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Empresa Brasileira de Aeronautica S.A. 20070329 EMPRESA BRASILEIRA DE AERONAUTICA S.A. 20060403 6-K 1
d843611d6k.htm 6-K 6-K Â UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549
Â FORM 6-K Â 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: 001-15102 Â Embraer S.A. Â
Avenida Dra. Ruth Cardoso, 8501, 30th floor (part), Pinheiros, SÃ£o Paulo, SP, 05425-070, Brazil (Address of principal
executive offices) Â 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-Fâ€,â˜â€faâ€fâ€fForm 40-Fâ€,â˜â€ Indicate by check mark if the registrant is
submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):â€,â˜â€ Indicate by check mark if the
registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):â€,â˜â€ Â
Announcement by Embraer S.A. of Results of Cash Tender Offer for Any and All Outstanding 5.400% Senior Unsecured
Guaranteed Notes due 2027 SÃ£o Paulo, FebruaryÂ 12, 2025 â€ Embraer S.A. (â€œEmbraerâ€) (NYSE: ERJ)
announces the expiration of its previously announced offer to purchase for cash any and all outstanding 5.400% senior
unsecured guaranteed notes due 2027 (the â€œ2027 Notesâ€) issued by Embraer Netherlands Finance B.V.
(â€œEmbraer Financeâ€), fully, unconditionally and irrevocably guaranteed by Embraer (the â€œTender Offerâ€). The
Tender Offer was made upon the terms and subject to the conditions set forth in the offer to purchase dated
FebruaryÂ 5, 2025 (the â€œOffer to Purchaseâ€) relating to the 2027 Notes and the accompanying notice of
guaranteed delivery. Information regarding the 2027 Notes and the results of the Tender Offer is summarized in the
following table: Â Title of Security Â CUSIPÂ /â€‰ISIN Â PrincipalÂ AmountOutstanding Â Â
PrincipalÂ AmountTendered(1) Â Principal AmountOutstandingFollowingÂ the Anyand AllSettlementÂ Date Â Â
Any and AllTotalConsideration(1) Â 5.400% Senior Unsecured Guaranteed Notes due 2027 Â
29082HÂ AB8Â /US29082HAÂ B87 Â US\$ 522,035,000 Â US\$ 249,651,000 Â US\$ 272,384,000 Â US\$ 1,012.18 Â
(1) Per US\$1,000 principal amount of 2027 Notes validly tendered and accepted for purchase.
Holders will also be paid accrued and unpaid interest from the applicable last interest payment date up to, but not
including, the Any and All Settlement Date (as defined in the Offer to Purchase) (â€œAccrued Interestâ€). Information
on the Tender Offer The Tender Offer expired at 5:00 p.m., New York City time, on FebruaryÂ 11, 2025 (the â€œAny
and All Expiration Dateâ€). All conditions described in the Offer to Purchase, including the Financing Condition, have
been satisfied, and Embraer has accepted for purchase all of the 2027 Notes validly tendered. For More Information
The terms and conditions of the Tender Offer are described in the Offer to Purchase. Copies of the Offer to Purchase
are available at www.dking.com/embraer and by request to D.F. KingÂ & Co., Inc., the tender agent and information
agent for the Tender Offer (the â€œTender and Information Agentâ€). Requests for copies of the Offer to Purchase
should be directed to the Tender and Information Agent at +1 (800) 829-6554 (toll free) and +1 (212) 269-5550
(collect) or by e-mail to embraer@dking.com. Embraer has engaged Citigroup Global Markets Inc., Goldman SachsÂ &
Co. LLC, J.P. Morgan Securities LLC, Morgan StanleyÂ & Co. LLC and PNC Capital Markets LLC to act as the dealer
managers (the â€œDealer Managersâ€) in connection with the Tender Offer. The Dealer Managers can be contacted at
their telephone numbers set forth on the back cover page of the Offer to Purchase with questions regarding the Tender
Offer. Disclaimer This press release is for informational purposes only and does not constitute an offer to purchase or
the solicitation of an offer to sell any securities. This press release may contain forward-looking statements within the
meaning of SectionÂ 27A of the U.S. Securities Act of 1933, as amended, and SectionÂ 21E of the U.S. Securities
Exchange Act of 1934, as amended, including those related to the Tender Offer. Forward-looking information involves
important risks and uncertainties that could significantly affect anticipated results in the future, and, accordingly, such
results may differ from those expressed in any forward-looking statements. Embraer S.A. Antonio Carlos Garcia Head of
Investor Relations +55 (11) 3040-6874 SIGNATURES 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. Date: FebruaryÂ 12, 2025 Â Embraer S.A. By: Â /s/ Antonio Carlos Garcia Â Name: Â Antonio Carlos
Garcia Â Title: Â Executive Vice President of Finance and Investor Relations