

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): August 6, 2021

Robinhood Markets, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-40691

46-4364776

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

85 Willow Road

Menlo Park, CA 94025

(Address of principal executive offices) (Zip Code)

(844) 428-5411

(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
Class A Common Stock, \$0.0001 par value per share	HOOD	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 7.01 Regulation FD Disclosure.

On August 6, 2021, Robinhood Markets, Inc. (“Robinhood”) issued a press release announcing that it will release its second quarter 2021 financial results on August 18, 2021, and commenting on its recent filing with the Securities and Exchange Commission of a resale registration statement on Form S-1. A copy of the press release is furnished as Exhibit 99.1 to this report.

The information furnished with this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated August 6, 2021
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the Inline XBRL document)

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.

Robinhood Markets, Inc.

Date: August 6, 2021

By: /s/ Jason Warnick

Name: Jason Warnick

Title: Chief Financial Officer

Robinhood Markets, Inc. to Announce Second Quarter 2021 Results on August 18, 2021; Comments on Recent Filing of Resale Registration Statement

August 6, 2021 9:00 AM Eastern Daylight Time

MENLO PARK, CALIF.--(GLOBE NEWSWIRE) Today, Robinhood Markets, Inc. (NASDAQ: HOOD) announced that it will release its second quarter 2021 financial results on Wednesday, August 18, 2021. An earnings conference call will be hosted at 2:00 PM PT/5:00 PM ET on the same day. A live webcast of the call and supporting materials will be available at investors.robinhood.com. Following the call, a replay and transcript will also be available on the same website.

Resale Registration Statement on Form S-1

On August 5, 2021, Robinhood filed a registration statement on Form S-1 (the "Resale S-1") with the Securities and Exchange Commission (the "SEC"). The Resale S-1 registers shares already outstanding as a result of the automatic conversion of the Tranche I convertible notes in connection with the closing of Robinhood's initial public offering on August 2, 2021. Robinhood is not itself selling any additional securities but filed the Resale S-1 on behalf of certain of its shareholders pursuant to a pre-existing contractual obligation under the purchase agreement for the Tranche I convertible notes. No sales can be made off the Resale S-1 until the SEC declares it effective, and, in light of required SEC staff review periods, Robinhood does not expect that it will be in a position to obtain a declaration of effectiveness until after its financial statements for the period ended June 30, 2021, have been filed with its upcoming Quarterly Report on Form 10-Q which it expects to file on August 18, 2021.

About Robinhood

Robinhood Markets is on a mission to democratize finance for all. With Robinhood, people can invest with no account minimums through Robinhood Financial LLC, buy and sell crypto through Robinhood Crypto LLC, and learn about investing through easy-to-understand educational content. Robinhood aims to build the most trusted and most culturally relevant money app worldwide.

Contacts

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