

**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): June 26, 2024

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)

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 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 5.07 Submission of Matters to a Vote of Security Holders.

Annual Meeting of Stockholders

On June 26, 2024, Robinhood Markets, Inc. (the “Company” or “our”) held its 2024 Annual Meeting of Stockholders (the “Annual Meeting”).

At the Annual Meeting, our stockholders voted on three proposals, each of which is described in more detail in our definitive proxy statement filed with the Securities and Exchange Commission on April 26, 2024. Holders of Class A common stock were entitled to cast one vote for each share held as of the close of business on April 29, 2024 (the “Record Date”), and holders of Class B common stock were entitled to cast ten votes for each share held as of the close of business on the Record Date. Holders of Class A common stock and Class B common stock voted together as a single class on all matters at the Annual Meeting. At the close of business on the Record Date, 754,859,821 shares of Class A common stock and 123,976,064 shares of Class B common stock were outstanding and entitled to vote.

Set forth below are the matters voted on at the Annual Meeting and the final voting results on each matter.

Proposal One: Election of Directors

Our stockholders re-elected Vladimir Tenev, Baiju Bhatt, Paula Loop, Meyer Malka, Jonathan Rubinstein, Susan Segal, Dara Treseder and Robert Zoellick to the Company’s Board of Directors to serve until the 2025 annual meeting of stockholders. Voting results were as follows:

Nominee	Votes For	Votes Against	Abstentions	Broker Non-Votes
Vladimir Tenev	1,606,250,756	5,212,040	2,249,312	172,846,253
Baiju Bhatt	1,608,755,157	3,610,666	1,346,285	172,846,253
Paula Loop	1,606,251,373	5,679,042	1,781,693	172,846,253
Meyer Malka	1,608,654,868	3,574,733	1,482,507	172,846,253
Jonathan Rubinstein	1,498,056,240	114,173,626	1,482,242	172,846,253
Susan Segal	1,603,336,724	8,616,547	1,758,837	172,846,253
Dara Treseder	1,521,639,657	90,589,331	1,483,120	172,846,253
Robert Zoellick	1,609,302,145	2,916,671	1,493,292	172,846,253

Proposal Two: Advisory Vote to Approve the Compensation of the Company’s Named Executive Officers

Our stockholders approved, on an advisory basis, the 2023 compensation of the Company’s named executive officers. Voting results were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
1,589,105,691	20,572,190	4,034,226	172,846,253

Proposal Three: Ratification of Appointment of the Company's Independent Registered Public Accounting Firm

Our stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024. Voting results were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
1,779,017,570	2,093,413	5,447,378	-

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.

Robinhood Markets, Inc.

Date: June 28, 2024

By: /s/ Jason Warnick
Name: Jason Warnick
Title: Chief Financial Officer