and SEC regulations. In coming weeks, I will also be transferring additional shares into trusts for family members which will appear as a change in my holdings, however will not result in any additional tax liabilities or share sales.”

Investor Conference Call

An Investor Conference Call with Co-Founder and CEO Chris Hulls will be held today at 9.30am AEDT Tuesday 5 December (Monday 4 December 2023 US PT at 2.30pm). The call will be held as a Zoom audio webinar.

Participants wishing to ask a question should register and join via their browser **here**.

Participants joining via telephone will be in a listen only mode.

Dial in details

Australia : +61 2 8015 6011

US : +1 669 444 9171

Other countries : **details**

Meeting ID : 915 8721 8157

A replay will be available after the call at <https://investors.life360.com>

Authorisation

John Coghlan, Chairman of Life360 authorized this announcement being given to ASX.

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 58 million monthly active users (MAU) as of September 30, 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.

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 September 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**Nature of indirect interest****(including registered holder)**

Note: Provide details of the circumstances giving rise to the relevant interest.

Direct Interest

Date of change

1. 1 December 2023

2. 4 December 2023

No. of securities held prior to change

- 3,347,995 CHESS Depository Interests (**CDIs**)
- 1,267,967 Shares of Common Stock (**Shares**)(equivalent to 3,803,901 CDIs)
- 2,090,348 Options over Shares (**Options**)
- 60,572 Restricted Stock Units (**RSUs**)
- 89,880 CDIs held by ICCA Labs, LLC¹

Class

Shares and CDIs

Number acquired

1,975,879 CDIs (acquired as a result of the conversion of 325,293 Shares)

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. 325,293 Shares (having converted to 975,879 CDIs) 2. 810,000 CDIs (sold on market)
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	1. Nil – Shares converted to CDIs – no consideration is required for such conversions 2. A\$5,994,000 – 810,000 CDIs sold at \$7.40 per CDI
No. of securities held after change	<ul style="list-style-type: none">• 3,513,874 CDIs• 942,674 Shares (equivalent to 2,828,022 CDIs)• 2,090,348 Options• 60,572 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	1. Conversion of Shares to CDIs 2. On-market sale of CDIs

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 Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

+ See chapter 19 for defined terms.

01/01/2011

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.