

**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

**Date of Report (Date of earliest event reported): December 27, 2021**

**THE TRADE DESK, INC.**

(Exact name of registrant as specified in its charter)

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

**001-37879**  
(Commission  
File Number)

**27-1887399**  
(I.R.S. Employer  
Identification No.)

**42 N. Chestnut Street**  
**Ventura, CA 93001**  
(Address of principal executive offices) (Zip Code)

**(805) 585-3434**  
(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:

- ☐ 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
Class A Common Stock, par value \$0.000001 per share	TTD	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.**

On December 27, 2021, the Board of Directors (the “Board”) of The Trade Desk, Inc. (the “Company”) appointed Andrea Cunningham to the Board as a Class I director, effective January 1, 2022. Ms. Cunningham was appointed to a newly created vacancy on the Board resulting from an increase in the size of the Board from seven (7) directors to eight (8) directors.

As a result of her appointment to the Board, Ms. Cunningham will be entitled to participate in the Company’s non-employee director compensation program (the “Program”). Pursuant to the Program, Ms. Cunningham will be entitled to receive annual compensation of \$50,000 for her service on the Board. Additionally, pursuant to the Program and under the Company’s Amended and Restated 2016 Incentive Award Plan, Ms. Cunningham will be eligible to receive (i) an initial equity grant valued at \$250,000, which she may elect to receive in the form of restricted stock, restricted stock units, stock options or a mix of one-half restricted stock or restricted stock units and one-half options, which will generally vest in substantially equal quarterly installments over the three-year period following the grant, and (ii) an annual equity grant of \$250,000, prorated from the date of appointment to our next annual meeting, which she may elect to receive in the form of restricted stock, restricted stock units, stock options or a mix of one-half restricted stock or restricted stock units and one-half options, which will vest in full on the date of our next annual meeting. The Company will also enter into an indemnification agreement with Ms. Cunningham in substantially the same form entered into with the other directors of the Company.

There are no arrangements or understandings between Ms. Cunningham, on the one hand, and any other persons, on the other hand, pursuant to which Ms. Cunningham was selected as a director. Ms. Cunningham is not a party to any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K. Ms. Cunningham has no family relationship with any director or executive officer of the Company. Ms. Cunningham has not been appointed to serve on any committee of the Board.

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## SIGNATURES

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.

THE TRADE DESK, INC.  
(Registrant)

Date: January 3, 2022

By: /s/ Blake J. Grayson  
Blake J. Grayson  
Chief Financial Officer  
(Principal Financial and Accounting Officer)