

**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 21, 2022 (June 15, 2022)

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.)

160 Varick Street, Suite 03-120

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:

| Title of Class | Trading Symbol | Name of Each Exchange on Which Registered |
|---|----------------|---|
| 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 Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Appointment of New Director.

On June 15, 2022, the Board of Directors (the “**Board**”) of DoubleVerify Holdings, Inc. (the “**Company**”) appointed Sundeep Jain to the Board, effective July 1, 2022, 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 nine to ten members.

Mr. Jain 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. Jain’s appointment to the Board, the Board has also appointed Mr. Jain to the Compensation Committee of the Board, effective July 1, 2022. Mr. Jain serves as Senior Vice President and Chief Product Officer of Uber Technologies, Inc.

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

Mr. Jain will participate in the Company’s standard compensation program for non-employee directors, including, for his first year on the Board, prorated annual compensation. The compensation program was previously disclosed on the Company’s Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission.

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

The Company announced the appointment of Mr. Jain in its June 21, 2022 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

| Exhibit Number | Description |
|-----------------------|---|
| 99.1 | Press Release dated June 21, 2022. |
| 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/ Andrew E. Grimmig

Name: Andrew E. Grimmig

Title: Chief Legal Officer and Secretary

Date: June 21, 2022



DoubleVerify Adds Uber’s Sundeep Jain to its Board of Directors

Jain, Chief Product Officer and SVP of Engineering at Uber, brings 20+ years of product, engineering and managerial expertise

New York, NY (June 21, 2022) -- [DoubleVerify](#) (“DV”) (NYSE: DV), a leading software platform for digital media measurement, data and analytics, today announced the appointment of Sundeep Jain to its Board of Directors, effective July 1, 2022. Jain is Senior Vice President and Chief Product Officer of Uber (NYSE: UBER), where he manages a team of 3,000 responsible for the company’s global Mobility and Delivery products, encompassing engineering, product management, design, data science, and product operations. He will serve on the DV Board’s Compensation Committee.

“The addition of Sundeep to DV’s Board of Directors exemplifies our commitment not only to building a world class company, but a world class Board as well,” said Davis Noell, Chair of the DoubleVerify Board. “With experience spanning Uber to Google, he has an impressive background at industry-leading technology brands. His deep experience in developing and scaling products will help DV further its track record of innovation and continue its success globally. We are thrilled to have him join us.”

Prior to joining Uber in 2018, Jain served as Vice President, Product Management, Search Ads at Google – now Alphabet (NASDAQ: GOOG) – and in other key product management roles from 2013 to 2018. From 2010 to 2013, Jain was Vice President, Platforms at Zynga. Jain also served as Founder and CEO of Aceva Technologies from 1999 to 2007, at which point the company was acquired by SunGard, now part of FIS (Fidelity National Information Services).

“For the digital advertising ecosystem to function, brands need to trust in the effectiveness of their campaigns,” said Jain. “DV, through its innovative technology and software, is a trusted leader in maximizing brands’ digital investments. I’m excited to join DV’s Board to support the company’s continued growth and its mission to build a stronger, safer and more secure advertising industry.”

“We’re thrilled to add Sundeep, with his considerable technical expertise and product innovation track record, to our Board,” said Mark Zagorksi, CEO of DoubleVerify. “I look forward to his guidance and contribution to the team, as we continue to lead the industry in powering media quality and performance, and delivering superior outcomes for global brands.”

For more information about DoubleVerify, visit <http://www.doubleverify.com/>.

About DoubleVerify

[DoubleVerify](#) (“DV”) (NYSE: DV) is a leading software platform for digital media measurement and analytics. Our mission is to make the digital advertising ecosystem stronger, safer and more secure, thereby preserving the fair value exchange between buyers and sellers of digital media. Hundreds of Fortune 500 advertisers employ our unbiased data and analytics to drive campaign quality and effectiveness, and to maximize return on their digital advertising investments – globally.
