

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): November 12, 2024

PROG HOLDINGS, INC.

(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.

**ITEM 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

Effective as of November 12, 2024, the Board of Directors (the "Board") of PROG Holdings, Inc. (the "Company"), upon the recommendation of the Nominating, Governance and Corporate Responsibility Committee, increased the size of the Board from nine directors to eleven directors and appointed Robert Julian and Daniela Mielke to fill the vacancies create by such increase. The Board also appointed Mr. Julian and Ms. Mielke to serve as members of the Audit Committee of the Board. The Board has determined that Mr. Julian and Ms. Mielke (i) are "independent" under the New York Stock Exchange ("NYSE") listing standards and under the Company's Corporate Governance Guidelines and (ii) satisfy the independence requirements of the NYSE and Securities and Exchange Commission ("SEC") rules applicable to audit committee members.

Mr. Julian and Ms. Mielke will participate in and receive the standard compensation that is provided from time to time to the Company's non-employee directors under the Company's Compensation Plan for Non-Employee Directors. In addition, Mr. Julian and Ms. Mielke will each enter into the Company's standard indemnification agreement, the form of which was filed with the SEC as Exhibit 10.19 to the Company's Annual Report on Form 10-K, filed on February 21, 2024.

There is no arrangement or understanding between either Mr. Julian or Ms. Mielke and any other persons pursuant to which Mr. Julian or Ms. Mielke were selected as directors. There are no related person transactions within the meaning of Item 404(a) of Regulation S-K promulgated by the SEC between the Company and either Mr. Julian or Ms. Mielke required to be disclosed herein.

On November 12, 2024, the Company issued a press release announcing the appointment of Mr. Julian and Ms. Mielke to the Board. A copy of the press release is attached hereto as Exhibit 99.1 to this Form 8-K.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits:

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>  |
|---------------------------|--|
| <a href="#">99.1</a>      | <a href="#">Press Release, dated November 12, 2024</a>                         |
| 104                       | The cover page from 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.

Date: November 12, 2024

By: PROG Holdings, Inc.  
/s/ Brian Garner  
Brian Garner  
Chief Financial Officer



## **PROG Holdings Appoints Two New Independent Directors to Board**

SALT LAKE CITY, November 12, 2024 – PROG Holdings, Inc. (NYSE:PRG), the fintech holding company for Progressive Leasing, Vive Financial, Four Technologies, and Build, today announced the appointment of Robert Julian and Daniela Mielke to its Board of Directors.

“Robert and Daniela are recognized leaders in industries that are especially relevant to PROG Holdings. Robert’s consumer retail and e-commerce financial expertise, as well as Daniela’s leadership in digital payments, fintech and e-commerce, will make them both highly valuable additions to our Board,” said Ray Robinson, Chairman of PROG Holdings.

“We’re pleased to welcome Robert and Daniela as our newest independent directors,” said Steve Michaels, PROG Holdings’ President and Chief Executive Officer. “Their impressive track records in driving consumer engagement and profitable business expansion will be a tremendous asset to the Company as we remain focused on our three-pillared strategy to Grow, Enhance and Expand.”

The Board’s Nominating, Governance and Corporate Responsibility Committee engaged executive search firm Heidrick & Struggles to assist with the nationwide search for potential director candidates.

### **About Robert Julian**

Robert Julian brings over 30 years of experience as a financial executive within Fortune 500 companies. Prior to his retirement in January 2024, Mr. Julian served as the Chief Financial Officer of TheRealReal, Inc. (Nasdaq: REAL), the world’s largest online marketplace for authenticated, consigned luxury goods, where he was responsible for developing and shaping company strategy and driving profitable growth. Prior to TheRealReal, Mr. Julian was Executive Vice President and Chief Financial Officer at Sportsman’s Warehouse, from 2019 to 2021, and Executive Vice President and Chief Financial Officer and Treasurer, at Deluxe Entertainment Services Group, from 2017 to 2018. Previously in his career, Mr. Julian held senior financial roles for Callaway Golf Company, Lydall Inc., Rockwell International, Honeywell, Cisco Systems, Fisher Scientific and Legrand S.A. Mr. Julian also serves on the board of directors of Shoals Technologies Group, Inc. (Nasdaq: SHLS), a leading provider of electrical balance of systems (EBOS) solutions for the energy transition market, as well as Rayton Solar Inc., a privately-held producer of engineered wafers that can serve as the basis for next-generation electronics.

## **About Daniela Mielke**

Daniela Mielke brings over 25 years of leadership experience in digital payments, fintech, and e-commerce. Ms. Mielke is the Managing Partner of Commerce Technology Advisors, LLC, a privately held firm she founded in April 2016, which provides consulting services to technology, financial services, and private equity companies regarding organic and inorganic growth strategies including building payment businesses and using artificial intelligence. Prior to founding Commerce Technology Advisors, Ms. Mielke served as the North American CEO of RS2 Inc., a leading provider of payment processing services in Europe and Asia Pacific, from 2018 to 2020. Previously in her career, Ms. Mielke held senior strategic roles for Vantiv, Inc., PayPal Holdings, Inc. and Visa International. Ms. Mielke also serves on the board of directors of WisdomTree, Inc. (NYSE: WT), an exchange-traded fund and product sponsor and asset manager, and Nuvei (TSX: NVEI and NVEI.U), a global payment technology provider.

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

## **Investor Contact**

John A. Baugh, CFA  
Vice President, Investor Relations  
[john.baugh@progleasing.com](mailto:john.baugh@progleasing.com)