

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): February 27, 2023 (February 24, 2023)



i3 Verticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38532
(Commission
File Number)

82-4052852
(I.R.S. Employer
Identification No.)

40 Burton Hills Blvd., Suite 415
Nashville, TN
(Address of principal executive offices)

37215
(Zip Code)

(615) 465-4487
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- 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 each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Class A Common Stock, \$0.0001 Par Value	IIIV	Nasdaq Global Select 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.

i3 Verticals, Inc. (the “Company”) held its 2023 Annual Meeting of Stockholders on February 24, 2023 (the “Annual Meeting”). A total of 28,489,734 shares of the Company’s Class A and Class B common stock, each with par value \$0.0001 per share (collectively, “Common Stock”), were present in person or represented by proxy at the Annual Meeting, representing approximately 85.8% of the Company’s outstanding Common Stock as of the January 13, 2023 record date. The following describes the matters that were submitted to the vote of the stockholders of the Company at the Annual Meeting and the result of the votes on these matters:

1. The stockholders elected each of the following persons as directors of the Company for a term of one year and until his or her successor is elected and qualified.

Name	For	Withheld	Broker Non-Votes
(a) Gregory Daily	24,706,752	369,641	3,413,341
(b) Clay Whitson	21,029,418	4,046,975	3,413,341
(c) Elizabeth Seigenthaler Courtney	23,159,000	1,917,393	3,413,341
(d) John Harrison	22,785,489	2,290,904	3,413,341
(e) R. Burton Harvey	22,846,059	2,230,334	3,413,341
(f) Decosta Jenkins	24,971,850	104,543	3,413,341
(g) Timothy McKenna	24,904,404	171,989	3,413,341
(h) David Morgan	24,341,725	734,668	3,413,341
(i) David Wilds	24,944,247	132,146	3,413,341

2. The stockholders ratified the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm (independent auditors) for the fiscal year ending September 30, 2023.

For	Against	Abstain	Broker Non-Votes
28,484,477	2,129	3,128	—

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.

Date: February 27, 2023

i3 VERTICALS, INC.

By: /s/ Clay Whitson
Name: Clay Whitson
Title: Chief Financial Officer