

**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): March 29, 2024

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**Warner Bros. Discovery, Inc.**  
(Exact name of registrant as specified in its charter)

Commission File Number: 001-34177

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

**35-2333914**  
(IRS Employer Identification No.)

**230 Park Avenue South**  
**New York, New York 10003**  
(Address of principal executive offices, including zip code)

**212-548-5555**  
(Registrant's telephone number, including area code)

**N/A**  
(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 each exchange on which registered
Series A Common Stock	WBD	Nasdaq

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**

On March 29, 2024, each of Steven A. Miron and Steven O. Newhouse notified the Warner Bros. Discovery, Inc. (the “Company”) Board of Directors (the “Board”) of his decision to resign from the Company’s Board and its committees, effective as of March 29, 2024. Each of Messrs. Miron and Newhouse are Class III directors whose terms were scheduled to expire at the Company's 2025 Annual Meeting of Stockholders. Mr. Miron was a member of the Company’s Compensation Committee and Mr. Newhouse was a member of the Company’s Nominating and Corporate Governance Committee. The resignations were not the result of any disagreement with the Company on any matter relating to the Company’s operation, policies or practices.

Following the receipt of Mr. Miron's and Mr. Newhouse's resignations, on April 1, 2024, the Board adopted a resolution to reduce the size of the Board to eleven directors, as permitted under the Company’s Second Restated Certificate of Incorporation and the Company’s Amended and Restated Bylaws.

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**Item 9.01. Financial Statements and Exhibits**

- 101 Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
  - 104 Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)
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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.

Warner Bros. Discovery, Inc.

Date: April 1, 2024

By: /s/ Savalle Sims  
Savalle Sims  
Chief Legal Officer