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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): February 9, 2026

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**Silvaco Group, Inc.**

(Exact name of registrant as specified in its charter)

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

**001-42043**  
(Commission  
File Number)

**27-1503712**  
(IRS Employer  
Identification Number)

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**Silvaco Group Inc.**  
**4701 Patrick Henry Drive, Building #23**  
**Santa Clara, CA 95054**

(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: (408) 567-1000

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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))

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common stock, \$0.0001 par value per share	SVCO	The Nasdaq Global Select Market

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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.

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**Item 8.01. Other Events.**

On February 9, 2026, Silvaco Group, Inc. (the “Company”) filed with the Securities and Exchange Commission (the “SEC”) a prospectus supplement, dated February 9, 2026 (the “Prospectus Supplement”), pursuant to Rule 424(b)(5) under the Securities Act of 1933, as amended (the “Securities Act”), relating to the offer and sale by the Company of 167,281 shares of the Company’s common stock, par value \$0.0001 per share (the “Shares”), to John Cary, a former equityholder of Tech-X Corporation (“Tech-X”).

The Shares are being issued as part of the consideration for the Company’s acquisition of Tech-X (the “Tech-X Acquisition”) in satisfaction of (a) contingent earnout consideration upon the achievement of certain developmental milestones and (b) a portion of the additional purchase consideration as a result of post-closing adjustments, in each case in lieu of cash, as described in the Prospectus Supplement.

The Shares are being offered pursuant to the Company’s shelf registration statement on Form S-3 (File No. 333-291212), which was declared effective by the SEC on November 21, 2025 (the “Registration Statement”). The Prospectus Supplement relates to, and should be read in conjunction with, the prospectus included in the Registration Statement, dated October 31, 2025.

The Company will not receive any cash proceeds from the issuance of the Shares.

**Item 9.01 Financial Statements and Exhibits.**

*(a) Financial Statements of Business Acquired.*

Not applicable.

*(b) Pro Forma Financial Information.*

Not applicable.

*(c) Shell Company Transactions.*

Not applicable.

*(d) Exhibits.*

<b>Exhibit No.</b>	<b>Description</b>
5.1	<u>Opinion of White &amp; Case LLP regarding the legality of the Shares</u>
23.1	Consent of White & Case LLP (included in <u>Exhibit 5.1</u> )
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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 hereunto duly authorized.

**SILVACO GROUP, INC.**

Date: February 10, 2026

By:

/s/ Christopher Zegarelli

Christopher Zegarelli  
Chief Financial Officer

## WHITE &amp; CASE

February 9, 2026

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White & Case LLP  
1221 Avenue of the Americas  
New York, NY 10020-1095  
T +1 212 819 8200

[whitecase.com](http://whitecase.com)

Silvaco Group, Inc.  
4701 Patrick Henry Drive, Building #23  
Santa Clara, CA 95054

Ladies and Gentlemen:

We have acted as New York counsel to Silvaco Group, Inc., a corporation organized under the laws of Delaware (the “Company”), in connection with the sale of up to 167,281 shares of common stock, par value \$0.001 per share (the “Shares”). The Shares are included in a registration statement on Form S-3 under the Securities Act of 1933, as amended (the “Securities Act”), filed with the Securities and Exchange Commission (the “Commission”) on November 3, 2025 (Registration No. 333-291212) (the “Registration Statement”), and are being offered pursuant to a base prospectus dated October 31, 2025 (the “Base Prospectus”) and a prospectus supplement dated February 9, 2026 filed with the Commission pursuant to Rule 424(b) under the Securities Act (together with the Base Prospectus, the “Prospectus”).

This opinion letter is rendered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related prospectus, any prospectus filed pursuant to Rule 424(b) with respect thereto, other than as expressly stated herein with respect to the issuance of the Shares. In connection with our opinions expressed below, we have examined originals or copies certified or otherwise identified to our satisfaction of the following documents and such other documents, corporate records, certificates and other statements of government officials and corporate officers of the Company as we deemed necessary for the purposes of the opinions set forth in this opinion letter:

- (a) the Registration Statement;
- (b) the Prospectus;

- (c) a copy of the Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”), filed as Exhibit 3.1 to the Company’s Current Report on Form 8-K filed with the Commission on May 28, 2025;
- (d) a copy of the Company’s Amended and Restated Bylaws (the “Bylaws”), filed as Exhibit 3.2 to the Company’s Current Report on Form 8-K filed with the Commission on May 28, 2025; and
- (e) a copy of the resolutions of the Company’s board of directors adopted on January 2, 2026 and January 7, 2026.

We have relied, to the extent we deem such reliance proper, upon such certificates or comparable documents of officers and representatives of the Company and of public officials and upon statements and information furnished by officers and representatives of the Company with respect to the accuracy of material factual matters contained therein which were not independently established by us. In rendering the opinions expressed below, we have assumed, without independent investigation or verification of any kind, the genuineness of all signatures on documents we have reviewed, the legal capacity and competency of all natural persons signing all such documents, the authenticity and completeness of all documents submitted to us as originals, the conformity to authentic, complete original documents of all documents submitted to us as copies, the truthfulness, completeness and correctness of all factual representations and statements contained in all documents we have reviewed, the accuracy and completeness of all public records examined by us, and the accuracy of all statements in certificates of officers of the Company that we reviewed. In addition, in rendering the opinions expressed below, we have assumed that the Shares will be executed and countersigned by the transfer agent or registrar therefor as contemplated in the Registration Statement.

Based upon the foregoing assumptions and the assumptions set forth below, and subject to the qualifications and limitations stated herein, having considered such questions of law as we have deemed necessary as a basis for the opinions expressed below, we are of the opinion that the Shares, when sold and issued against payment therefor in accordance with the Registration Statement and Prospectus, will be validly issued, fully paid and nonassessable.

The opinion expressed above is limited to questions arising under the Delaware General Corporation Law. We do not express any opinion as to the laws of any other jurisdiction.

This opinion letter is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Securities Act. This opinion letter is provided solely in connection with the distribution of the Shares pursuant to the Registration Statement and is not to be relied upon for any other purpose.

The opinion expressed above is as of the date hereof only, and we express no opinion as to, and assume no responsibility for, the effect of any fact or circumstance occurring, or of which we learn, subsequent to the date of this opinion letter, including, without limitation, legislative and other changes in the law or changes in circumstances affecting any party. We assume no

responsibility to update this opinion letter for, or to advise you of, any such facts or circumstances of which we become aware, regardless of whether or not they affect the opinions expressed in this opinion letter.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Company's Current Report on Form 8-K dated February 9, 2026 and its incorporation by reference into the Registration Statement and to the reference to our firm as counsel for the Company under the caption "Legal Matters" in the Prospectus. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ White & Case LLP

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