

**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): June 3, 2026



**OPEN LENDING CORPORATION**

(Exact name of registrant as specified in its charter)

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

**001-39326**  
(Commission  
File Number)

**84-5031428**  
(IRS Employer  
Identification No.)

**1501 S. MoPac Expressway  
Suite 450  
Austin, Texas 78746**  
(Address of principal executive offices, including zip code)

**Registrant's telephone number, including area code: 512-892-0400**

(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<br>Symbol(s) | Name of each exchange<br>on which registered |
|---|----------------------|--|
| <b>Common stock, par value \$0.01 per share</b> | <b>LPRO</b>          | <b>The Nasdaq Stock Market LLC</b>           |

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 5.07 Submission of Matters to a Vote of Security Holders.**

On June 3, 2026, Open Lending Corporation (the "Company") held its Annual Meeting of Stockholders to consider and vote on the five proposals set forth below, each of which is described in greater detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 20, 2026. The final voting results are set forth below.

**Proposal 1 - Election of Two Class III Director Nominees**

The stockholders elected each of the two persons named below to serve as Class III members of the Company's board of directors, to serve until the Company's 2029 Annual Meeting of Stockholders and until his or her successor is duly elected and qualified. The results of such vote were as follows:

| <b>Name</b>         | <b>For</b> | <b>Withhold</b> | <b>Broker Non-Vote</b> |
|---------------------|------------|-----------------|------------------------|
| Jessica Buss        | 59,717,769 | 20,469,144      | 22,126,203             |
| William Dabbs Cavin | 78,285,135 | 1,901,778       | 22,126,203             |

**Proposal 2 - Ratification of the Appointment of Ernst & Young LLP as the Company's Independent Registered Public Accounting Firm**

The stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2026. The results of such vote were as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|-------------|----------------|----------------|------------------------|
| 102,167,482 | 95,452         | 50,182         | 0                      |

**Proposal 3 - Nonbinding Advisory Vote Approving the Compensation of the Company's Named Executive Officers**

The stockholders approved the compensation of the Company's named executive officers. The results of such vote were as follows:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|------------|----------------|----------------|------------------------|
| 54,165,252 | 25,663,965     | 357,696        | 22,126,203             |

**Proposal 4 - Stockholder Proposal Regarding the Declassification of the Company's Board of Directors**

The stockholders approved the stockholder proposal regarding the declassification of the Company's board of directors. The results of such vote were as follows:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|------------|----------------|----------------|------------------------|
| 63,264,309 | 16,799,228     | 123,376        | 22,126,203             |

**Proposal 5 - Reverse Stock Split Proposal**

The stockholders approved an amendment to the Company's Amended and Restated Certificate of Incorporation to effect a reverse stock split of the Company's shares of common stock at a ratio in the range from 1-for-5 to 1-for-7, and a proportionate decrease to the number of authorized shares of the Company's common stock, with the exact ratio to be set within such range at the discretion of the Company's board of directors without further action by the Company's stockholders. The results of such vote were as follows:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|------------|----------------|----------------|------------------------|
| 96,771,265 | 5,152,701      | 389,150        | 0                      |

**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.

**OPEN LENDING CORPORATION**

By: /s/ Ben Massey  
Name: Ben Massey  
Title: General Counsel and Corporate Secretary

Date: June 4, 2026