

**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 14, 2023

REPAY HOLDINGS CORPORATION

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38531
(Commission File Number)

98-1496050
(IRS Employer
Identification No.)

3 West Paces Ferry Road
Suite 200
Atlanta, Georgia
(Address of Principal Executive Offices)

30305
(Zip Code)

Registrant's Telephone Number, Including Area Code: 404 504-7472

(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 Symbol(s)	Name of each exchange on which registered
Class A common stock, par value \$0.0001 per share	RPAY	The Nasdaq Global 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 5.07 Submission of Matters to a Vote of Security Holders.

On June 14, 2023, Repay Holdings Corporation (the “Company”) held its annual meeting of the stockholders (the “Annual Meeting”). Proxies for the Annual Meeting were solicited pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended, and there was no solicitation in opposition of the Board’s solicitation. At the Annual Meeting, the Company’s stockholders considered three proposals disclosed in the Company’s Proxy Statement. The final voting results were as follows:

Proposal 1: Election of Class I and Class III Directors for Terms Expiring at the 2024 Annual Meeting of Stockholders.

	<u>Shares Voted For</u>	<u>Shares Withheld</u>	<u>Broker Non-Votes</u>
Shaler Alias	70,405,411	2,966,876	14,392,477
Richard E. Thornburgh	71,375,352	1,996,935	14,392,477
Paul R. Garcia	71,834,948	1,537,338	14,392,478
William Jacobs	71,147,609	2,224,678	14,392,477
Peter J. Kight	66,811,171	6,561,115	14,392,478
John Morris	71,876,619	1,495,667	14,392,478

As a result of this vote, each nominee was elected to serve as a director for a term expiring at the 2024 annual meeting of stockholders.

Proposal 2: Advisory Vote on Executive Compensation.

<u>Shares Voted For</u>	<u>Shares Voted Against</u>	<u>Abstained</u>	<u>Broker Non-Votes</u>
72,888,650	399,242	84,394	14,392,478

As a result, the Company’s stockholders approved, on a non-binding advisory basis, the compensation of the Company’s named executive officers.

Proposal 3: Ratification of the Audit Committee’s appointment of Grant Thornton, LLP as the Independent Registered Public Accountant.

<u>Shares Voted For</u>	<u>Shares Voted Against</u>	<u>Abstained</u>
85,079,126	2,673,419	12,219

As a result, the Company’s stockholders ratified the selection of Grant Thornton, LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023.

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.

Repay Holdings Corporation

Date: June 16, 2023

By: /s/ Tyler B. Dempsey

Tyler B. Dempsey
General Counsel and Corporate Secretary
