

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): May 28, 2024

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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, California 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 (§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.

On May 28, 2024, The Trade Desk, Inc. (the “Company”) held its 2024 annual meeting of stockholders (the “Meeting”). As of the record date for the Meeting, which was established by the Company’s board of directors to be the close of business on April 1, 2024, there were 444,809,136 shares of the Company’s Class A common stock, par value \$0.000001 per share (the “Class A common stock”), outstanding (each entitled to one vote per share) and 43,918,900 shares of the Company’s Class B common stock, par value \$0.000001 per share (the “Class B common stock” and, together with the Class A common stock, the “common stock”), outstanding (each entitled to 10 votes per share). The common stock voted as a single class on all matters. Of the 488,728,036 shares of common stock outstanding as of the record date, 418,435,802 shares were represented at the Meeting, together representing a total of 813,375,152 votes, or a majority of the voting power of all issued and outstanding shares of common stock as of the record date, and constituting a quorum under the Company’s amended and restated bylaws. The stockholders considered four proposals at the Meeting, each of which is described in more detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission (the “SEC”) on April 12, 2024. The final number of votes cast for and against (or withheld) and the final number of abstentions and broker non-votes with respect to each proposal voted upon are set forth below.

Proposal 1. The stockholders elected two Class II directors to hold office for a three-year term expiring at the 2027 annual meeting of stockholders and until their respective successors are duly elected and qualified, by the following vote:

Name	For	Withheld	Broker Non-Votes
Samantha Jacobson	745,556,180	2,401,932	65,417,040
Gokul Rajaram	650,412,801	97,545,311	65,417,040

Proposal 2. The stockholders approved The Trade Desk, Inc. 2024 Employee Stock Purchase Plan, which is an amendment and restatement of the Company’s 2016 Employee Stock Purchase Plan, by the following vote:

For	Against	Abstain	Broker Non-Votes
723,247,530	24,360,709	349,873	65,417,040

Proposal 3. The stockholders approved, on a non-binding advisory basis, a three-year frequency for future non-binding advisory votes on named executive officer compensation, by the following vote:

3 Years	2 Years	1 Year	Abstain	Broker Non-Votes
465,858,376	526,432	280,364,953	1,208,351	65,417,040

Proposal 4. The stockholders ratified the appointment of PricewaterhouseCoopers LLP to serve as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024, by the following vote:

For	Against	Abstain
809,133,680	3,384,306	857,166

No other items were presented for stockholder approval at the Meeting.

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.

Date: May 30, 2024

By: /s/ Laura Schenkein
Laura Schenkein
Chief Financial Officer
(Principal Financial and Accounting Officer)