

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 7, 2023**

**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) 984-0490**

**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 8.01. Other Events.**

On June 7, 2023, the board of directors of Affirm Holdings, Inc. (the “Company”) authorized the repurchase of up to \$800 million in aggregate principal amount of its outstanding 0% Convertible Senior Notes due 2026 (the “2026 Notes”). Note repurchases may be made from time to time through December 31, 2023 in privately negotiated transactions. Repurchases by the Company are subject to available liquidity, general market and economic conditions, alternate uses for the capital, and other factors, and there is no minimum principal amount of 2026 Notes that the Company is obligated to repurchase.

The Company will not receive any cash proceeds from any repurchases of the 2026 Notes. In exchange for paying cash in connection with any such repurchases, the Company will receive and cancel the repurchased 2026 Notes. Should the Company ultimately repurchase the entire \$800 million in aggregate principal amount authorized for repurchase, approximately \$626 million in aggregate principal amount of the 2026 Notes will remain outstanding with terms unchanged.

**Forward-Looking Statements**

This Current Report on Form 8-K contains forward-looking statements including, but not limited to, statements regarding the amount and timing of the Company’s potential repurchases of the 2026 Notes. Forward-looking statements are not guarantees of future performance, conditions or results, and involve a number of known and unknown risks, uncertainties, assumptions and other important factors, many of which are outside the Company’s control, that could cause actual results or outcomes to differ materially from those discussed in the forward-looking statements. Important factors, among others, that may affect actual results or outcomes include the possibility that the Company may repurchase less than the full amount authorized by the board of directors; economic factors and market conditions and their impact on the timing and amount of the Company’s repurchases of the 2026 Notes; and other risks and uncertainties set forth in the sections entitled “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Forward-Looking Statements” in the Company’s Annual Report on Form 10-K filed with the Securities and Exchange Commission on August 29, 2022, subsequent Quarterly Reports on Form 10-Q and any other periodic reports that the Company may file with the Securities and Exchange Commission. The Company does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

**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 7, 2023