

**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 9, 2023**

**DAVE INC.**

(Exact name of registrant as specified in its charter)

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

**001-40161**  
(Commission  
File Number)

**86-1481509**  
(IRS Employer  
Identification No.)

**1265 South Cochran Avenue**  
**Los Angeles, CA 90019**  
(Address of principal executive offices, including zip code)

**Registrant's telephone number, including area code: (844) 857-3283**

**N/A**  
(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))

| <b>Title of each class</b>  | <b>Trading Symbol</b> | <b>Name of each exchange on which registered</b> |
|---|-----------------------|--|
| Common Stock, par value of \$0.0001 per share                                   | DAVE                  | The Nasdaq Stock Market LLC                      |
| Warrants, each exercisable for one share of Common Stock for \$368.00 per share | DAVEW                 | The Nasdaq Stock Market LLC                      |

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**

At the 2023 annual meeting of stockholders of Dave Inc. (the “Company”) held on June 9, 2023 (the “Annual Meeting”), the following proposals were submitted to the stockholders of the Company:

Proposal 1: The election of two directors to serve as Class II directors for terms of three years expiring at the 2026 annual meeting of stockholders or until his or her successor is duly elected and qualified or until his or her earlier death, resignation, disqualification or removal.

Proposal 2: The ratification of the selection of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023.

Proposal 3: The approval of a repricing of certain stock options issued under the Dave Inc. 2017 Stock Plan that are held by eligible service providers of the Company.

For more information about the foregoing proposals, see the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on May 1, 2023 (the “Proxy Statement”). Of the 11,916,613 shares of the Company’s common stock entitled to vote at the Annual Meeting, 9,418,010 shares, or approximately 79.0% were represented at the meeting in person or by proxy, constituting a quorum. Each share of Class V Common Stock is entitled to 10 votes per share, while each share of Class A Common Stock is entitled to one vote per share. The number of votes cast for or against, as well as abstentions and broker non-votes, if applicable, in respect of each such matter is set forth below:

Proposal 1: Election of Directors.

The Company’s stockholders elected the following directors to serve as Class II directors until the 2026 annual meeting of stockholders. The votes regarding the election of the directors were as follows:

| <b>Director</b> | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|-----------------|------------------|-----------------------|-------------------------|
| Andrea Mitchell | 15,946,001       | 198,601               | 6,900,146               |
| Dan Preston     | 15,877,593       | 267,009               | 6,900,146               |

Proposal 2: Ratification of Deloitte & Touche LLP.

The Company’s stockholders ratified the selection of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023. The votes regarding this proposal were as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Abstaining</b> |
|------------------|----------------------|-------------------------|
| 22,891,772       | 151,600              | 1,376                   |

Proposal 3: Approval of a Repricing of Certain Stock Options Granted Under the Dave Inc. 2017 Stock Plan.

The Company’s stockholders approved the repricing of certain stock options issued under the Dave Inc. 2017 Stock Plan that are held by eligible service providers of the Company. The votes regarding this proposal were as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Abstaining</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|-------------------------|-------------------------|
| 15,752,042       | 390,766              | 1,794                   | 6,900,146               |

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**SIGNATURE**

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: June 15, 2023

**Dave Inc.**

By: /s/ Kyle Beilman

Name: Kyle Beilman

Title: Chief Financial Officer