

**AMENDMENT NO. 2**

(To prospectus supplement dated February 14, 2025, as amended by Amendment No. 1 dated July 30, 2025, and accompanying prospectus dated January 3, 2025)

Filed Pursuant to Rule 424(b)(5)  
Registration No. 333-284133



**\$1,000,000,000**

**Class A Common Stock**

This prospectus supplement amendment no. 2 (this “second amendment”) amends the prospectus supplement dated February 14, 2025, as previously amended by prospectus supplement amendment no. 1 dated July 30, 2025 (as amended, the “previous prospectus supplement”). This second amendment should be read in conjunction with the previous prospectus supplement (the previous prospectus supplement, as amended by this second amendment, the “prospectus supplement”) and the accompanying prospectus, dated January 3, 2025 (the “prospectus”), each of which are to be delivered with this second amendment, and is qualified by reference thereto, except to the extent that this second amendment contains information that is different from or in addition to the information in the previous prospectus supplement. Unless otherwise indicated, all other information included in the previous prospectus supplement that is not inconsistent with the information set forth in this second amendment remains unchanged. The information under “Plan of Distribution” and “Legal Matters” in this second amendment supersedes the corresponding sections of the previous prospectus supplement in their entirety.

We are party to a Controlled Equity Offering<sup>SM</sup> Amended and Restated Sales Agreement, dated October 28, 2026 (the “sales agreement”), among us, Cantor Fitzgerald & Co. (“Cantor”), Allen & Company LLC (“Allen & Co.”), TD Securities (USA) LLC (“TD Securities”), Canaccord Genuity LLC (“Canaccord Genuity”), Oppenheimer & Co. Inc. (“Oppenheimer & Co.”) and Craig-Hallum Capital Group LLC (“Craig-Hallum”), relating to the sale of shares of our Class A common stock, \$0.00001 par value per share (“Class A common stock”), offered by the prospectus supplement and accompanying prospectus. Cantor, Allen & Co., TD Securities, Canaccord Genuity, Oppenheimer & Co. and Craig-Hallum are each referred to as a “sales agent” and together as the “sales agents.” The sales agreement amends and restates our sales agreement dated February 14, 2025 (the “original sales agreement”). We are filing this second amendment to reflect the addition of Canaccord Genuity, Oppenheimer & Co. and Craig-Hallum as sales agents and to increase the aggregate dollar amount of shares of Class A common stock that we may sell in accordance with the sales agreement. As of the date of this second amendment, we have offered and sold 189,522,984 shares of our Class A common stock pursuant to the original sales agreement for aggregate gross proceeds of \$1,174,785,034. This second amendment is increasing the dollar amount of shares of Class A common stock available to be sold from time to time hereunder to \$1,000,000,000, which consists of \$245,835,654 remaining as previously authorized under the previous prospectus supplement and an additional \$754,164,346, from and including the date hereof.

Our Class A common stock is listed on the Nasdaq Global Select Market under the symbol “AUR.” On October 27, 2026, the last reported sale price of our Class A common stock on the Nasdaq Global Select Market was \$5.12 per share.

Sales of our Class A common stock, if any, under the prospectus supplement will be made by any method permitted that is deemed an “at the market offering” as defined in Rule 415(a)(4) promulgated under the Securities Act of 1933, as amended, (the “Securities Act”). The sales agents are not required to sell any specific amount of securities, but will act as our sales agents using commercially reasonable efforts consistent with their respective normal trading and sales practices, on mutually agreed terms between the sales agents and us. There is no arrangement for funds to be received in any escrow, trust or similar arrangement.

The sales agents will be entitled to compensation at a commission rate of up to 3.0% of the gross proceeds of any shares of our Class A common stock sold under the sales agreement. In connection with the sale of our Class A common stock on our behalf, each sales agent will be deemed to be an “underwriter” within the meaning of the Securities Act and the compensation of the sales agents will be deemed to be underwriting commissions or discounts. We have also agreed to provide indemnification and contribution to each sales agent with respect to certain liabilities, including liabilities under the Securities Act or the Securities Exchange Act of 1934, as amended (the “Exchange Act”). See “Plan of Distribution” beginning on page S-1 of this second amendment for additional information regarding the compensation to be paid to the sales agents.

Investing in our Class A common stock involves risks. See “[Risk Factors](#)” beginning on page [S-4](#) of the prospectus supplement dated February 14, 2025, and in the other documents that are incorporated by reference herein and therein.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this second amendment, the previous prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

**Cantor**

**Allen & Company LLC  
Oppenheimer & Co.**

**TD Securities  
Craig-Hallum**

**Canaccord Genuity**

**The date of this second amendment is October 28, 2026.**

## PLAN OF DISTRIBUTION

We are party to a Controlled Equity Offering<sup>SM</sup> Amended and Restated Sales Agreement, dated October 28, 2026, or the sales agreement, with Cantor, Allen & Co., TD Securities, Canaccord Genuity, Oppenheimer & Co. and Craig-Hallum, which amends and restates in its entirety the original sales agreement.

Pursuant to the prospectus supplement, we may offer and sell from and including the date hereof, shares of our Class A common stock having an aggregate gross sales price of up to \$1,000,000,000 from time to time through Cantor, Allen & Co., TD Securities, Canaccord Genuity, Oppenheimer & Co. and Craig-Hallum acting as sales agents. Sales pursuant to the sales agreement may be made through affiliates of the sales agents. A copy of the sales agreement is filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2026, which is incorporated by reference into the prospectus supplement.

Upon delivery of a placement notice and subject to the terms and conditions of the sales agreement, the sales agents may sell shares of our Class A common stock by any method permitted by law deemed to be an "at the market offering" as defined in Rule 415(a)(4) promulgated under the Securities Act. We may instruct the sales agents to sell shares under the sales agreement in a "block" within the meaning of Rule 10b-18(a)(5) under the Exchange Act. We may instruct the sales agents not to sell Class A common stock if the sales cannot be effected at or above the price designated by us from time to time. We or the sales agents may suspend the offering of Class A common stock upon notice and subject to other conditions.

We will pay each sales agent commissions, in cash, for its services in acting as agent in the sale of our Class A common stock. The sales agents will be entitled to compensation at a commission rate of up to 3.0% of the sales price per share sold under the sales agreement. Because there is no minimum offering amount required as a condition to close this offering, the actual total public offering amount, commissions and proceeds to us, if any, are not determinable at this time. We have also agreed to reimburse the sales agents for certain specified expenses, including the fees and disbursements of their legal counsel in an amount not to exceed \$100,000 in connection with the execution of the original sales agreement, in addition to an amount not to exceed \$25,000 per calendar quarter thereafter, as applicable, and an amount not to exceed \$40,000 for each program "refresh" (filing of a new registration statement, prospectus or prospectus supplement relating to the shares and/or an amendment to the sales agreement). We estimate that the total expenses for the offering, excluding compensation and reimbursements payable to the sales agents under the terms of the sales agreement, will be approximately \$3 million.

Settlement for sales of shares of our Class A common stock will occur on the first business day following the date on which any sales are made, or on some other date that is agreed upon by us and the sales agents in connection with a particular transaction, in return for payment of the net proceeds to us. Sales of our Class A common stock as contemplated in the prospectus supplement will be settled through the facilities of The Depository Trust Company or by such other means as we and the sales agents may agree upon. There is no arrangement for funds to be received in an escrow, trust or similar arrangement.

The sales agents will use their commercially reasonable efforts, consistent with their respective sales and trading practices, to solicit offers to purchase the Class A common stock under the terms and subject to the conditions set forth in the sales agreement. In connection with the sale of the Class A common stock on our behalf, each sales agent will be deemed to be an "underwriter" within the meaning of the Securities Act and the compensation of such sales agent will be deemed to be underwriting commissions or discounts. We have agreed to provide indemnification and contribution to the sales agents against certain civil liabilities, including liabilities under the Securities Act.

The offering of shares of our Class A common stock pursuant to the sales agreement will terminate upon the termination of the sales agreement as permitted therein. We and the sales agents may each terminate the sales agreement at any time upon ten days' prior notice.

Each of Cantor, Allen & Co., TD Securities, Canaccord Genuity, Oppenheimer & Co. and Craig-Hallum and their respective affiliates have provided, and may in the future provide various investment banking, commercial banking and other financial services for us and our affiliates, for which services they may in the future receive customary fees. To the extent required by Regulation M, the sales agents will not engage in any market making activities involving our Class A common stock while the offering is ongoing under the prospectus supplement.

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The prospectus supplement and the accompanying prospectus may be made available in electronic format on a website maintained by the sales agents, and the sales agents may distribute the prospectus supplement and the accompanying prospectus electronically.

#### **LEGAL MATTERS**

The validity of the shares of Class A common stock offered by this second amendment will be passed upon for us by Sullivan & Cromwell LLP, New York, New York. Latham & Watkins LLP is counsel to the sales agents in connection with this offering.

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**\$1,000,000,000**



**Class A Common Stock  
AMENDMENT NO. 2**

**Cantor**

**Allen & Company LLC**

**TD Securities**

**Canaccord Genuity**

**Oppenheimer & Co.**

**Craig-Hallum**

**October 28, 2026**

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# Calculation of Filing Fee Tables

## S-3

### Aurora Innovation, Inc.

Table 1: Newly Registered and Carry Forward Securities

☐ Not Applicable

|                             | Security Type | Security Class Title                                | Fee Calculation or Carry Forward Rule | Amount 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 |
|-----------------------------|---------------|-----------------------------------------------------|---------------------------------------|-------------------|------------------------------------------|----------------------------------|-------------|----------------------------|-------------------------|---------------------------|--------------------------------------|---------------------------------------------------------------------------------------|
| Newly Registered Securities |               |                                                     |                                       |                   |                                          |                                  |             |                            |                         |                           |                                      |                                                                                       |
| Fees to be Paid             | 1 Equity      | Class A Common Stock, par value \$0.00001 per share | 457(o)                                |                   |                                          | 754,164,346.00                   | \$ 0.000087 | \$ 65,612.30               |                         |                           |                                      |                                                                                       |
| Fees Previously Paid        |               |                                                     |                                       |                   |                                          |                                  |             |                            |                         |                           |                                      |                                                                                       |
| Carry Forward Securities    |               |                                                     |                                       |                   |                                          |                                  |             |                            |                         |                           |                                      |                                                                                       |
| Carry Forward Securities    |               |                                                     |                                       |                   |                                          |                                  |             |                            |                         |                           |                                      |                                                                                       |
| Total Offering Amounts:     |               |                                                     |                                       |                   |                                          | \$ 754,164,346.00                |             | \$ 65,612.30               |                         |                           |                                      |                                                                                       |
| Total Fees Previously Paid: |               |                                                     |                                       |                   |                                          |                                  |             | \$ 0.00                    |                         |                           |                                      |                                                                                       |
| Total Fee Offsets:          |               |                                                     |                                       |                   |                                          |                                  |             | \$ 0.00                    |                         |                           |                                      |                                                                                       |
| Net Fee Due:                |               |                                                     |                                       |                   |                                          |                                  |             | \$ 65,612.30               |                         |                           |                                      |                                                                                       |

#### Offering Note

1

In accordance with Rules 456(b) and 457(r) under the Securities Act of 1933, as amended, Aurora Innovation, Inc. (the "Registrant") initially deferred payment of all of the registration fees for the Registrant's Registration Statement on Form S-3ASR (File No. 333-284133) filed with the Securities and Exchange Commission on January 3, 2025 (the "Registration Statement"). This "Calculation of Filing Fee Table" shall be deemed to update the "Calculation of Registration Fee" table in the Registration Statement.

Table 2: Fee Offset Claims and Sources

☒ Not Applicable

|                             | Registrant or Filer Name | Form or Filing Type | File Number | Initial Filing Date | Filing Date | Fee Offset Claimed | Security Type Associated with Fee Offset Claimed | Security Title Associated with Fee Offset Claimed | Unsold Securities Associated with Fee Offset Claimed | Unsold Aggregate Offering Amount Associated with Fee Offset Claimed | Fee Paid with Fee Offset Source |
|-----------------------------|--------------------------|---------------------|-------------|---------------------|-------------|--------------------|--------------------------------------------------|---------------------------------------------------|------------------------------------------------------|---------------------------------------------------------------------|---------------------------------|
| Rules 457(b) and 0-11(a)(2) |                          |                     |             |                     |             |                    |                                                  |                                                   |                                                      |                                                                     |                                 |
| Fee Offset Claims           |                          |                     |             |                     |             |                    |                                                  |                                                   |                                                      |                                                                     |                                 |
| Fee Offset Sources          |                          |                     |             |                     |             |                    |                                                  |                                                   |                                                      |                                                                     |                                 |
| Rule 457(p)                 |                          |                     |             |                     |             |                    |                                                  |                                                   |                                                      |                                                                     |                                 |
| Fee Offset Claims           |                          |                     |             |                     |             |                    |                                                  |                                                   |                                                      |                                                                     |                                 |
| Fee Offset Sources          |                          |                     |             |                     |             |                    |                                                  |                                                   |                                                      |                                                                     |                                 |

Table 3: Combined Prospectuses

☒ Not Applicable

| Security Type | Security Class Title | Amount of Securities Previously Registered | Maximum Aggregate Offering Price of Securities Previously Registered | Form Type | File Number | Initial Effective Date |
|---------------|----------------------|--------------------------------------------|----------------------------------------------------------------------|-----------|-------------|------------------------|
|---------------|----------------------|--------------------------------------------|----------------------------------------------------------------------|-----------|-------------|------------------------|

