

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM 6-K REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934 For the month of February 2025 Commission File Number: 001-40842 VALENS SEMICONDUCTOR LTD. (Exact name of registrant as specified in its charter) 8 Hanagar St. POB 7152 Hod Hasharon 4501309 Israel (Address of principal executive office) Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F: Form 20-F Form 40-F EXPLANATORY NOTE This Form 6-K is incorporated by reference into the Company's Registration Statements on Form F-3 (File No. 333-260390) and Form S-8 (File No. 333-259849, No. 333-269250, and No. 333-276520). 1 TABLE OF CONTENTS ITEM 99.1 Press Release dated February 11, 2025 2 A 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, thereunto duly authorized. VALENS SEMICONDUCTOR LTD. By: /s/ Gideon Ben-Zvi Name: Gideon Ben-Zvi Title: Chief Executive Officer Date: February 11, 2025 3 A Exhibit 99.1 Valens Adopts a Share Repurchase Program of up to \$15 Million HOD HASHARON, Israel, February 11, 2025 -- Valens Semiconductor (NYSE: VLN), a leader in high-performance connectivity, announced today that its Board of Directors (the "Board") has approved a "distribution", as defined in the Israeli Companies Law, 1999 (the "Companies Law"), by way of a share repurchase program, pursuant to which the Company may repurchase (buyback) an aggregate amount of up to \$15 million of the Company's ordinary shares (the "Distribution"), subject to the completion of required Israeli regulatory procedures. According to Section 7C.(C) of the Companies Regulations (Relief for Companies Whose Securities Are Listed for Trading on Foreign Stock Exchanges) 2000, the Company's creditors may apply to the Company and object to the Distribution, within 30 days following its publication. Following, and subject to, completion of the required Israeli regulatory procedures, share repurchases under the program will be made from time to time in open market purchases, private transactions and/or block trades, or other transactions as permitted by securities laws and other legal requirements, including Rule 10b5-1 and Rule 10b-18, under the Securities Exchange Act of 1934, as amended. The timing and amounts of any purchases will be based on market conditions and other factors including but not limited to price and capital availability. The program does not require the purchase of any minimum dollar amount or number of shares, and the program may be modified, suspended or discontinued at any time. This press release is neither an offer to purchase nor a solicitation of an offer to buy any securities. About Valens Semiconductor Valens Semiconductor (NYSE: VLN) is a leader in high-performance connectivity, enabling customers to transform the digital experiences of people worldwide. Valens' chipsets are integrated into countless devices from leading customers, powering state-of-the-art audio-video installations, next-generation videoconferencing, and enabling the evolution of ADAS and autonomous driving. Pushing the boundaries of connectivity, Valens sets the standard everywhere it operates, and its technology forms the basis for the leading industry standards such as HDBaseT and MIPI A-PHY. For more information, visit <https://www.valens.com/>. Forward-Looking Statements This press release includes "forward-looking statements" within the meaning of the "safe harbor" provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as "estimate," "plan," "project," "forecast," "intend," "will," "expect," "anticipate," "believe," "seek," "target" or other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements include, but are not limited to, statements regarding our share repurchase program. These statements are based on various assumptions, whether or not identified in this press release, and on the current expectations of Valens Semiconductor's ("Valens") management and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as and must not be relied on by any investor as a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond the control of Valens Semiconductor. These forward-looking statements are subject to a number of risks and uncertainties, including the cyclical nature of the semiconductor industry; the effect of inflation and a rising interest rate environment on our customers and industry; the ability of our customers to absorb inventory; competition in the semiconductor industry, and the failure to introduce new technologies and products in a timely manner to compete successfully against competitors; if Valens fails to adjust its supply chain volume due to changing market conditions or fails to estimate its customers' demand; disruptions in relationships with any one of Valens' key customers; any difficulty selling Valens' products if customers do not design its products into their product offerings; Valens' dependence on winning selection processes; even if Valens succeeds in winning selection processes for its products, Valens may not generate timely or sufficient net sales or margins from those wins; sustained yield problems or other delays or quality events in the manufacturing process of products; our ability to effectively manage, invest in, grow, and retain our sales force, research and development capabilities, marketing team and other key personnel; our ability to timely adjust product prices to customers following price increase by the supply chain; our ability to adjust our inventory level due to reduction in demand due to inventory buffers accrued by customers; our expectations regarding the outcome of any future litigation in which we are named as a party; our ability to adequately protect and defend our intellectual property and other proprietary rights; our ability to successfully integrate or otherwise achieve anticipated benefits from acquired businesses; the market price and trading volume of the Valens ordinary shares may be volatile and could decline significantly; political, economic, governmental and tax consequences associated with our incorporation and location in Israel; and those factors discussed in Valens' Form 20-F filed with the SEC on February 28, 2024 under the heading "Risk Factors," and other documents of Valens filed, or to be filed, with the SEC. If any of these risks materialize or our assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks that Valens does not presently know or that Valens currently believes are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements reflect Valens' expectations, plans or forecasts of future events and views as of the date of this press release. Valens anticipates that subsequent events and developments may cause Valens' assessments to change. However, while Valens may elect to update these forward-looking statements at some point in the future, Valens specifically disclaims any obligation to do so. These forward-looking statements should not be relied upon as representing Valens' assessment as of any date subsequent to the date of this press release. Accordingly, undue reliance should not be placed upon the forward-looking statements. Investor Contacts: Michal Ben Ari Investor Relations Manager Valens Semiconductor Ltd. Michal.Benari@valens.com