

**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): October 7, 2021 (October 6, 2021)

DoubleVerify Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-40349

(Commission File Number)

82-2714562

(IRS Employer Identification No.)

233 Spring Street

New York, New York

(Address of principal executive offices)

10013

(Zip Code)

(212) 631-2111

(Registrant's telephone number, including area code)

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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Class</u>	<u>Trading Symbol</u>	<u>Name of Each Exchange on Which Registered</u>
Common stock, par value \$0.001 per share	DV	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 Principal Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Appointment of New Directors.

The Board of Directors (the “**Board**”) of DoubleVerify Holdings, Inc. (the “**Company**”) appointed Rosie Perez and Scott Wagner to the Board, effective October 6, 2021, in accordance with the Company’s second amended and restated certificate of incorporation and amended and restated bylaws. In connection therewith, the Board increased the size of the Board from eight to nine members.

Ms. Perez filled an existing vacancy on the Board and will serve as a Class I director with a term expiring at the Company’s Annual Meeting of Stockholders in 2022. In connection with Ms. Perez’s appointment to the Board, the Board has also appointed Ms. Perez to the Audit Committee of the Board, effective October 6, 2021. Ms. Perez currently serves as Senior Vice President, Chief Financial Officer of American Express’ Global Commercial Services (GCS) segment.

The Board has determined that Ms. Perez is independent under the corporate governance standards of the rules of the New York Stock Exchange and the independence requirements of the Securities Exchange Act of 1934, as amended.

Mr. Wagner was appointed to the newly-created directorship on the Board and will serve as a Class III director with a term expiring at the Company’s Annual Meeting of Stockholders in 2024. In connection with Mr. Wagner’s appointment to the Board, the Board has also appointed Mr. Wagner to the Compensation Committee of the Board, effective October 6, 2021. Mr. Wagner served as Chief Executive Officer of GoDaddy from 2017 to 2019, and as President, Chief Operating Officer and Chief Financial Officer of GoDaddy from 2012 to 2017. Mr. Wagner currently serves on the public boards of TrueWind Capital Bilander and Bill.com.

The Board has determined that Mr. Wagner is independent under the corporate governance standards of the rules of the New York Stock Exchange.

Each of the new directors will participate in the Company’s standard compensation program for non-employee directors, including, for each director’s first year on the Board, prorated annual compensation. Such compensation program was previously disclosed on the Company’s Form S-1 (File No. 333-254380) filed with the Securities and Exchange Commission.

There is no arrangement or understanding pursuant to which any of the new directors was elected as a director, and there are no related party transactions between the Company and any of the new directors that would require disclosure under Item 404(a) of Regulation S-K.

The Company announced the appointments of Ms. Perez and Mr. Wagner in its October 7, 2021 press release. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated October 7, 2021.
104	Cover Page to this Current Report on Form 8-K 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.

DOUBLEVERIFY HOLDINGS, INC.

By: /s/ Mark Zagorski

Name: Mark Zagorski

Title: Chief Executive Officer and Director

Date: October 7, 2021



DoubleVerify Appoints Rosie Perez and Scott Wagner to Board of Directors

Perez, CFO of American Express' Global Commercial Services segment, and Wagner, former GoDaddy CEO, bring extensive Internet, operating and financial expertise

NEW YORK – October 7, 2021 - [DoubleVerify](#) ("DV") (NYSE: DV), a leading software platform for digital media measurement, data and analytics, today announced the appointment of Rosie Perez and Scott Wagner as independent directors to its Board of Directors, effective October 6, 2021. Perez will be a member of the Audit Committee and Wagner will serve on the Compensation Committee.

"We're delighted to have Rosie and Scott join DV's Board of Directors," said Davis Noell, Chair of the DoubleVerify Board. "They both have extensive operational, financial and strategic experience, and proven track records leading companies at scale through growth initiatives. This experience and expertise will be essential as we continue to execute on our strategic plan and pursue our many opportunities for continued global expansion."

Perez has spent 14 years in roles of increasing responsibility in the Finance organization of American Express. She currently serves as Senior Vice President, Chief Financial Officer of American Express' Global Commercial Services (GCS) segment, a leading provider of corporate and small business cards worldwide. As CFO of GCS at American Express, Perez manages the segment's P&L and leads her global team in providing financial guidance around long-term growth strategy, investments, products, benefits, and partnerships. She sits on both the Global Commercial Services Leadership Team and the Finance Leadership team. Prior to her current role, Perez led Investor Relations and served in several US and global finance roles at American Express. She is also the co-Executive Sponsor of American Express' Hispanic Employee Network and sits on the Board of Amex Bank of Canada. Prior to joining American Express, Perez gained public accounting experience with Ernst & Young.

"I know the critical importance of managing a company's strategic and financial initiatives, and understanding how they impact each facet of the business," said Perez. "I am excited to join DV's Board and support the company as it expands its business and operating footprint globally."

Wagner served as Chief Executive Officer of GoDaddy from 2017 to 2019, and as President, Chief Operating Officer and Chief Financial Officer of GoDaddy from 2012 to 2017. While at GoDaddy, Wagner oversaw the company's initial public offering and its operational transformation from a leading domain-name registrar in the United States into a thriving global

SaaS company with over 19 million customers and one of the largest technology platforms serving small and mid-sized businesses. He joined GoDaddy from global investment firm KKR, where he worked from 2000 to 2012. Wagner currently serves on the public boards of TrueWind Capital Bilander and Bill.com, as well as a several private growth companies, including GoFundMe and Kajabi.

“My seven years at GoDaddy provided me with deep insight into the workings of the Internet ecosystem and digital advertising,” said Wagner. “I look forward to supporting DV’s long-term strategic initiatives to ensure ongoing development and growth, as the company continues to transform the global digital media landscape.”

“Both Rosie and Scott are excellent additions to our Board,” said Mark Zagorksi, CEO of DoubleVerify. “Their extensive strategic, operational and leadership expertise, and impressive track records serving large, esteemed organizations, will be invaluable to DV as we continue to accelerate our global expansion and enterprise growth.”

About DoubleVerify

DoubleVerify is a leading software platform for digital media measurement, data and analytics. DV’s mission is to be the definitive source of transparency and data-driven insights into the quality and effectiveness of digital advertising for the world’s largest brands, publishers and digital ad platforms. DV’s technology platform provides advertisers with consistent and unbiased data and analytics that can be used to optimize the quality and return on digital ad investments. Since 2008, DV has helped hundreds of Fortune 500 companies gain the most from their media spend by delivering best in class solutions across the digital advertising ecosystem, helping to build a better industry. Learn more at www.doubleverify.com.
