

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): August 31, 2020

Odyssey Semiconductor Technologies, Inc.
(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or other Jurisdiction
of Incorporation)

333- 234741

(Commission
File Number)

84-1766761

(I.R.S. Employer
Identification No.)

9 Brown Road
Ithaca, NY 14850

(Address of Principal Executive Offices)

Registrant's telephone number, including area code: **(607) 351-9768**

N/A

(Former Address of Principal Executive Offices)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation under any of the following provisions (*see* General Instruction A.2. below):

- 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))

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.

Securities registered pursuant to Section 12(b) of the Act: None.

Section 7 - Regulation FD

Item 7.01 Regulation FD Disclosure.

On August 31, 2020, Odyssey Semiconductor Technologies, Inc. (the "Company") published a press release regarding its receipt of approval from OTC Markets Group to list its common stock on the OTCQB® Venture Market under the symbol "ODII".

A copy of the press release is attached hereto as Exhibit 99.1. The information contained in this section of the Current Report on Form 8-K (including the exhibit) 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 in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise expressly stated in such filing.

Section 9 – Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

Exhibit No.	Description
99.1	Press Release, dated August 31, 2020

SIGNATURES

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

Date: August 31, 2020

Odyssey Semiconductor Technologies, Inc.

By: /s/ Alex Behfar
Name: Alex Behfar
Title: Executive Chairman and Acting Chief Executive Officer

Odyssey Semiconductor to Begin Trading on OTCQB Market Under Symbol “ODII”

ITHACA, N.Y. – August 31, 2020 --Odyssey Semiconductor Technologies, Inc. (“Odyssey Semiconductor” or the “Company”), a semiconductor device company developing innovative high-voltage power switching components and systems based on proprietary Gallium Nitride (GaN) processing technology, today announced the Company received approval from OTC Markets Group to list the Company’s common stock on the OTCQB® Venture Market (the “OTCQB”) under the symbol “ODII” as of market open on August 27, 2020.

“Odyssey Semiconductor’s listing as a publicly traded company on the OTCQB marks an important milestone for our company,” said Alex Behfar, Executive Chairman and Acting CEO of Odyssey Semiconductor. “We are proud of the accomplishments our team has made so far to develop GaN as the leading high voltage power switching semiconductor material, and we believe that the listing will provide the Company with broader market exposure and visibility, and enhance liquidity for our investors.”

GaN based systems outperform silicon (Si) and silicon carbide (SiC) based systems due to the superior material properties of GaN. To date, GaN devices have proven difficult to process using standard semiconductor processing methods. Odyssey Semiconductor has developed a novel processing modification that will allow GaN to be processed in a manner that, for the first time, will make production of high voltage GaN power switching devices viable.

The premium power switching device market, which is described as applications where Si based systems perform insufficiently, is projected to reach over \$3.5 billion by 2025 and is currently dominated by the semiconductor material SiC. This growth is largely driven by the rapid adoption of electric vehicles and hybrid electric vehicles and the growing number of installations of renewables such as solar and wind power as well as increased demand for more efficient industrial motor drives.

About Odyssey Semiconductor Technologies, Inc.

Odyssey Semiconductor Technologies, Inc. is developing disruptive proprietary technology that will allow for gallium nitride (GaN) to replace silicon carbide (SiC) as the leading high voltage power switching semiconductor material. Based in Ithaca, NY, the Company operates a 10,000 sq.ft. semiconductor wafer manufacturing facility complete with a mix of class 1,000 and class 10,000 clean space as well as tools for advanced semiconductor development and production. Odyssey Semiconductor also offers a world-class semiconductor device development and foundry service, filling the gap between university labs and large-scale wafer foundries. For more information, please visit <https://www.odysseysemi.com/>.

Forward-Looking Statements

Statements in this press release that are not descriptions of historical facts are forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, but are not limited to, statements about our plans, objectives, representations and contentions and are not historical facts and typically are identified by use of terms such as "may," "will," "should," "could," "expect," "plan," "anticipate," "believe," "estimate," "predict," "potential," "continue" and similar words, although some forward-looking statements are expressed differently. These forward-looking statements are based on management's current expectations and assumptions and are subject to risks and uncertainties. Factors that could cause actual results to differ materially from those currently anticipated include, without limitation, risks relating to the results of our research and development activities, including uncertainties relating to semiconductor process manufacturing; the early stage of our GaN-based technology presently under development; our ability to protect our intellectual property rights that are valuable to our business, including patent and other intellectual property rights; our ability to successfully market and sell our technologies; the ability to achieve high volume manufacturing and the size and growth of the potential markets for any of our technologies, the rate and degree of market acceptance of any of our technologies and our ability to raise funding to support operations and the continued development and qualification of our technology.

In light of these risks, uncertainties and assumptions, the forward-looking statements regarding future events and circumstances discussed in this press release may not occur, and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements. You should not rely upon forward-looking statements as predictions of future events. The forward-looking statements included herein speak only as of the date hereof, and we undertake no obligation to update publicly or privately any forward-looking statements for any reason after the date of this release to conform these statements to actual results or to changes in our expectations.

SOURCE Odyssey Semiconductor Technologies, Inc.