

**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 8, 2021

PROG Holdings, Inc.
(Exact name of registrant as specified in its charter)

Georgia
(State or other jurisdiction of
incorporation or organization)

1-39628
(Commission
File Number)

85-2484385
(IRS Employer
Identification No.)

256 W. Data Drive
Draper, Utah
(Address of principal executive offices)

84020-2315
(Zip code)

Registrant's telephone number, including area code: (385) 351-1369

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 (see General Instruction A.2. below):

- 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 Exchange Act:

Title of each class	Trading Symbols(s)	Name of each exchange on which registered
Common Stock, Par Value \$0.50 Per Share	PRG	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 under 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 8.01. Other Events

On December 8, 2021, PROG Holdings, Inc., a Georgia corporation (the “Company”), issued a press release announcing the final results of its previously announced tender offer to purchase for cash up to \$425 million in value of the Company’s common stock, par value \$0.50 per share (the “shares”), at a single per share price of not less than \$44.00 per share and not more than \$50.00 per share, less any applicable withholding taxes and without interest.

A copy of the press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits**(d) Exhibits**

99.1 [Press Release, dated December 8, 2021, announcing the final results of the tender offer.](#)

104 The cover page of this Current Report on Form 8-K, formatted in Inline XBRL.

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.

PROG HOLDINGS, INC.

By: /s/ Brian Garner

Brian Garner

Chief Financial Officer

Date: December 8, 2021



PROG Holdings, Inc. Announces Final Results of Tender Offer

SALT LAKE CITY, December 8, 2021 – PROG Holdings, Inc. (NYSE:PRG), the fintech holding company for Progressive Leasing, Vive Financial, and Four Technologies, today announced the final results of its “modified Dutch auction” tender offer. The tender offer expired at 12:00 midnight, New York City time, at the end of the day on December 3, 2021.

In accordance with the terms and conditions of the tender offer and based on the final count by Computershare Trust Company, N.A., the depository for the tender offer, PROG Holdings accepted for purchase, at a purchase price of \$49.00 per share, a total of 8,673,469 shares properly tendered and not properly withdrawn before the expiration date, at an aggregate cost of approximately \$425 million, excluding fees and expenses relating to the tender offer. PROG Holdings accepted the shares on a pro rata basis, except for tenders of “odd lots,” which were accepted in full, and conditional tenders that were automatically regarded as withdrawn because the condition of the applicable tender was not met. The Company has been informed by the depository that the final proration factor for the tender offer is 77.8%. The shares accepted for purchase represent approximately 13.2% of PROG Holdings’ outstanding common stock as of December 1, 2021.

The depository will issue payment for the shares properly tendered and accepted for purchase in the tender offer on December 9, 2021, and will promptly return to the tendering shareholders all other shares tendered and not purchased.

J.P. Morgan Securities LLC acted as dealer manager for the tender offer. Shareholders who have questions or would like additional information about the tender offer may contact the information agent for the tender offer, Georgeson LLC, at (800) 868-1390 (toll-free).

About PROG Holdings, Inc.

PROG Holdings, Inc. (NYSE:PRG) is a fintech holding company headquartered in Salt Lake City, UT, that provides transparent and competitive payment options to consumers. PROG Holdings owns Progressive Leasing, a leading provider of e-commerce, app-based, and in-store point-of-sale lease-to-own solutions, Vive Financial, an omnichannel provider of second-look revolving credit products, and Four Technologies, provider of Buy Now, Pay Later payment options through its platform Four. More information on PROG Holdings’ companies can be found at <https://www.progholdings.com>.

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