

**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**

**November 15, 2021**  
Date of Report (date of earliest event reported)

---

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

---

**Delaware**  
(State or other jurisdiction of incorporation)

**001-39797**  
(Commission File Number)

---

**46-4332431**  
(I.R.S. Employer Identification No.)

**2950 S. Delaware Street, Suite 300  
San Mateo, CA 94403**  
(Address of principal executive offices, including zip code)

**(650) 204-1000**  
(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 (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:**  
**Common Stock, par value \$0.0001 per share**

**Trading Symbol**  
**UPST**

**Name of each exchange on which registered:**  
**Nasdaq Global Select Market**

---

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.**

On November 15, 2021, Robert Schwartz, a member of the Board of Directors (the “Board”) of Upstart Holdings, Inc. (“Upstart”) tendered his resignation from the Board, the Compensation Committee of the Board, and the Nominating and Corporate Governance Committee of the Board, effective November 15, 2021. Mr. Schwartz’s resignation was not the result of any disagreement with the company, the Board or any matters relating to Upstart’s operations, policies or procedures.

Jeff Huber, a member of the Board, was appointed to the Nominating and Corporate Governance Committee of the Board effective as of November 16, 2021.

---

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: November 19, 2021

**Upstart Holdings, Inc.**  
By: /s/ Alison Nicoll  
Alison Nicoll  
General Counsel