

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of The Securities Exchange Act of 1934**

**May 17, 2022**

Date of Report (Date of earliest event reported)

**Upstart Holdings, Inc.**

(Exact name of registrant as specified in its charter)

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

**001-39797**  
(Commission File Number)

**46-4332431**  
(I.R.S. Employer Identification No.)

**2950 S. Delaware Street, Suite 300  
San Mateo, CA 94403**  
(Address of principal executive offices) (Zip Code)

**(650) 204-1000**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
<b>Common Stock, par value \$0.0001 per share</b>	<b>UPST</b>	<b>Nasdaq Global Select Market</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

#### Item 5.07 Submission of Matters to a Vote of Security Holders

Upstart Holdings, Inc. (the “Company”) held its annual meeting of stockholders (the “Annual Meeting”) on May 17, 2022. The Company’s stockholders voted on the following proposals, which are described in more detail in the Company’s definitive proxy statement filed with the United States Securities and Exchange Commission on April 5, 2022 (the “Proxy Statement”):

*Proposal One - Election of Class II Directors.* The following nominees were each elected to serve as Class II directors on the Company’s board of directors (the “Board”), each to serve until the Company’s 2025 annual meeting of stockholders or until their successors are duly elected and qualified, by the following vote:

Name of Nominee	Votes For	Votes Withheld	Broker Non-Votes
Sukhinder Singh Cassidy	30,226,758	7,355,245	18,773,510
Paul Gu	30,792,209	6,789,794	18,773,510

*Proposal Two - Ratification of the Appointment of Independent Registered Public Accounting Firm.* A proposal to ratify the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the current fiscal year ending December 31, 2022, was approved by the following vote:

Votes For	Votes Against	Abstentions
55,899,475	260,009	196,029

*Proposal Three - Advisory Vote on the Frequency of Future Stockholder Advisory Votes on the Compensation of Named Executive Officers.* The stockholders indicated, on an advisory basis, their preference for one year as the frequency of holding future stockholder advisory votes on the compensation of the Company’s named executive officers. The results of such vote were:

One Year	Two Years	Three Years	Abstentions	Broker Non-Votes
37,299,633	93,582	113,327	75,461	18,773,510

Based on the results of the vote, and consistent with the Board’s recommendation, the Company has determined to hold a non-binding, advisory vote regarding the compensation of its named executive officers every year until the next required non-binding, advisory vote on the frequency of holding future votes regarding the compensation of the Company’s named executive officers.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 20, 2022

**Upstart Holdings, Inc.**  
By: /s/ Alison Nicoll  
Alison Nicoll  
General Counsel and Corporate Secretary