

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Redwire Corporation

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

75776W103

(CUSIP Number)

Bain Capital Credit Member LLC
200 Clarendon Street,
Boston, MA, 02116
617-516-2000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

01/20/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 75776W103

1	Name of reporting person Bain Capital Credit Member, LLC
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☒ (b)
3	SEC use only
4	Source of funds (See Instructions) OO

5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 17,049,180.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 17,049,180.00
11	Aggregate amount beneficially owned by each reporting person 17,049,180.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐	
13	Percent of class represented by amount in Row (11) 20.4 %	
14	Type of Reporting Person (See Instructions) OO	

SCHEDULE 13D

CUSIP No.	75776W103
-----------	-----------

1	Name of reporting person BCC Redwire Aggregator, L.P.
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☒ (b)
3	SEC use only
4	Source of funds (See Instructions) OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐
6	Citizenship or place of organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 17,049,180.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 17,049,180.00
11	Aggregate amount beneficially owned by each reporting person 17,049,180.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐	
13	Percent of class represented by amount in Row (11) 20.4 %	
14	Type of Reporting Person (See Instructions) PN	

Comment for Type of Reporting Person:

*The shares of common stock of Redwire Corporation, par value \$0.0001 per share ("Common Stock") shown in Item 11 of each cover page above are initially issuable upon conversion of 52,000 shares of Series A Convertible Preferred Stock of Redwire Corporation, a Delaware corporation ("Issuer"), par value \$0.0001 per share ("Convertible Preferred Stock"). BCC Redwire Aggregator, L.P. ("BCCR") is the record owner of these shares of Convertible Preferred Stock.

** For purposes of calculating beneficial ownership, the total number of shares of outstanding Common Stock is 66,540,871 as of October 31, 2024, as set forth in Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2024, filed on November 7, 2024.

SCHEDULE 13D

Item 1. Security and Issuer

(a) Title of Class of Securities:

Common Stock, par value \$0.0001 per share

(b) Name of Issuer:

Redwire Corporation

(c) Address of Issuer's Principal Executive Offices:

8226 PHILIPS HIGHWAY, SUITE 101, JACKSONVILLE, FLORIDA , 32256.

Item 1 Comment:

This Amendment No. 2 (this "Second Amendment") amends the Schedule 13D filed with the U.S. Securities and Exchange Commission on November 10, 2022, as amended by Amendment No. 1 filed on December 5, 2022 (as amended by this Second Amendment, this "Schedule 13D") on behalf of Bain Capital Credit Member, LLC ("BCCM") and BCCR (collectively, the "Reporting Persons").

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended and supplemented as follows:

Merger Agreement

On January 20, 2025, Issuer entered into an Agreement and Plan of Merger (the "Merger Agreement") with Edge Autonomy Ultimate Holdings, LP, a Delaware limited partnership, Edge Autonomy Intermediate Holdings, LLC, a Delaware limited liability company (together with its subsidiaries, "Edge Autonomy"), Echelon Merger Sub, Inc., a Delaware corporation and a direct wholly-owned subsidiary of Issuer and Echelon Purchaser, LLC, a Delaware limited liability company and a direct wholly-owned subsidiary of Issuer, pursuant to which Issuer will, via the mergers set forth in the Merger Agreement, acquire Edge Autonomy, a leading provider of field-proven uncrewed airborne system technology.

The foregoing description of the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Merger Agreement, a copy of which is filed as Exhibit A and is incorporated by reference herein.

Voting Agreement

On January 20, 2025, entities affiliated with AEI, Genesis Park Holdings (through its affiliate Genesis Park II LP) and BCCM (through its affiliate BCCR) have each entered into a voting and support agreement (collectively, the "Voting Agreements") with the Issuer in which each have agreed, among other things, to, subject to the terms and conditions thereof, vote in favor of the transactions contemplated by the Merger Agreement at the stockholders meeting to be called for such purpose.

Pursuant to BCCR's Voting Agreement, from and after the date of such Voting Agreement and until the earliest to occur of (i) 180 days following the date of execution of the Merger Agreement, (ii) the day following the record date for such stockholders meeting and (iii) the termination of such Voting Agreement, BCCR may not, among other things, directly or indirectly, voluntarily transfer, sell (including short sell), assign, gift, hedge, pledge, grant a participation interest in, hypothecate or otherwise dispose of, or enter into any derivative arrangement with respect to, any of the shares of the Issuer subject to such Voting Agreement.

The foregoing description of the BCCR's Voting Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of such Voting Agreement, which is filed as Exhibit B and is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer

- (a) Item 5(a) of the Schedule 13D is hereby amended and restated in its entirety:

The information set forth in Items 2, 3 and 4 are hereby incorporated by reference into this Item 5(a).

The percentage of the Issuer's outstanding shares of Common Stock held by the Reporting Persons is based on 66,540,871 shares of Common Stock outstanding as of October 31, 2024, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2024, filed on November 7, 2024.

As of the date hereof, BCCR held 50,000 shares of Convertible Preferred Stock. Pursuant to the terms of the Certificate of Designation filed with the Delaware Secretary of State and effective October 28, 2022, as of the date hereof, such shares were convertible into 16,393,442 shares of Common Stock, at the sole discretion of BCCR.

In addition, BCCR also holds 16,818.14 shares of Convertible Preferred Stock received as paid-in-kind dividends, which are subject to a conversion blocker that limits conversion if and to the extent the Reporting Persons would beneficially own in excess of 20.4% after giving effect to such conversion. In this regard 2,000 of such additional shares of Convertible Preferred Stock are convertible into 655,737 shares of Common Stock.

Accordingly, pursuant to Rule 13d-3 of the Act, BCCR may be deemed to beneficially own 17,049,180 shares of Common Stock, which constitutes approximately 20.4% of the outstanding Common Stock of the Issuer.

As a result of the foregoing and the relationships described in Item 2(a) of this Schedule 13D, the Reporting Persons may be deemed to beneficially own in the aggregate 17,049,180 shares of Common Stock, which constitutes approximately 20.4% of the outstanding Common Stock of the Issuer.

- (b) Item 5(b) of the Schedule 13D is hereby amended and restated in its entirety:

The information set forth in Item 5(a) is hereby incorporated by reference into this Item 5(b).

- (c) Item 5(c) of the Schedule 13D is hereby amended and supplemented by adding the following information.

Other than as disclosed in Item 4 of this Second Amendment, none of the Reporting Persons has effected any transactions in the Common Stock during the past 60 days of this Second Amendment.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

The information set forth in Item 4 is hereby incorporated by reference into this Item 6.

Item 7. Material to be Filed as Exhibits.

Exhibit A Agreement and Plan of Merger, dated as of January 20, 2025, by and among Redwire Corporation, Edge Autonomy Ultimate Holdings, LP, Edge Autonomy Intermediate Holdings, LLC, Echelon Merger Sub, Inc., and Echelon Purchaser, LLC (incorporated by reference to Exhibit 2.1 to the current report on Form 8-K filed with the SEC by the Issuer on January 21, 2025).

Exhibit B Voting Agreement, dated January 20, 2025, by and among Redwire Corporation and BCC Redwire Aggregator, L.P. (incorporated by reference to Exhibit 99.3 to the current report on Form 8-K filed with the SEC by the Issuer on January 21, 2025).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Bain Capital Credit Member, LLC

Signature: /s/ Michael Treisman

Name/Title: Michael Treisman/Managing Director and General Counsel

Date: 01/22/2025

BCC Redwire Aggregator, L.P.

Signature: /s/ Michael Treisman

Name/Title: Michael Treisman/Managing Director and General Counsel

Date: 01/22/2025