

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K/A  
(Amendment No. 1)

CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 7, 2020



THE TRADE DESK, INC.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-37879  
(Commission  
File Number)

27-1887399  
(I.R.S. Employer  
Identification No.)

42 N. Chestnut Street  
Ventura, CA 93001  
(Address of principal executive offices) (Zip Code)

(805) 585-3434  
(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:

- 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
Class A Common Stock, par value \$0.000001 per share	TTD	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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

Explanatory Note

This Amendment No. 1 to the Current Report on Form 8-K amends and restates the Company's Current Report on Form 8-K previously filed with the Securities and Exchange Commission on December 7, 2020.

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

The Trade Desk, Inc. (the “Company”) held its 2020 Special Meeting of Stockholders (the “Special Meeting”) on December 7, 2020. Since there were insufficient votes at the time of the Special Meeting to approve all of the required proposals, a proposal was submitted to stockholders to adjourn the Special Meeting to allow the Company additional time to solicit additional votes in favor of the other proposals (the “Adjournment Proposal”). The Adjournment Proposal is described in more detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on October 27, 2020.

The final voting results with respect to the Adjournment Proposal are set forth below.

**Proposal 6.** To approve one or more adjournments of the Special Meeting, if necessary, to solicit additional proxies if there are insufficient votes at the time of the Special Meeting to approve any of the proposals to be considered at the meeting.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
69,932,843	7,373,591	88,030

No other items were presented for stockholder approval at the Special Meeting.

**Item 8.01 Other Events.**

On December 7, 2020, the Company issued a press release announcing that the Company’s 2020 Special Meeting of Stockholders was adjourned until 12:00 p.m. Pacific Time on December 22, 2020 at [www.virtualshareholdermeeting.com/TTD2020SM](http://www.virtualshareholdermeeting.com/TTD2020SM) in order to solicit additional votes.

A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) The following exhibit is being filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press release of The Trade Desk, Inc., dated December 7, 2020.</a>
104	Cover Page Interactive Data File (formatted as Inline XBRL)

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**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.

THE TRADE DESK, INC.  
(Registrant)

Date: December 9, 2020

By: /s/ Blake J. Grayson  
Blake J. Grayson  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

## **The Trade Desk Announces Adjournment of Special Meeting of Stockholders**

LOS ANGELES, CA – (December 7, 2020) – The Trade Desk, Inc. (NASDAQ: TTD), a provider of a global technology platform for buyers of advertising, announced that today's special meeting of stockholders has been adjourned and will reconvene on Tuesday, December 22, 2020 at 12:00 p.m., Pacific Time. The special meeting was adjourned to allow the Company additional time to solicit votes in favor of the proposals to be acted on by stockholders at the meeting.

The special meeting is being held to approve various proposals related to the Company's dual class structure, including to establish a fixed termination date for the structure and other enhancements to our corporate governance. These proposals are described in more detail in the Company's proxy statement dated October 27, 2020, furnished to our stockholders in connection with the solicitation of proxies by the board of directors for use at the special meeting.

The record date for determining stockholders eligible to vote at the special meeting will remain the close of business on October 20, 2020. Valid proxies submitted by stockholders prior to the adjourned December 7, 2020 special meeting will continue to be valid for purposes of the reconvened special meeting scheduled for Tuesday, December 22, 2020.

Company stockholders as of the close of business on October 20, 2020 who have not submitted proxies but wish to do so should contact Innisfree, the Company's proxy solicitor, at 1-866-239-1763 (toll free).

### **Attending the Reconvened Special Meeting**

The reconvened special meeting of The Trade Desk, Inc. stockholders to vote on the matters described in the proxy statement will be held virtually on Tuesday, December 22, 2020, at 12:00 p.m., Pacific Time. Stockholders of record will be able to attend the reconvened special meeting online by visiting [www.virtualshareholdermeeting.com/TTD2020SM](http://www.virtualshareholdermeeting.com/TTD2020SM) (there is no physical location for the special meeting). You will need to have your 16-Digit Control Number included on your Notice of Internet Availability of Proxy Materials or your proxy card (if you received a printed copy of the proxy materials) to vote your shares at the meeting.

### **Additional Information**

On October 27, 2020, the Company filed a definitive proxy statement with the Securities and Exchange Commission (the "SEC") in connection with the special meeting. **STOCKHOLDERS ARE URGED TO READ CAREFULLY AND IN THEIR ENTIRETY THE PROXY STATEMENT AND ANY OTHER SOLICITING MATERIALS THAT ARE FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THESE DOCUMENTS CONTAIN IMPORTANT INFORMATION ABOUT THE COMPANY**

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AND THE PROPOSALS TO BE VOTED UPON. The Company's proxy statement and any other solicitation materials filed by the Company with the SEC can be obtained free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov) and at the investor relations section of the Company's website at [thetradedesk.com](http://thetradedesk.com). The Company, its directors and certain of its officers and employees will be participants in the solicitation of proxies from stockholders in respect of the special meeting. The Company has also engaged Innisfree M&A Incorporated to aid in the solicitation of proxies. Detailed information regarding the identity of the participants, and their respective interests in the Company by security holdings or otherwise, are set forth in the definitive proxy statement for the special meeting. The contents of the websites referenced above are not deemed to be incorporated by reference into the proxy statement.

### **About The Trade Desk**

The Trade Desk™ is a technology company that empowers buyers of advertising. Through its self-service, cloud-based platform, ad buyers can create, manage, and optimize digital advertising campaigns across ad formats and devices. Integrations with major data, inventory, and publisher partners ensure maximum reach and decisioning capabilities, and enterprise APIs enable custom development on top of the platform. Headquartered in Ventura, CA, The Trade Desk has offices across North America, Europe, and Asia Pacific. To learn more, visit [thetradedesk.com](http://thetradedesk.com) or follow us on Facebook, Twitter, LinkedIn and YouTube.

### **Contact**

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