

**PROSPECTUS SUPPLEMENT**  
**(To Prospectus dated June 19, 2020)**



38,227,152 Shares of Common Stock

This prospectus supplement supplements the prospectus dated June 19, 2020 (the “Prospectus”), which forms a part of our Registration Statement on Form S-1 (Registration Statement No. 333-238864). The Prospectus and this prospectus supplement relate to the offering and resale of up to 38,227,152 shares of our common stock by the selling stockholders identified in the Prospectus. We will not receive any proceeds from the sale of these shares by the selling stockholders.

This prospectus supplement is being filed to update and supplement the information in the Prospectus with the information contained in our Current Report on Form 8-K, as filed with the Securities and Exchange Commission on October 20, 2020 (the “Form 8-K”). Accordingly, we have attached the Form 8-K to this prospectus supplement.

This prospectus supplement should be read in conjunction with the Prospectus, which is to be delivered with this prospectus supplement. This prospectus supplement updates, amends and supplements the information included or incorporated by reference in the Prospectus. If there is any inconsistency between the information in the Prospectus and this prospectus supplement, you should rely on the information in this prospectus supplement.

This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the Prospectus, including any amendments or supplements to it.

Our common stock is quoted on the OTCQB Market under the symbol “TGAN.”

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**We are an “emerging growth company” and “smaller reporting company” as defined under the federal securities laws, and, as such, are eligible for reduced public company reporting requirements. See “Prospectus Summary—Emerging Growth Company and Smaller Reporting Company” beginning on page 6 of the Prospectus.**

**Investing in our common stock involves a high degree of risk. Before making an investment decision, please read “Risk Factors” beginning on page 9 of the Prospectus and the risk factors contained in our other filings with the Securities and Exchange Commission.**

**You should rely only on the information contained in the Prospectus, this prospectus supplement or any prospectus supplement or amendment hereto. We have not authorized anyone to provide you with different information.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

The date of this prospectus supplement is October 20, 2020.

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): **October 14, 2020**

**Transphorm, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**000-55832**  
(Commission  
File Number)

**82-1858829**  
(I.R.S. Employer  
Identification No.)

**75 Castilian Drive**  
**Goleta, CA 93117**  
(Address of principal executive offices, including zip code)

**(805) 456-1300**  
(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))

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On October 14, 2020, the board of directors (the “**Board**”) of Transphorm, Inc. (the “**Company**”) appointed Julian Humphreys to serve on the Board as a Class I director until the Company’s 2021 annual meeting of stockholders or until his successor is duly elected and qualified. There are no arrangements or understandings between Dr. Humphreys and any other persons pursuant to which he was elected to serve on the Board. In addition, the Board appointed Dr. Humphreys to the audit committee and nominating and corporate governance committee of the Board.

Dr. Humphreys has over 30 years of experience in the semiconductor industry, including 20 years specifically with power semiconductors. From February 2017 to April 2019, Dr. Humphreys was a senior vice president and general manager at Nexperia B.V. From June 2010 to January 2017, Dr. Humphreys was a vice president and general manager with Nexperia’s predecessor, the NXP Semiconductors Standard Products Division of NXP Semiconductors N.V. Dr. Humphreys was also the managing director of Nexperia UK Ltd., and its predecessor entity NXP Semiconductors UK Ltd., from September 2011 to March 2019. He holds a B.Eng. degree in electronics and a Ph.D. in semiconductor physics, both from the University of Liverpool.

Dr. Humphreys is not a party to any transaction with any related person required to be disclosed pursuant to Item 404(a) of Regulation S-K promulgated by the Securities and Exchange Commission.

Dr. Humphreys will enter into the Company’s standard form of indemnification agreement, a copy of which was previously filed on February 14, 2020 as Exhibit 10.18 to the Company’s Current Report on Form 8-K. As compensation for his service on the Board, Dr. Humphreys will receive an award of 30,000 restricted stock units and 50,000 options to purchase the Company’s common stock.

A copy of the Company’s press release announcing these actions is filed as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press release issued by Transphorm, Inc., dated October 20, 2020</a>
104	Cover Page Interactive Data File (formatted as Inline XBRL)

**Signature**

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.

**Transphorm, Inc.**

Dated: October 20, 2020

By: /s/ Cameron McAulay

Cameron McAulay

Chief Financial Officer

## Transphorm Appoints Dr. Julian Humphreys to Board of Directors

**GOLETA, Calif.— October 20, 2020—Transphorm, Inc.** (“Transphorm” or the “Company”) (OTCQB: TGAN)—a pioneer in the development and manufacturing of high reliability, high performance gallium nitride (GaN) power semiconductors, today announced the appointment of Dr. Julian Humphreys to the Company’s Board of Directors, effective October 14, 2020.

Dr. Humphreys brings substantial knowledge in all aspects of the Power semiconductor business including P&L, sales and marketing, development, and design of power semiconductor technologies. Dr. Humphreys most recently served as Senior Vice President and General Manager at Nexperia B.V., a leading expert in the high-volume production of essential semiconductors and components that are required by every electronic design in the world and a long term cooperation partner to Transphorm in the global automotive market. Prior to Nexperia, he was the Vice President and General Manager of Nexperia’s predecessor, NXP Semiconductors N.V. (NASDAQ: NXPI) Standard Products Division. Dr. Humphreys holds a Bachelor of Engineering in electronics and a Ph.D. in semiconductor physics, both from the University of Liverpool.

Transphorm’s Chief Executive Officer, Mario Rivas, commented, “On behalf of the Board of Directors and our entire worldwide team, we welcome and are extremely proud to add Julian as a new independent director. Dr. Humphreys brings exceptional experience and highly relevant industry knowledge, specifically within power semiconductor technology. At this stage in the Company’s growth, it is imperative that the leadership and expertise of our Board continues to expand. With the addition of Julian, we have added an independent director who can offer the Company well informed guidance, perspective and oversight as we continue to execute on Transphorm’s long-term strategic plan.”

### About Transphorm, Inc.

Transphorm, Inc., a global leader in the GaN revolution, designs and manufactures high performance and high reliability GaN semiconductors for high voltage power conversion applications. Having one of the largest Power GaN IP portfolios of more than 1,000 owned or licensed patents, Transphorm produces the industry’s first JEDEC and AEC-Q101 qualified high voltage GaN semiconductor devices. The Company’s vertically integrated device business model allows for innovation at every development stage: design, fabrication, device, and application support. Transphorm’s innovations are moving power electronics beyond the limitations of silicon to achieve over 99% efficiency, 40% more power density and 20% lower system cost. Transphorm is headquartered in Goleta, California and has manufacturing operations in Goleta and Aizu, Japan. For more information, please visit [www.transphormusa.com](http://www.transphormusa.com). Follow us on Twitter [@transphormusa](https://twitter.com/transphormusa)

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