

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 101(b) of the Securities Exchange Act. ☐

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**Item 2.01. Completion of Acquisition or Disposition of Assets**

As previously disclosed, on November 7, 2023 Teradyne, Inc. (the “Company”) entered into an Agreement (the “Investment Agreement”) with Technoprobe S.p.A. (“Technoprobe”), T-Plus S.p.A., controlling shareholder (“T-Plus”), and Teradyne International Holdings, B.V., a wholly owned indirect subsidiary of the Company (the “Investor”). Pursuant to the terms of the Investment Agreement, on May 27, 2024 (the “Closing Date”), the Investor acquired 65,326,087 shares of Technoprobe, representing 10% of its issued and outstanding shares, comprised of a combination of shares previously owned by T-Plus (2% fully diluted) and shares newly issued by Technoprobe (8% fully diluted) (the “Investment”). The aggregate value of cash consideration paid by the Investor on the Closing Date for the Investment was approximately \$522 million.

The foregoing is a summary of the terms of the Investment Agreement and does not purport to include all terms relating to the transactions contemplated by the Investment Agreement. The foregoing is qualified in its entirety by reference to the Investment Agreement, a copy of which is included as Exhibit 2.1 to this Current Report on Form 8-K and is incorporated herein by reference. The representations, warranties and covenants contained in the Investment Agreement were made only for the purposes of such agreement and as of the date of the Investment Agreement, and were solely for the benefit of the parties to such agreement, and may be subject to limitations agreed to by the contracting parties. Certain of the representations and warranties have been made for the purpose of allocating contractual risk between the parties to the Investment Agreement instead of establishing these matters as facts. The Shareholders of the Company are not third-party beneficiaries under the Investment Agreement. The representations and warranties contained in the Investment Agreement (i) are qualified by information contained in the Company and the Investor in a virtual data room, (ii) were made only as of the date of such agreement or a specified date, and (iii) in some cases are subject to qualifications with respect to materiality, knowledge, and other matters, including standards of materiality applicable to the contracting parties that differ from those of the investors. Moreover, information concerning the subject matter of the representations and warranties may have changed since the date of the Investment, which subsequent information may or may not be fully reflected in the Company’s or Technoprobe’s public disclosures. Accordingly, shareholders of the Company should not rely on the representations and warranties as characterizations of the actual state of facts or condition of the Company or Technoprobe or its respective subsidiaries or affiliates.

**Item 7.01. Regulation FD Disclosure**

As previously disclosed, on November 7, 2023, concurrently with entry into the Investment Agreement, the Company entered into an agreement with Technoprobe to sell to Technoprobe its Device Interface Solution unit (the “DIS Divestiture”). On the Closing Date, the Company completed the DIS Divestiture for \$85 million in cash and debt, and subject to a customary working capital adjustment.

The information furnished under this Item 7.01 is being furnished and shall not be deemed to be incorporated by reference into the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or into the Company’s registration statement under the Securities Act of 1933, as amended or the Exchange Act, except as specifically set forth by specific reference in such a filing.

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

(d) Exhibits

3.1 [Investment Agreement, dated November 7, 2023, by and among Teradyne, Inc., Technoprobe S.p.A., and Teradyne International Holdings B.V.](#)

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, the registrant has duly caused to be signed on its behalf by the undersigned thereunto duly authorized.

TERADYNE, INC.

Dated: May 31, 2024

By: /s/ Ryan E. Driscoll

Name: Ryan E. Driscoll

Title: V.P., General Counsel and Secretary