

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): May 15, 2024

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**PROG HOLDINGS, INC.**

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(Exact name of Registrant as Specified in Charter)

Georgia

1-39628

85-2484385

(State or other Jurisdiction of Incorporation)

(Commission File  
Number)

(IRS Employer  
Identification No.)

256 W. Data Drive

Draper, Utah

84020-2315

(Address of principal executive offices)

(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 Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$0.50 Par Value	PRG	New York Stock Exchange

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.

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**ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

On May 15, 2024, PROG Holdings, Inc. ("the Company") held its 2024 annual meeting of shareholders (the "Annual Meeting") in Salt Lake City, Utah. As of March 18, 2024, the record date for the Annual Meeting, there were 43,333,304 shares of the Company's common stock outstanding and entitled to vote at the Annual Meeting. A total of 41,090,120 shares of the Company's common stock were represented at the Annual Meeting in person or by proxy, which was 95% of the aggregate number of shares of common stock entitled to vote at the Annual Meeting. At the Annual Meeting, the Company's shareholders took the actions listed below and elected each of the director nominees to serve as directors until the expiration of such director's term at the Company's 2025 annual meeting of shareholders and until such director's successor is duly elected and qualified, or until such director's earlier resignation, removal from office or death, having cast the following votes:

*Proposal 1 – Election of directors*

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Non-Votes</b>
Kathy T. Betty	36,869,205	1,705,144	20,598	2,495,173
Douglas C. Curling	38,022,843	550,321	21,783	2,495,173
Cynthia N. Day	34,286,806	4,283,744	24,397	2,495,173
Curtis L. Doman	37,693,500	879,398	22,049	2,495,173
Ray M. Martinez	37,741,721	830,975	22,251	2,495,173
Steven A. Michaels	37,689,524	879,976	25,447	2,495,173
Ray M. Robinson	34,470,477	4,103,571	20,899	2,495,173
Caroline S. Sheu	35,709,259	2,865,072	20,616	2,495,173
James P. Smith	37,733,091	840,143	21,713	2,495,173

*Proposal 2 – Approval of a non-binding resolution to approve the Company's executive compensation*

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Non-Votes</b>
36,048,569	2,414,608	131,770	2,495,173

*Proposal 3 – Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2024*

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Non-Votes</b>
38,893,623	2,064,287	132,210	—

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**ITEM 8.01. OTHER EVENTS**

On May 15, 2024, the Company announced that its Board of Directors has declared a quarterly cash dividend of \$0.12 per share of common stock. The dividend will be payable on June 11, 2024 to shareholders of record as of May 28, 2024.

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

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits:

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Press Release, dated May 15, 2024.</u></a>
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.

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## PROG Holdings, Inc. Declares Dividend

SALT LAKE CITY, May 15, 2024— PROG Holdings, Inc. (NYSE:PRG), the fintech holding company for Progressive Leasing, Vive Financial, Four Technologies, and Build, today announced that its Board of Directors has declared a quarterly cash dividend of \$0.12 per share payable on June 11, 2024, to shareholders of record on the close of business on May 28, 2024.

### **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 and inclusive consumer financial products. The Company 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, Four Technologies, provider of Buy Now, Pay Later payment options through its platform Four, and Build, provider of personal credit building products. More information on PROG Holdings' companies can be found at <https://www.progholdings.com>.*

### **Investor Contact**

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