

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

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

Date of report (Date of earliest event reported): **June 17, 2024**

Affirm Holdings, Inc.

(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39888
(Commission
File Number)

84-2224323
(IRS Employer
Identification No.)

650 California Street
San Francisco, California
(Address of principal executive offices)

94108
(Zip Code)

Registrant's telephone number, including area code: **(415) 960-1518**

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:

- 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(s)	Name of exchange on which registered
Class A common stock, \$0.00001 par value	AFRM	Nasdaq Global Select Market

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Departure of Director

On June 17, 2024, James D. White, Lead Independent Director of the Board of Directors (the “Board”) of Affirm Holdings, Inc. (the “Company”), resigned as a member of the Board, effective June 30, 2024. Mr. White informed the Company that his decision to resign was not made because of any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

On June 20, 2024, the Board appointed current Board member Christa S. Quarles to succeed Mr. White as Lead Independent Director effective July 1, 2024.

Appointment of Director

On June 20, 2024, the Board appointed Brian D. Hughes to the Board as a Class III director, effective July 1, 2024, with a term expiring at the Company’s 2026 annual meeting of stockholders. In addition, Mr. Hughes was appointed as a member of the Audit Committee and the Compensation Committee of the Board.

Mr. Hughes is an independent consultant and strategic advisor to the Boston Consulting Group, where he serves clients in the financial industry on growth strategy, digital transformation and risk management. From 2012 to 2021, Mr. Hughes served in roles of increasing responsibility at Discover Financial Services, including as Chief Risk Officer (2016 to 2021), as SVP and General Manager of Deposits (2015 to 2016) and as SVP of Cardmember Marketing (2012 to 2015). Prior to joining Discover Financial Services, Mr. Hughes held executive roles, including CEO, for HSBC’s Card and Retail Services business and served as a strategy consultant with Booz Allen Hamilton.

Mr. Hughes was selected to serve on the Company’s Board due to his experience in the financial industry, including in growth strategy and risk management.

For his service on the Company’s Board, Mr. Hughes will participate in the Company’s previously disclosed compensation program for non-employee directors, pursuant to which he will receive (i) a grant of restricted stock units (“RSUs”) with an aggregate value of \$500,000, vesting annually over three years and subject to his continued service as a director, (ii) an annual grant of RSUs with an aggregate value of \$200,000, vesting upon the earlier of (x) the date of the Company’s next annual meeting of its stockholders or (y) the first anniversary of the date of grant, and (iii) a \$45,000 annual cash retainer (which he may elect to receive in RSUs rather than in cash), for each of (ii) and (iii), as prorated for his partial year of service. He is also entitled to a cash retainer in connection with his service on Board committees.

In connection with his appointment as a director, Mr. Hughes entered into an indemnity agreement with the Company, a form of which was filed as an exhibit to the registration statement on Form S-1 (File No. 333-250184) filed with the SEC on November 18, 2020. Other than the foregoing, there are no arrangements or understandings between Mr. Hughes or any other persons pursuant to which Mr. Hughes was selected as a director, and there are no other transactions involving Mr. Hughes requiring disclosure under Item 404(a) of Regulation S-K.

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 hereunto duly authorized.

AFFIRM HOLDINGS, INC.

By: /s/ Michael Linford

Name: Michael Linford

Title: Chief Financial Officer

Date: June 20, 2024