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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-3  
ON FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**ARRAY TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

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

3674  
(Primary Standard Industrial  
Classification Code Number)

83-2747826  
(I.R.S. Employer Identification No.)

3901 Midway Place NE  
Albuquerque, New Mexico 87109  
(505) 881-7567

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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Nipul Patel  
Chief Financial Officer  
Array Technologies, Inc.  
3901 Midway Place NE  
Albuquerque, New Mexico 87109  
(505) 881-7567

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copies of all communications, including communications sent to agent for service, should be sent to:*

Joshua N. Korff, P.C.  
Michael Kim, P.C.  
Michael W. Rigdon  
Kirkland & Ellis LLP  
609 Main St., Ste. 4700  
Houston, Texas 77002  
(713) 836-3600

Tyson Hottinger  
Chief Legal Officer and  
General Counsel  
Array Technologies, Inc.  
3901 Midway Place NE  
Albuquerque, New Mexico 87109  
(505) 881-7567

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
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 7(a)(2)(B) of the Securities Act.

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**The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the**

Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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**The information in this preliminary prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell, and it is not soliciting an offer to buy, these securities in any jurisdiction where the offer or sale is not permitted.**

**Subject to Completion, dated May 10, 2022**

**PROSPECTUS**

**Up to 9,000,000 Shares**



# **Array Technologies, Inc.**

## **Common Stock**

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The selling stockholders identified in this prospectus may offer and sell up to 9,000,000 shares of our common stock par value \$0.001 per share (the “common stock”). We are not selling any shares of our common stock under this prospectus, and we will not receive any of the proceeds from the sale of shares of our common stock by the selling stockholders. We are registering these shares of our common stock for sale by the selling stockholders pursuant to a registration rights agreement, dated as of August 10, 2021 (together with any joinder thereto from time to time, the “PIPE Registration Rights Agreement”), by and between the Company and BCP Helios Aggregator L.P., a Delaware limited partnership (the “Purchaser”).

The selling stockholders may offer and sell shares of our common stock from time to time. The selling stockholders may offer and sell shares of our common stock at prevailing market prices, at prices related to such prevailing market prices, at negotiated prices or at fixed prices. If any underwriters, dealers or agents are involved in the sale of any of the shares, their names and any applicable purchase price, fee, commission or discount arrangement between or among them will be set forth, or will be calculable from the information set forth, in any applicable prospectus supplement. See the sections of this prospectus entitled “About this Prospectus” and “Plan of Distribution” for more information. No shares may be sold without delivery of this prospectus and any applicable prospectus supplement describing the method and terms of the offering of such shares. You should carefully read this prospectus and any applicable prospectus supplement before you invest in our common stock.

Our common stock is listed on The Nasdaq Global Market (“Nasdaq”) under the symbol “ARRY.” The last reported sale price of our common stock on May 6, 2022 was \$8.87 per share.

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**Investing in our securities involves risks. You should consider the risk factors referred to in the section entitled “[Risk Factors](#)” on page 2 of this prospectus and in any prospectus supplement hereto, as well as documents we file with the Securities and Exchange Commission that are incorporated by reference in this prospectus.**

**Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.**

**Prospectus dated \_\_\_\_\_, 2022.**

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## EXPLANATORY NOTE

Array Technologies, Inc. ceased to be a well-known seasoned issuer (as such term is defined in Rule 405 of the Securities Act of 1933, as amended) upon the filing of its Annual Report on Form 10-K for the fiscal year ended December 31, 2021. Accordingly, the Company is filing this Post-Effective Amendment No. 1 using EDGAR submission type POS AM to convert the Registration Statement on Form S-3ASR (automatic shelf registration statement) (the “Registration Statement”) to the proper EDGAR submission type for a non-automatic shelf registration statement on Form S-1 and to make certain other amendments. All filing fees payable in connection with the registration of the shares covered by this Post-Effective Amendment No. 1 were paid in connection with prior filings of the Registration Statement.

## ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement on Form S-1 that we filed with the Securities and Exchange Commission (the “SEC”) using a “shelf” registration process pursuant to which the selling stockholders named herein may, from time to time, offer and sell or otherwise dispose of the shares of common stock described in this prospectus in one or more offerings. This prospectus provides you with a description and terms of the common stock that may be offered by the selling stockholders. Each time the common stock is sold hereby, we may provide one or more supplements to add to, update, supplement or clarify information contained in this prospectus. Each time the selling stockholders offer to sell securities, we may provide a supplement to this prospectus and, if applicable, a pricing supplement that will contain specific information about the terms of that offering. The prospectus supplement and any pricing supplement may also add, update or change information contained in this prospectus. You should read this prospectus, any prospectus supplement and any pricing supplement together with the additional information described under the heading “Where You Can Find More Information” and “Incorporation of Certain Documents by Reference” below.

Neither we, nor any selling stockholders, have authorized anyone to provide you with any information or to make any representations other than those contained in this prospectus, any applicable prospectus supplement prepared by or on behalf of us or to which we have referred you. We and the selling stockholders take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. The selling stockholders will not make an offer to sell these shares in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus and any applicable prospectus supplement to this prospectus is accurate only as of the date on its respective cover unless we indicate otherwise. Our business, financial condition, results of operations and prospects may have changed since those dates. This prospectus incorporates by reference, and any applicable prospectus supplement may contain and incorporate by reference, market data and industry statistics and forecasts that are based on independent industry publications and other publicly available information. Although we believe these sources are reliable, we do not guarantee the accuracy or completeness of this information and we have not independently verified this information. In addition, the market and industry data and forecasts that may be included or incorporated by reference in this prospectus, any applicable prospectus supplement may involve estimates, assumptions and other risks and uncertainties and are subject to change based on various factors, including those discussed under the heading “Risk Factors” contained in this prospectus, any applicable prospectus supplement, and under similar headings in other documents that are incorporated by reference into this prospectus. Accordingly, investors should not place undue reliance on this information.

Unless otherwise indicated or the context otherwise requires, references in this prospectus to “Company,” “Array Technologies,” “we,” “us,” “our” or similar terms refer to Array Technologies, Inc. and its consolidated subsidiaries.

## SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements that are based on our management's beliefs and assumptions and on information currently available to our management. Forward-looking statements include information concerning our possible or assumed future results of operations, business strategies, technology developments, financing and investment plans, dividend policy, competitive position, industry and regulatory environment, potential growth opportunities and the effects of competition. Forward-looking statements include statements that are not historical facts and can be identified by terms such as "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "seek," "should," "will," "would" or similar expressions and the negatives of those terms.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Given these uncertainties, you should not place undue reliance on forward-looking statements. Also, forward-looking statements in this prospectus represent our management's beliefs and assumptions only as of the date of this prospectus. You should read this prospectus and the documents that we have filed as exhibits to the registration statement, of which this prospectus is a part, completely and with the understanding that our actual future results may be materially different from what we expect.

Important factors that could cause actual results to differ materially from our expectations include:

- if demand for solar energy projects does not continue to grow or grows at a slower rate than we anticipate, our business will suffer;
- the viability and demand for solar energy are impacted by many factors outside of our control, which makes it difficult to predict our future prospects;
- a loss of one or more of our significant customers, their inability to perform under their contracts, or their default in payment, could harm our business and negatively impact revenue, results of operations and cash flow;
- a drop in the price of electricity derived from the utility grid or from alternative energy sources may harm our business, financial condition, results of operations and prospects;
- defects or performance problems in our products could result in loss of customers, reputational damage and decreased revenue, and we may face warranty, indemnity and product liability claims arising from defective products;
- an increase in interest rates, or a reduction in the availability of tax equity or project debt capital in the global financial markets could make it difficult for customers to finance the cost of a solar energy system and could reduce the demand for our products;
- existing electric utility industry policies and regulations, and any subsequent changes, may present technical, regulatory and economic barriers to the purchase and use of solar energy systems, which may significantly reduce demand for our products or harm our ability to compete;
- the interruption of the flow of materials from international vendors could disrupt our supply chain, including as a result of the imposition of additional duties, tariffs and other charges on imports and exports;
- changes in the U.S. trade environment, including the imposition of import tariffs, could adversely affect the amount or timing of our revenues, results of operations or cash flows;
- the reduction, elimination or expiration of government incentives for, or regulations mandating the use of, renewable energy and solar energy specifically could reduce demand for solar energy systems and harm our business;

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- if we fail to, or incur significant costs in order to, obtain, maintain, protect, defend or enforce, our intellectual property and other proprietary rights, our business and results of operations could be materially harmed;
- we may need to defend ourselves against third-party claims that we are infringing, misappropriating or otherwise violating others' intellectual property rights, which could divert management's attention, cause us to incur significant costs and prevent us from selling or using the technology to which such rights relate;
- significant changes in the cost of raw materials could adversely affect our financial performance;
- we are dependent on transportation and logistics providers to deliver our products in a cost efficient manner, and disruptions to transportation and logistics, including increases in shipping costs, could adversely impact our financial condition and results of operations;
- the requirements of being a public company may strain our resources, divert management's attention and affect our ability to attract and retain qualified board members and officers;
- we face risks related to actual or threatened health epidemics, such as the COVID-19 pandemic, and other outbreaks, which could significantly disrupt our manufacturing and operations;
- although we are not a "controlled company" within the meaning of the Nasdaq rules, during the phase-in period we have relied and may continue to rely on exemptions from certain corporate governance requirements that provide protection to stockholders of other companies; and
- provisions in our certificate of incorporation and our bylaws may delay or prevent a change of control.

Except as required by law, we assume no obligation to update these forward-looking statements, or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future.

## THE COMPANY

### Overview

We are one of the world's largest manufacturers of ground-mounting systems used in solar energy projects. Our principal product is an integrated system of steel supports, electric motors, gearboxes and electronic controllers commonly referred to as a single-axis "tracker." Trackers move solar panels throughout the day to maintain an optimal orientation to the sun, which significantly increases their energy production. Solar energy projects that use trackers generate more energy and deliver a lower Levelized Cost of Energy ("LCOE") than projects that use "fixed tilt" mounting systems, which do not move. The vast majority of ground mounted solar systems in the U.S. use trackers.

Our trackers use a patented design that allows one motor to drive multiple rows of solar panels through articulated driveline joints. To avoid infringing on our U.S. patent, our competitors must use designs that we believe are inherently less efficient and reliable. For example, our largest competitor's design requires one motor for each row of solar panels. As a result, we believe our products have greater reliability, lower installation costs, reduced maintenance requirements and competitive manufacturing costs. Our core U.S. patent on a linked-row, rotating gear drive system does not expire until February 5, 2030.

We sell our products to engineering, procurement and construction firms that build solar energy projects and to large solar developers, independent power producers and utilities, often under master supply agreements or multi-year procurement contracts.

We are a U.S. company and our headquarters and principal manufacturing facility are in Albuquerque, New Mexico.

### Our Corporate Information

ATI Intermediate Holdings, LLC was a Delaware limited liability company formed in December 2018 as a wholly owned subsidiary of ATI Investment Parent, LLC ("Former Parent"). On October 14, 2020, we converted into a Delaware corporation pursuant to a statutory conversion and changed our name to Array Technologies, Inc. Our operating company, Array Tech, Inc. (formerly, Array Technologies, Inc.), was incorporated in the State of New Mexico in 1992. On October 28, 2020, our operating company completed its name change to Array Tech, Inc. Our principal executive offices are located at 3901 Midway Place NE, Albuquerque, New Mexico 87109 and our telephone number at this address is (505) 881-7567. Our website is <https://arraytechinc.com>. Information contained in, or accessible through, our website is not a part of, and is not incorporated into, this prospectus.



## **RISK FACTORS**

Any investment in shares of our common stock involves a high degree of risk. You should carefully consider all of the information contained in this prospectus and any subsequent prospectus supplement, including our financial statements and related notes, before deciding whether to purchase shares of our common stock. In particular, you should carefully consider, among other things, the risks and uncertainties discussed in Part I, Item 1A, “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2021, which is incorporated by reference herein. However, such risks and those discussed elsewhere in any subsequent prospectus supplement are not the only ones we face. Additional risks and uncertainties that we are unaware of, or that we currently believe are not material, may also become important factors that adversely affect us. If any of the risks described in any subsequent prospectus supplement or others not specified therein materialize, our business, financial condition and results of operations could be materially and adversely affected. In that case, you may lose all or part of your investment.

## **USE OF PROCEEDS**

We will not receive any of the proceeds from the sale of our common stock being offered by the selling stockholders. We are required to pay certain offering fees and expenses in connection with the registration of the selling stockholders' shares and to indemnify the selling stockholders against certain liabilities.

## SELLING STOCKHOLDERS

This prospectus relates to the offer and sale from time to time of up to 9,000,000 shares of our common stock by the stockholders identified in the table below, who we refer to in this prospectus as the “selling stockholders” and their respective transferees, pledgees, donees, assignees or other successors (each also a selling stockholder for purposes of this prospectus). The selling stockholders identified below may currently hold or acquire at any time shares of our common stock in addition to those registered hereby.

We are registering these 9,000,000 shares of our common stock for sale by the selling stockholders named below pursuant to the PIPE Registration Rights Agreement.

On August 10, 2021, the Company entered into a Securities Purchase Agreement (the “Securities Purchase Agreement”) with the Purchaser, pursuant to which, among other things, the Company issued and sold to the Purchaser and BEFIP III—ESC Helios Holdco L.P., a Delaware limited partnership and a Permitted Transferee under the Securities Purchase Agreement (the “Permitted Transferee”) an aggregate 7,098,765 shares of common stock on August 11, 2021, an aggregate 776,235 shares of common stock on September 27, 2021 and an aggregate of 1,125,000 shares of common stock on January 7, 2022. Except as may be noted elsewhere in this prospectus relating to the PIPE Registration Rights Agreement, each selling stockholder does not have, and within the past three years has not had, any material relationship with us or any of our affiliates.

The percent of beneficial ownership for the selling stockholders is based on 150,175,189 shares of our common stock outstanding as of May 10, 2022. Beneficial ownership is determined in accordance with the rules of the SEC. These rules generally attribute beneficial ownership of securities to persons who possess sole or shared voting power or investment power with respect to such securities. Except as otherwise indicated, each selling stockholder listed below has sole voting and investment power with respect to the shares of our common stock beneficially owned by it. The mailing address of the listed beneficial owners is c/o Blackstone Inc., 345 Park Avenue, New York, NY 10154.

The information in the table below (other than the percentages of our outstanding common stock beneficially owned) in respect of each selling stockholder was furnished by or on behalf of the selling stockholder and is as of the date hereof.

Information concerning the selling stockholders may change from time to time and any changed information will be set forth in supplements to this prospectus, if and when necessary. No offer or sale under this prospectus may be made by a stockholder unless that holder is listed in the table below, in any supplement to this prospectus or in an amendment to the related Registration Statement that has become effective. We will supplement or amend this prospectus if applicable to include additional selling stockholders upon provision of all required information to us and subject to the terms of any relevant agreement between us and the selling stockholders.

The selling stockholders are not obligated to sell any of the shares of our common stock offered by this prospectus. Because each selling stockholder identified in the table below may sell some or all of the shares of our common stock owned by it that are included in this prospectus, and because there are currently no agreements, arrangements or understandings with respect to the sale of any of such shares of our common stock, no estimate can be given as to the number of shares of our common stock covered by this prospectus that will be held by the selling stockholders. In addition, subject to the PIPE Registration Rights Agreement, each selling stockholder may sell, transfer or otherwise dispose of, at any time and from time to time, shares of our common stock it holds in transactions exempt from the registration requirements of the Securities Act after the date on which the selling stockholder provided the information set forth on the table below. Therefore, for purposes of the following table we have assumed that each selling stockholder will sell all of the shares of our common stock beneficially owned by it that are covered by this prospectus but will not sell any other shares of our common stock that it may currently own.

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|                             | Common Stock Beneficially Owned Prior to the Sale of Shares that May be Offered Hereby |       | Shares That May be Offered Hereby | Common Stock Beneficially Owned After the Sale of Shares that May be Offered Hereby(1) |   |
|-----------------------------|--|-------|-----------------------------------|--|---|
|                             | Number   | %     |                                   | Number   | % |
| <b>Selling Stockholder:</b> |  |       |                                   |  |   |
| Blackstone(2)               | 9,000,000  | 5.65% | 9,000,000                         | —  | — |

\* Represents beneficial ownership of less than 1%

- (1) Assumes that each selling stockholder (i) will sell all of the shares of common stock beneficially owned by it that are covered by this prospectus and (ii) does not acquire beneficial ownership of any additional shares of our common stock.
- (2) The selling stockholders in this offering are BCP Helios Aggregator L.P. and BEFIP III—ESC Helios Holdco L.P. (the “Blackstone Entities”). They may offer up to 8,973,414 and 26,586 shares, respectively, which are the shares beneficially owned by each of them prior to this offering. BCP 8/BEP 3 Holdings Manager L.L.C. is the general partner of BCP Helios Aggregator L.P. Blackstone Energy Management Associates III L.P. and Blackstone Management Associates VIII L.P. are the managing members of BCP 8/BEP 3 Holdings Manager L.L.C. Blackstone EMA III L.L.C. is the general partner of Blackstone Energy Management Associates III L.P. BMA VIII L.L.C. is the general partner of Blackstone Management Associates VIII L.P. Blackstone Energy Family Investment Partnership III—ESC L.P. is the general partner of BEFIP III – ESC Helios Holdco L.P. BEP III Side-by-Side GP L.L.C. is the general partner of Blackstone Energy Family Investment Partnership III—ESC L.P. Blackstone Holdings II L.P. is the managing member of Blackstone EMA III L.L.C. and BMA VIII L.L.C. and the sole member of BEP III Side-by-Side GP L.L.C. Blackstone Holdings I/II GP L.L.C. is the general partner of Blackstone Holdings II L.P. Blackstone Inc. is the sole member of Blackstone Holdings I/II GP L.L.C. The sole holder of the Series II preferred stock of Blackstone Inc. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly-owned by Blackstone’s senior managing directors and controlled by its founder, Stephen A. Schwarzman. Each of such Blackstone entities (other than each of the Blackstone Entities to the extent they directly hold securities reported herein) and Mr. Schwarzman may be deemed to beneficially own the shares beneficially owned by the Blackstone Entities directly or indirectly controlled by it or him, but each disclaims beneficial ownership of such shares. The address of Mr. Schwarzman and each of the entities listed in this footnote is c/o Blackstone Inc., 345 Park Avenue, New York, New York 10154.

## PLAN OF DISTRIBUTION

The selling stockholders may use any one or more of the following methods when selling shares of our common stock under this prospectus:

- underwritten transactions;
- privately negotiated transactions;
- exchange distributions and/or secondary distributions;
- sales in the over-the-counter market;
- ordinary brokerage transactions and transactions in which the broker solicits purchasers;
- broker-dealers may agree with a selling stockholder to sell a specified number of such stock at a stipulated price per share;
- a block trade (which may involve crosses) in which the broker or dealer so engaged will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;
- purchases by a broker or dealer as principal and resale by such broker or dealer for its own account pursuant to this prospectus;
- short sales and delivery of shares of our common stock to close out short positions;
- sales by broker-dealers of shares of our common stock that are loaned or pledged to such broker-dealers;
- a combination of any such methods of sale; and
- any other method permitted pursuant to applicable law.

A selling stockholder may also sell our common stock under Rule 144 under the Securities Act, if available, or pursuant to other available exemptions from the registration requirements under the Securities Act, rather than under this prospectus.

We will bear all fees and expenses incident to our obligation to register the shares of our common stock.

We may prepare prospectus supplements for secondary offerings that will disclose the terms of the offering, including the name or names of any underwriters, dealers or agents, the purchase price of the shares, any underwriting discounts and other items constituting compensation to underwriters, dealers or agents.

A selling stockholder may fix a price or prices of our shares of common stock at:

- market prices prevailing at the time of any sale under this Registration Statement;
- prices related to market prices; or
- negotiated prices.

A selling stockholder may change the price of the shares offered from time to time.

A selling stockholder, or agents designated by it, may directly solicit, from time to time, offers to purchase the shares. Any such agent may be deemed to be an “underwriter” as that term is defined in the Securities Act. Any agents involved in the offer or sale of the shares and any commissions payable by a selling stockholder to these agents will be named and described in any applicable prospectus supplement. The agents may also be our customers or may engage in transactions with or perform services for us in the ordinary course of business.

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If any selling stockholder utilizes any underwriters in the sale of the shares in respect of which this prospectus is delivered, we and the selling stockholder will enter into an underwriting agreement with those underwriters at the time of sale to them. We will set forth the names of these underwriters and the terms of the transaction in the prospectus supplement, which will be used by the underwriters to make resales of the shares in respect of which this prospectus is delivered to the public. The underwriters may also be our or the selling stockholder's customers or may engage in transactions with or perform services for us or any selling stockholder in the ordinary course of business.

If any selling stockholder utilizes a dealer in the sale of the shares in respect of which this prospectus is delivered, the selling stockholder will sell those shares to the dealer, as principal. The dealer may then resell those shares to the public at varying prices to be determined by the dealer at the time of resale. The dealers may also be our or the selling stockholder's customers or may engage in transactions with, or perform services for, us or the selling stockholder in the ordinary course of business.

Offers to purchase shares may be solicited directly by any selling stockholder and the sale thereof may be made by the selling stockholder directly to institutional investors or others, who may be deemed to be underwriters within the meaning of the Securities Act with respect to any resale thereof. The terms of any such sales will be described in any applicable prospectus supplement relating thereto.

We or any selling stockholder may agree to indemnify underwriters, dealers and agents who participate in the distribution of securities against certain liabilities to which they may become subject in connection with the sale of the shares, including liabilities arising under the Securities Act.

The selling stockholders may engage in at the market offerings into an existing trading market in accordance with Rule 415(a)(4) under the Securities Act.

In addition, a selling stockholder may enter into derivative transactions with third parties, or sell shares not covered by this prospectus to third parties in privately negotiated transactions. If the applicable prospectus supplement so indicates, in connection with those derivatives, the third parties may sell shares covered by this prospectus and the applicable prospectus supplement, including in short sale transactions. If so, the third party may use the shares pledged by the selling stockholder or borrowed from the selling stockholder or others to settle those sales or to close out any related open borrowings of stock and may use shares received from us in settlement of those derivatives to close out any related open borrowings of stock. The third party in such sale transactions may be an underwriter and, if not identified in this prospectus, will be named in the applicable prospectus supplement (or a post-effective amendment).

In addition, a selling stockholder may otherwise loan or pledge shares to a financial institution or other third party that in turn may sell the shares short using this prospectus or an applicable amendment to this prospectus or a prospectus supplement. Such financial institution or other third party may transfer its economic short position to investors in our shares or in connection with a concurrent offering of other securities. The selling stockholders also may transfer and donate the securities in other circumstances in which case the transferees, donees, pledgees or other successors in interest will be the selling beneficial owners for purposes of this prospectus.

The specific terms of any lock-up provisions in respect of any given offering will be described in any applicable prospectus supplement.

In compliance with the guidelines of the Financial Industry Regulatory Authority, Inc. ("FINRA"), the maximum consideration or discount to be received by any FINRA member or independent broker dealer may not exceed 8% of the aggregate proceeds of the offering.

The underwriters, dealers and agents may engage in transactions with us or the selling stockholders, or perform services for us or the selling stockholders, in the ordinary course of business for which they receive compensation.

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To the extent required, this prospectus may be amended or supplemented from time to time to describe a specific plan of distribution.

There can be no assurance that the selling stockholders will sell any or all of the shares of our common stock registered pursuant to the registration statement, of which this prospectus forms a part.

## **LEGAL MATTERS**

Kirkland & Ellis LLP, Houston, Texas, will pass upon certain legal matters relating to the sale of the shares of our common stock offered from time to time on behalf of the Company. Additional legal matters may be passed upon for us, the selling stockholders or any underwriters, dealers or agents by counsel that we may name in any applicable prospectus supplement.

## **EXPERTS**

The consolidated financial statements as of December 31, 2021 and 2020 and for each of the three years in the period ended December 31, 2021 and management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2021, incorporated by reference in this prospectus and in the registration statement have been so incorporated in reliance on the report of BDO USA, LLP, an independent registered public accounting firm, incorporated herein by reference, given on the authority of said firm as experts in auditing and accounting. The report on the effectiveness of internal control over financial reporting expresses an adverse opinion on the effectiveness of the Company's internal control over financial reporting as of December 31, 2021.



## WHERE YOU CAN FIND ADDITIONAL INFORMATION

We have filed with the SEC a registration statement on Form S-1 under the Securities Act with respect to the shares of our common stock offered by this prospectus. This prospectus, which constitutes a part of the registration statement, does not contain all of the information set forth in the registration statement, some items of which are contained in exhibits to the registration statement as permitted by the rules and regulations of the SEC. For further information with respect to us and our common stock, we refer you to the registration statement, including the exhibits filed as a part of the registration statement. Statements contained in this prospectus concerning the contents of any contract or document referred to are not necessarily complete. If a contract or document has been filed as an exhibit to the registration statement, please see the copy of the contract or document that has been filed. Each statement in this prospectus relating to a contract or document filed as an exhibit is qualified in all respects by the filed exhibit.

The SEC maintains an Internet website that contains reports, proxy statements and other information about issuers, like us, that file electronically with the SEC. The address of that website is [www.sec.gov](http://www.sec.gov). We are also required to file annual, quarterly and current reports, proxy statements and other information with the SEC. These periodic reports, proxy statements and other information will be available at website of the SEC referred to above. We also maintain a website at <https://arraytechinc.com>. Information contained on our website is not a part of this prospectus and the inclusion of our website address in this prospectus is an inactive textual reference only.

## INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The rules of the SEC allow us to incorporate by reference into this prospectus the information we file with the SEC. This means that we are disclosing important information to you by referring to other documents. The information incorporated by reference is considered to be part of this prospectus, except for any information superseded by information contained directly in this prospectus. We incorporate by reference the documents listed below (other than any portions thereof, which under the Exchange Act, and applicable SEC rules, are not deemed “filed” under the Exchange Act):

- our Annual Report on [Form 10-K](#) for the year ended December 31, 2021, filed with the SEC on April 6, 2022 and our Annual Report on [Form 10-K/A](#) for the year ended December 31, 2021, filed with the SEC on April 6, 2022;
- our Quarterly Report on [Form 10-Q](#) for the quarter ended March 31, 2022, filed with the SEC on May 10, 2022;
- our Current Reports on Form 8-K filed with the SEC on [January 3, 2022](#), [January 12, 2022](#), [March 4, 2022](#), [March 29, 2022](#), [April 5, 2022](#) and [April 6, 2022](#);
- our [Definitive Proxy Statement](#) filed with the SEC on April 8, 2022; and
- the description of our common stock contained in our registration statement on [Form 8-A](#) (File No. 001-39613) filed under the Exchange Act on October 13, 2020, including any amendment or reports filed for the purpose of updating such descriptions.

If we have incorporated by reference any statement or information in this prospectus and we subsequently modify that statement or information with information contained in this prospectus, the statement or information previously incorporated in this prospectus is also modified or superseded in the same manner.

We will provide without charge to each person, including any beneficial owner, to whom a copy of this prospectus is delivered, upon written or oral request of such person, a copy of any or all of the documents referenced above which have been incorporated by reference in this prospectus. You should direct requests for these documents to c/o Array Technologies, Inc., 3901 Midway Place NE Albuquerque, New Mexico 87109.

Exhibits to any documents incorporated by reference in this prospectus will not be sent, however, unless those exhibits have been specifically referenced in this prospectus.

**9,000,000 Shares**

**ARRAY TECHNOLOGIES, INC.**

**Common Stock**



**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 13. Other Expenses of Issuance and Distribution.**

The following table sets forth the various expenses expected to be incurred in connection with the sale and distribution of the securities being registered hereby, other than underwriting discounts and commissions, all of which will be borne by the Company.

|                                   | <u>Amount to be Paid</u> |
|-----------------------------------|--------------------------|
| SEC Registration Fee              | \$ 16,932.11**           |
| FINRA filing fee                  | *                        |
| Printing                          | *                        |
| Legal fees and expenses           | *                        |
| Accounting fees and expenses      | *                        |
| Transfer agent and registrar fees | *                        |
| Miscellaneous expenses            | *                        |
| Total                             | <u>\$</u> *              |

\* These fees are calculated based on the number of issuances and, accordingly, cannot be estimated at this time.

\*\* \$16,016.47 of registration fee previously paid.

**Item 14. Indemnification of Directors and Officers.**

The following summaries are qualified in their entirety by reference to the complete text of any statutes referred to below and the certificate of incorporation and the bylaws or similar organizational documents of the Company.

We are incorporated under the laws of the State of Delaware and are subject to the DGCL. Section 145 of the DGCL authorizes a corporation's Board of Directors to grant, and authorizes a court to award, indemnity to officers, directors and other corporate agents. As permitted by Section 102(b) (7) of the DGCL, the registrant's certificate of incorporation includes provisions that eliminate the personal liability of its directors and officers for monetary damages for breach of their fiduciary duty as directors and officers, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for unlawful payments of dividends or unlawful stock repurchases, redemptions or other distributions or (iv) for any transaction from which the director derived an improper personal benefit.

In addition, as permitted by Section 145 of the DGCL, the bylaws of the registrant provide that:

- The registrant shall indemnify its directors and officers for serving the registrant in those capacities or for serving other business enterprises at the registrant's request, to the fullest extent permitted by Delaware law. Delaware law provides that a corporation may indemnify such person if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the registrant and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful.
- The registrant may, in its discretion, indemnify employees and agents in those circumstances where indemnification is permitted by applicable law.

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- The registrant is required to advance expenses, as incurred, to its directors and officers in connection with defending a proceeding, except that such director or officer shall undertake to repay such advances if it is ultimately determined that such person is not entitled to indemnification.
- The registrant is not obligated pursuant to the bylaws to indemnify a person with respect to proceedings initiated by that person, except with respect to proceedings authorized by the registrant's Board of Directors or brought to enforce a right to indemnification.
- The rights conferred in the bylaws are not exclusive, and the registrant is authorized to enter into indemnification agreements with its directors, officers, employees and agents and to obtain insurance to indemnify such persons.
- The registrant may not retroactively amend the bylaw provisions to reduce its indemnification obligations to directors, officers, employees and agents.

The registrant also maintains directors' and officers' insurance to insure such persons against certain liabilities.

We have entered into separate indemnification agreements with our directors and officers. Each indemnification agreement provides, among other things, for indemnification to the fullest extent permitted by law and our Certificate of Incorporation and Bylaws against any and all expenses, judgments, fines, penalties and amounts paid in settlement of any claim. The indemnification agreements provide for the advancement or payment of all expenses to the indemnitee and for reimbursement to us if it is found that such indemnitee is not entitled to such indemnification under applicable law and our Certificate of Incorporation and Bylaws.

These indemnification provisions may be sufficiently broad to permit indemnification of the registrant's officers and directors for liabilities (including reimbursement of expenses incurred) arising under the Securities Act.

### **Item 15. Recent Sales of Unregistered Securities.**

#### ***STI Acquisition***

As previously disclosed, on August 10, 2021, the Company entered into a Securities Purchase Agreement (the "Securities Purchase Agreement") pursuant to which, on August 11, 2021, the Company issued and sold to certain investors (the "Purchasers") 350,000 shares of a newly designated Series A Perpetual Preferred Stock of the Company, par value \$0.001 per share (the "Series A Perpetual Preferred Stock"), and 7,098,765 shares of the Company's common stock, par value \$0.001 per share (the "Common Stock"), for an aggregate purchase price of \$346 million. On September 27, 2021, an additional 776,235 shares of Common Stock were issued to the Purchasers. In connection with the acquisition of Soluciones Técnicas Integrales Norland, S.L., on January 7, 2022, the Company sold to the Purchasers 50,000 additional shares of Series A Perpetual Preferred Stock and 1,125,000 shares of Common Stock for an aggregate purchase price of \$49,376,125. The securities issued pursuant to the Securities Purchase Agreement were offered, issued and sold in reliance upon the exemption from the registration requirements of the Securities Act set forth under Section 4(a)(2) of the Securities Act.

### **Item 16. Exhibits and Financial Statement Schedules.**

See the Exhibit Index immediately following the signature page hereto, which is incorporated by reference as if fully set forth herein.

**Item 17. Undertakings.**

The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
  - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
  - (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and
  - (iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (1)(i), (1)(ii) and (1)(iii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering;

(5) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

- (i) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the Registration Statement as of the date the filed prospectus was deemed part of and included in the Registration Statement; and
- (ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the Registration Statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the Registration Statement relating to the securities in the Registration Statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof provided, however, that no statement made in a Registration Statement or prospectus that is part of the Registration Statement or made in a document incorporated or deemed incorporated by reference into the Registration Statement or prospectus that is part of the Registration Statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the Registration

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Statement or prospectus that was part of the Registration Statement or made in any such document immediately prior to such effective date.

(6) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this Registration Statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

- (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
- (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
- (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
- (iv) Any other communications that is an offer in the offering made by the undersigned registrant to the purchaser.

The undersigned registrant hereby undertakes that, for the purpose of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

**EXHIBIT INDEX****Item 16. Exhibits**

| <b>Exhibit Number</b> | <b>Document</b>  |
|-----------------------|--|
| 2.1+                  | <a href="#">Purchase Agreement, dated November 10, 2021, by and among Array Technologies, Inc., Array Tech, Inc., Amixa Capital, S.L., Aurica Trackers, S.L., and Mr. Javier Reclusa (incorporated by reference to Exhibit 2.1 of the Company's Current Report on Form 8-K filed with the SEC on November 12, 2021)</a>  |
| 3.1                   | <a href="#">Amended and Restated Certificate of Incorporation of Array Technologies, Inc., dated October 19, 2020 (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the SEC on October 19, 2020)</a>  |
| 3.2                   | <a href="#">Amended and Restated Bylaws of Array Technologies, Inc. (incorporated by reference to Exhibit 3.2 of the Company's Current Report on Form 8-K filed with the SEC on October 19, 2020)</a>  |
| 3.3                   | <a href="#">Certificate of Designations of Series A Perpetual Preferred Stock (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the SEC on August 11, 2021)</a>   |
| 4.1                   | <a href="#">Description of securities registered under Section 12 of the Exchange Act (incorporated by reference to Exhibit 4.1 of the Company's Annual Report on Form 10-K filed with the SEC on April 6, 2022)</a>   |
| 4.2                   | <a href="#">Indenture, dated December 3, 2021, among Array Technologies, Inc. and U.S. Bank National Association (incorporated by reference to Exhibit 3.2 of the Company's Current Report on Form 8-K filed with the SEC on January 12, 2022)</a>   |
| 4.3                   | <a href="#">Form of 1.00% Convertible Senior Note due 2028 (included in Exhibit 4.2)</a>   |
| 5.1*                  | <a href="#">Opinion of Kirkland &amp; Ellis LLP</a>  |
| 10.1                  | <a href="#">Registration Rights Agreement, dated October 19, 2020 by and among Array Technologies, Inc. and certain holders identified therein (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the SEC on October 19, 2020)</a>  |
| 10.2                  | <a href="#">Registration Rights Agreement, dated August 10, 2021, by and between Array Technologies, Inc. and BCP Helios Aggregator L.P. (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed with the SEC on August 11, 2021)</a>   |
| 10.3                  | <a href="#">Registration Rights Agreement, dated January 11, 2022, by and among Array Technologies, Inc. and the holders identified therein (incorporated by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K filed with the SEC on January 11, 2022)</a>   |
| 10.4                  | <a href="#">Securities Purchase Agreement, dated August 10, 2021, by and between the Company and BCP Helios Aggregator L.P. (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the SEC on August 11, 2021)</a>  |
| 10.5                  | <a href="#">Credit Agreement, dated as of October 14, 2020, by and among Array Tech, Inc. (f/k/a Array Technologies, Inc.), as borrower, ATI Investment Sub, Inc., as guarantor, Goldman Sachs Bank USA, as administrative agent and collateral agent, and the Lenders (as defined therein) from time to time party thereto (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed with the SEC on October 19, 2020)</a> |
| 10.6                  | <a href="#">Amended and Restated ABL Credit and Guarantee Agreement, dated as of March 23, 2020, by and among ATI Investment Holdings, Inc., Wells Fargo Bank, National Association, as administrative agent, and the lenders from time to time party thereto (incorporated by reference to Exhibit 10.1 of the Company's Registration Statement on Form S-1 (333-248969) filed with the SEC on September 22, 2020)</a>  |

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| <u>Exhibit Number</u> | <u>Document</u>   |
|-----------------------|---|
| 10.7                  | <a href="#"><u>Tax Receivable Agreement, dated as of July 8, 2016, between Array Tech, Inc. (f/k/a Array Technologies, Inc.) and Ron P. Corio (incorporated by reference to Exhibit 10.3 of the Company's Registration Statement on Form S-1 (333-248969) filed with the SEC on September 22, 2020).</u></a>  |
| 10.8                  | <a href="#"><u>Form of Array Technologies, Inc. 2020 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.4 of the Company's Registration Statement on Form S-1 (333-248969) filed with the SEC on October 7, 2020).</u></a>   |
| 10.9                  | <a href="#"><u>Earnout Agreement, dated June 23, 2016, by and among ATI Investment Parent, LLC, ATI Investment Sub, Inc., Array Tech, Inc. (f/k/a Array Technologies, Inc.), and the seller parties thereto (incorporated by reference to Exhibit 10.5 of the Company's Registration Statement on Form S-1 (333-248969) filed with the SEC on September 22, 2020).</u></a>  |
| 10.10                 | <a href="#"><u>Employment Offer Letter, dated August 7, 2018, between Array Tech, Inc. (f/k/a Array Technologies, Inc.) and Stuart Bolland (incorporated by reference to Exhibit 10.6 of the Company's Registration Statement on Form S-1 (333-248969) filed with the SEC on September 22, 2020).</u></a>   |
| 10.11                 | <a href="#"><u>Amendment to Employment Offer Letter, dated May 25, 2019, between Array Technologies, Inc. and Stuart Bolland (incorporated by reference to Exhibit 10.7 of the Company's Registration Statement on Form S-1 (333-248969) filed with the SEC on September 22, 2020).</u></a>   |
| 10.12                 | <a href="#"><u>Employment Offer Letter, dated April 25, 2018, between Array Tech, Inc. (f/k/a Array Technologies, Inc.) and Jim Fusaro (incorporated by reference to Exhibit 10.8 of the Company's Registration Statement on Form S-1 (333-248969) filed with the SEC on September 22, 2020).</u></a>   |
| 10.13                 | <a href="#"><u>Employment Offer Letter, dated December 19, 2016, between Array Tech, Inc. (f/k/a Array Technologies, Inc.) and Jeff Krantz (incorporated by reference to Exhibit 10.9 of the Company's Registration Statement on Form S-1 (333-248969) filed with the SEC on September 22, 2020).</u></a>   |
| 10.14                 | <a href="#"><u>Amendment to Employment Offer Letter, dated May 23, 2019, between Array Tech, Inc. (f/k/a Array Technologies, Inc.) and Jeff Krantz (incorporated by reference to Exhibit 10.10 of the Company's Registration Statement on Form S-1 (333-248969) filed with the SEC on September 22, 2020).</u></a>  |
| 10.15                 | <a href="#"><u>Employment Offer Letter, dated April 3, 2022, by and between Array Technologies, Inc. and Kevin Hostetler (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the SEC on April 5, 2022).</u></a>   |
| 10.16                 | <a href="#"><u>Array Technologies, Inc. Executive Severance and Change in Control Plan (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed with the SEC on April 5, 2022).</u></a>   |
| 10.17                 | <a href="#"><u>Separation Agreement, dated as of March 31, 2022, by and between Array Technologies, Inc. and Jim Fusaro (incorporated by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K filed with the SEC on April 5, 2022).</u></a>  |
| 10.18                 | <a href="#"><u>Form of Director and Officer Indemnification Agreement (incorporated by reference to Exhibit 10.11 of the Company's Registration Statement on Form S-1 (333-248969) filed with the SEC on October 8, 2020).</u></a>  |
| 10.19                 | <a href="#"><u>Employment Agreement Terms (incorporated by reference to Exhibit 10.13 of the Company's Annual Report on Form 10-K filed with the SEC on March 10, 2021).</u></a>  |
| 10.20                 | <a href="#"><u>Amendment No. 1, dated February 23, 2021, to the credit agreement by and among Array Tech, Inc., as borrower, ATI Investment Sub, Inc., as guarantor, Goldman Sachs Bank USA, as administrative agent and collateral agent, and the lenders from time to time party thereto (incorporated by reference to Exhibit 10.14 of the Company's Annual Report on Form 10-K filed with the SEC on March 10, 2021).</u></a> |



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| <u>Exhibit Number</u> | <u>Document</u>   |
|-----------------------|---|
| 10.21                 | <a href="#">Amendment No. 2, dated February 26, 2021, to the credit agreement by and among Array Tech, Inc., as borrower, ATI Investment Sub, Inc., as guarantor, Goldman Sachs Bank USA, as administrative agent and collateral agent, and the lenders from time to time party thereto (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the SEC on March 2, 2021)</a> |
| 10.22                 | <a href="#">Form of Capped Call Confirmation (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the SEC on December 7, 2021)</a>   |
| 21.1                  | <a href="#">List of Subsidiaries of the Registrant (incorporated by reference to Exhibit 21.1 of the Company's Annual Report on Form 10-K filed with the SEC on April 6, 2022)</a>  |
| 23.1*                 | <a href="#">Consent of BDO USA, LLP, independent registered public accounting firm</a>  |
| 23.2*                 | <a href="#">Consent of Kirkland &amp; Ellis LLP (included in Exhibit 5.1)</a>   |
| 24.1*                 | <a href="#">Power of Attorney (included in signature page)</a>  |
| 107*                  | <a href="#">Filing Fee Table</a>  |

\* Filed herewith.

+ Exhibits and schedules have been omitted pursuant to Regulation S-K Item 601(a)(5) and will be furnished on a supplemental basis to the Securities and Exchange Commission upon request.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Array Technologies, Inc. has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Phoenix, State of Arizona on May 10, 2022.

Array Technologies, Inc.

By: /s/ Kevin Hostetler

Name: Kevin Hostetler

Title: Chief Executive Officer

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Kevin Hostetler and Nipul Patel, and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and revocation, for him and in his name, place and stead, in any and all capacities, to execute any or all amendments including any post-effective amendments and supplements to this Registration Statement, and any additional Registration Statement filed pursuant to Rule 462, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

\* \* \*

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated below.

| <u>Signature</u>                                    | <u>Title</u>  | <u>Date</u>  |
|---|---|--------------|
| <u>/s/ Kevin Hostetler</u><br>Kevin Hostetler       | Chief Executive Officer<br>(Principal Executive Officer)                | May 10, 2022 |
| <u>/s/ Nipul Patel</u><br>Nipul Patel               | Chief Financial Officer<br>(Principal Financial and Accounting Officer) | May 10, 2022 |
| <u>/s/ Brad Forth</u><br>Brad Forth                 | Chairman of the Board of Directors                                      | May 10, 2022 |
| <u>/s/ Paulo Almirante</u><br>Paulo Almirante       | Member of the Board of Directors  | May 10, 2022 |
| <u>/s/ Troy Alstead</u><br>Troy Alstead             | Member of the Board of Directors  | May 10, 2022 |
| <u>/s/ Orlando D. Ashford</u><br>Orlando D. Ashford | Member of the Board of Directors  | May 10, 2022 |

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| <u>Signature</u>                                | <u>Title</u>                     | <u>Date</u>  |
|---|----------------------------------|--------------|
| <u>/s/ Ron P. Corio</u><br>Ron P. Corio         | Member of the Board of Directors | May 10, 2022 |
| <u>/s/ Jayanthi Iyengar</u><br>Jayanthi Iyengar | Member of the Board of Directors | May 10, 2022 |
| <u>/s/ Bilal Kahn</u><br>Bilal Kahn             | Member of the Board of Directors | May 10, 2022 |
| <u>/s/ Gerrard Schmid</u><br>Gerrard Schmid     | Member of the Board of Directors | May 10, 2022 |

## KIRKLAND &amp; ELLIS LLP

AND AFFILIATED PARTNERSHIPS

609 Main Street  
Houston, TX 77002  
United States  
+1 713 836 3600  
www.kirkland.com

Facsimile:  
+1 713 836 3601

May 10, 2022

Array Technologies, Inc.  
3901 Midway Place NE  
Albuquerque, New Mexico 87109

Ladies and Gentlemen:

We have acted as counsel to Array Technologies, Inc., a Delaware corporation (the “*Company*”), in connection with the Registration Statement on Form S-1 (the “*Registration Statement*”) filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended, relating to the offer and sale by the selling securityholders named in the prospectus contained in the Registration Statement of up to 1,125,000 shares of the Company’s Common Stock, par value \$0.001. The Company is registering these shares of its common stock for sale by the selling securityholders pursuant to a registration rights agreement, dated as of August 10, 2021 (together with any joinder thereto from time to time, the “*PIPE Registration Rights Agreement*”), by and between the Company and BCP Helios Aggregator L.P., a Delaware limited partnership. We previously opined to the issuance and registration of up to 7,875,000 additional shares of the Company’s Common Stock pursuant to the PIPE Registration Rights Agreement in connection with the Company’s filing of a Registration Statement on Form S-3, filed with the Securities and Exchange Commission on November 12, 2021.

For purposes of this opinion letter, the following terms have the meanings specified below unless otherwise defined herein:

“*Securities*” means the shares of Common Stock covered by the Registration Statement.

“*Registration Rights Agreement*” means the PIPE Registration Rights Agreement.

We have examined the Registration Statement, the Amended and Restated Certificate of Incorporation of the Company (the “*Charter*”), and the Registration Rights Agreement, each of which is an exhibit to the Registration Statement. In addition, we have examined, and have relied as to matters of fact upon, originals, or duplicates or certified or conformed copies, of such records, agreements, documents and other instruments and such certificates or comparable documents of public officials and of officers and representatives of the Company and have made such other investigations as we have deemed relevant and necessary in connection with the opinions hereinafter set forth.

In rendering the opinions set forth below, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as duplicates or certified or conformed copies, and the authenticity of the originals of such latter documents. We also have assumed that, at the time of execution, authentication, issuance and delivery of any of the Securities, the Registration Rights Agreement will be the valid and legally binding obligation of each party thereto other than the Company. We have also assumed that, with respect to the issuance of any Securities, the amount of valid consideration paid in respect of such Securities will equal or exceed the par value of such Securities.

Austin Bay Area Beijing Boston Brussels Chicago Dallas Hong Kong London Los Angeles Munich New York Paris Salt Lake City Shanghai Washington, D.C.

Array Technologies, Inc.  
May 10, 2022  
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In rendering the opinions set forth below, we have assumed further that, at the time of issuance and delivery of each of the Securities, (1) the Company will be validly existing and in good standing under the law of the jurisdiction in which it is organized, (2) the issuance and delivery by the Company of such Securities pursuant to the Registration Rights Agreement will not constitute a breach or violation of its organizational documents or violate the law of the jurisdiction in which it is organized or any other jurisdiction (except that no such assumption is made with respect to the law of the State of New York or the Delaware General Corporation Law, assuming there shall not have been any change in such laws affecting the validity or enforceability of the Registration Rights Agreement and such Securities) and (3) the issuance and delivery by the Company of such Securities (a) will not constitute a breach or default under any agreement or instrument which is binding upon the Company and (b) will comply with all applicable regulatory requirements.

Based upon the foregoing, and subject to the qualifications, assumptions and limitations stated herein, we are of the opinion that:

The Securities have been duly authorized and are validly issued, fully paid and nonassessable.

Our opinions expressed above are subject to the qualifications that we express no opinion as to the applicability of, compliance with, or effect of (i) any bankruptcy, insolvency, reorganization, fraudulent transfer, fraudulent conveyance, moratorium or other similar law or judicially developed doctrine in this area (such as substantive consolidation or equitable subordination) affecting the enforcement of creditors' rights generally, (ii) general principles of equity (regardless of whether enforcement is considered in a proceeding in equity or at law), (iii) an implied covenant of good faith and fair dealing, (iv) public policy considerations which may limit the rights of parties to obtain certain remedies, (v) any requirement that a claim with respect to any security denominated in other than U.S. dollars (or a judgment denominated in other than U.S. dollars in respect of such claim) be converted into U.S. dollars at a rate of exchange prevailing on a date determined in accordance with applicable law, (vi) governmental authority to limit, delay or prohibit the making of payments outside of the United States or in a foreign currency or currency unit and (vii) any laws except the laws of the State of New York and the General Corporation Law of the State of Delaware. We advise you that issues addressed by this letter may be governed in whole or in part by other laws, but we express no opinion as to whether any relevant difference exists between the laws upon which our opinions are based and any other laws which may actually govern. Our advice on every legal issue addressed in this letter is based exclusively on the internal laws of New York and the General Corporation Law of the State of Delaware (under which the Company is incorporated). We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement and to the use of our name under the caption "Legal Matters" in the prospectus included in the Registration Statement.

We do not find it necessary for the purposes of this opinion, and accordingly we do not purport to cover herein, the application of the securities or "Blue Sky" laws of the various states to the issuance and sale of the Shares.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. This opinion speaks only as of the date that the Registration Statement becomes effective under the Act and we assume no obligation to revise or supplement this opinion after the date of effectiveness should the present laws of the State of New York or the General Corporation Law of the State of Delaware be changed by legislative action, judicial decision or otherwise after the date hereof.

Very truly yours,

/s/ KIRKLAND & ELLIS LLP

Consent of Independent Registered Public Accounting Firm

Array Technologies, Inc.  
Albuquerque, New Mexico

We hereby consent to the incorporation by reference in the Prospectus constituting a part of this Registration Statement of our reports dated April 6, 2022, relating to the consolidated financial statements of Array Technologies, Inc., and the effectiveness of internal control over financial reporting of Array Technologies, Inc. appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2021. Our report on the effectiveness of internal control over financial reporting expresses an adverse opinion on the effectiveness of the Company's internal control over financial reporting as of December 31, 2021.

We also consent to the reference to us under the caption "Experts" in the Prospectus.

/s/ BDO USA, LLP

Austin, Texas

May 10, 2022

**Calculation of Filing Fee Tables  
Form S-1**

.....  
(Form Type)

**Array Technologies, Inc.**

.....  
(Exact Name of Registrant as Specified in its Charter)

**Table 1: Newly Registered and Carry Forward Securities**

|                                    | Security Type | Security Class Title                      | Fee Calculation or Carry Forward Rule | Amount to be Registered  | Proposed Maximum Offering Price Per Unit | Maximum Aggregate Offering Price | Fee Rate    | Amount of Registration Fee | Carry Forward Form Type | Carry Forward File Number | Carry Forward Initial effective date | Filing Fee Previously Paid In Connection with Unsold Securities to be Carried Forward |
|------------------------------------|---------------|---|---------------------------------------|--------------------------|--|----------------------------------|-------------|----------------------------|-------------------------|---------------------------|--------------------------------------|---|
| <b>Newly Registered Securities</b> |               |   |                                       |                          |  |                                  |             |                            |                         |                           |                                      |   |
| Fees to Be Paid                    | Equity        | Common Stock, par value \$0.001 per share | 457(c)                                | 1,125,000 <sup>(1)</sup> |  | \$9,877,500 <sup>(2)</sup>       | \$0.0000927 | \$915.64                   |                         |                           |                                      |   |
| Fees Previously Paid               | Equity        | Common Stock, par value \$0.001 per share | 457(c)                                | 7,875,000                |  | \$172,777,500                    | \$0.0000927 | \$16,016.47 <sup>(3)</sup> |                         |                           |                                      |   |
| <b>Carry Forward Securities</b>    |               |   |                                       |                          |  |                                  |             |                            |                         |                           |                                      |   |
| Carry Forward Securities           | Equity        | Common Stock, par value \$0.001 per share | 457(c)                                | 7,875,000                |  | \$172,777,500                    | \$0.0000927 | \$16,016.47                | S-3ASR                  | 333-261045                | November 12, 2021                    | 16,016.47   |
| <b>Total Offering Amounts</b>      |               |   |                                       |                          |  | \$182,655,000                    |             | \$16,932.11                |                         |                           |                                      |   |
| <b>Total Fees Previously Paid</b>  |               |   |                                       |                          |  |                                  |             | \$16,016.47                |                         |                           |                                      |   |
| <b>Total Fee Offsets</b>           |               |   |                                       |                          |  |                                  |             | \$16,016.47                |                         |                           |                                      |   |
| <b>Net Fee Due</b>                 |               |   |                                       |                          |  |                                  |             | \$915.64                   |                         |                           |                                      |   |

- (1) Comprised of 1,125,000 shares of common stock, par value \$0.001 per share (“common stock”), of the registrant issued to the selling stockholders. Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), the common stock being registered for resale by the selling stockholders includes such indeterminate number of shares of common stock as may be issuable as a result of stock splits, dividends or similar transactions. The common stock is being registered pursuant to a registration rights agreement, dated as of August 10, 2021 (together with any joinder thereto from time to time, the “*PIPE Registration Rights Agreement*”), by and between the Company and the holders party thereto.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) under the Securities Act. The price is based on the average of the high and low sale prices for our common stock on May 6, 2022, as reported on the NASDAQ Global Market.
- (3) Previously paid on November 11, 2021.