

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 16, 2024

Robinhood Markets, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-40691

(Commission
File Number)

46-4364776

(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Appointment of New Director

On December 16, 2024, the board of directors (the "Board") of Robinhood Markets, Inc. (the "Company" or "Robinhood") appointed Christopher Payne to the Board, effective immediately. The Board also appointed him to serve on the Safety, Risk and Regulatory Committee, commencing concurrently with his Board service. Mr. Payne is an independent director, with an initial term expiring at Robinhood's 2025 annual meeting of stockholders. In connection with Mr. Payne's appointment, the Board increased the number of directors on the Board from eight to nine.

Mr. Payne will participate in Robinhood's Non-Employee Director Compensation Program as described under "Director Compensation" in the Company's Proxy Statement for the 2024 Annual Meeting of Stockholders, which was filed with the Securities and Exchange Commission ("SEC") on April 26, 2024. In addition, the Company has entered into an indemnification agreement with Mr. Payne, the form of which appears as Exhibit 10.1 to Robinhood's Amendment No. 1 to Form S-1 Registration Statement filed July 19, 2021.

There are no arrangements or understandings between Mr. Payne and any other persons pursuant to which he was selected as a director, he has no family relationships with any of Robinhood's directors or executive officers, and he has no direct or indirect material interest in any transaction requiring disclosure under Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure.

On December 18, 2024, Robinhood published a blog post announcing Mr. Payne's appointment to the Board. A copy of that blog post is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Robinhood uses the "Overview" tab of its Investor Relations website (accessible at investors.robinhood.com/overview) and its Newsroom (accessible at newsroom.aboutrobinhood.com), as means of disclosing information to the public in a broad, non-exclusionary manner for purposes of the SEC's Regulation Fair Disclosure (Reg. FD). Investors should routinely monitor those web pages, in addition to Robinhood's press releases, SEC filings, and public conference calls and webcasts, as information posted on them could be deemed to be material information.

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	Blog post dated December 18, 2024
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the Inline XBRL document)

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: December 18, 2024

By: /s/ Jason Warrick

Name: Jason Warrick

Title: Chief Financial Officer

Robinhood Markets Welcomes Christopher Payne to its Board of Directors

Payne joins the Robinhood Board of Directors bringing decades of technology and product experience



We're excited to announce Christopher Payne has joined Robinhood Markets' Board of Directors.

"Christopher is a seasoned operator who has helped build category-defining companies at pivotal points in their evolution," said **Vlad Tenev, Chairman and Chief Executive Officer of Robinhood**. "His experience aggressively driving businesses forward will be invaluable as we continue to deliver great products in service of our mission."

"Robinhood has changed the future of finance," said **Christopher Payne**. "I'm thrilled to be joining Robinhood's Board of Directors at such a transformative time in the company's growth journey and look forward to working with the team to further drive the business forward in their pursuit of democratizing finance for all."



With more than three decades of experience, Christopher brings a deep understanding of digital platforms. Having previously served as the President and Chief Operating

Officer of DoorDash and Chief Executive Officer of Tinder, Christopher has a wide-breadth of experience building intuitive, scalable and innovative consumer products. He has also served as Senior Vice President at eBay, leading the North American business, and held leadership positions at both Microsoft and Amazon. While at Amazon, Christopher led the company's expansion beyond selling books and into consumer electronics. In addition to Robinhood, he currently serves on the Board of Directors at Gogo Inc., an in-flight internet service provider, and Hims & Hers Health, Inc.

Other members of Robinhood Markets' Board of Directors include **Vlad Tenev**, Chairman and Chief Executive Officer; **Baiju Bhatt**, Co-Founder, and currently Founder and Chief Executive Officer of Aetherflux; **Jon Rubinstein**, Lead Independent Director and Senior Advisor at PDT Partners; **Paula Loop**, retired Partner at PwC; **Robert Zoellick**, Chairman, Americas, Temasek Holdings (Private)Limited; **Meyer Malka**, Founder and Managing Partner of Ribbit Capital; **Dara Treseder**, Chief Marketing Officer at Autodesk; and **Susan Segal**, President and CEO of Americas Society and Council of the Americas.
