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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 12, 2024**

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**Allbirds, Inc.**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-40963**  
(Commission  
File Number)

**47-3999983**  
(IRS Employer  
Identification No.)

**30 Hotaling Place**  
**San Francisco, CA 94111**  
(Address of principal executive offices, including zip code)

**(628) 225-4848**  
(Registrant's telephone number, including area code)

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

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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 (see General Instructions 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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, \$0.0001 par value	BIRD	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 (§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.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

***Resignation of Director***

On August 12, 2024, Mandy Fields notified Allbirds, Inc.'s (the "Company") board of directors (the "Board") of her intention to resign from the Board, effective as of September 10, 2024. Ms. Fields' resignation was not the result of any disagreement with the Company on any matter relating to the Company's operations, policies, or practices.

***Appointment of New Director***

Ravi Thanawala was appointed to the Board, effective September 10, 2024, to fill the vacancy created by Ms. Fields' resignation. Mr. Thanawala will serve as a Class III director and will stand for reelection at the 2027 annual meeting of stockholders. Mr. Thanawala will also serve as chair of the Board's Audit Committee.

Mr. Thanawala will receive 166,667 restricted stock units under the Company's 2021 Equity Incentive Plan that will vest in accordance with the Company's Non-Employee Director Compensation Policy, as described in the Company's proxy statement filed with the Securities and Exchange Commission on April 25, 2024. Mr. Thanawala has also executed the Company's standard form of indemnification agreement.

There is no arrangement or understanding between Mr. Thanawala and any other persons pursuant to which Mr. Thanawala was appointed as a director, and he has no direct or indirect material interest in any transaction required to be disclosed under Item 404(a) of Regulation S-K.

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

On August 13, 2024, the Company held a Special Meeting of Stockholders (the "Special Meeting"). At the Special Meeting, the Company's stockholders voted on the two proposals set forth below. A more detailed description of each proposal is set forth in the Company's definitive Proxy Statement filed with the Securities and Exchange Commission on June 28, 2024.

**Proposal No. 1:** Approval of an amendment to the Company's Ninth Amended and Restated Certificate of Incorporation to effect a reverse stock split of the Company's outstanding shares of class A common stock and class B common stock, at a ratio, ranging from one-for-ten (1:10) to one-for-fifty (1:50), with the exact ratio to be set within that range at the discretion of the Company's Board of Directors (the "Reverse Stock Split Proposal").

Votes For	Votes Against	Abstained
558,376,252	5,477,109	196,179

**Proposal No. 2:** Approval of an adjournment of the Special Meeting, if necessary, to solicit additional proxies if there are not sufficient votes at the time of the Special Meeting to approve the Reverse Stock Split Proposal.

Votes For	Votes Against	Abstained
559,538,402	4,016,093	495,045

Based on the foregoing votes, Proposals 1 and 2 were approved.

**Item 7.01 Regulation FD Disclosure.**

A copy of the press release announcing Mr. Thanawala's appointment is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information set forth in this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section. The information set forth in this Item 7.01, including Exhibit 99.1, shall not be deemed incorporated by reference into any other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

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<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release, dated August 15, 2024</a>
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the inline XBRL document)

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: August 15, 2024

**Allbirds, Inc.**

By: /s/ Joseph Vernachio  
Joseph Vernachio  
Chief Executive Officer

## **RAVI THANAWALA JOINS ALLBIRDS BOARD OF DIRECTORS**

**SAN FRANCISCO, Calif., August 15, 2024 (GlobeNewswire)** – Allbirds, Inc. (NASDAQ: BIRD), a global lifestyle brand that innovates with sustainable materials to make better products in a better way, today announced that Ravi Thanawala, Chief Financial Officer of Papa John's International, Inc. (NASDAQ: PZZA), has been appointed to its Board of Directors, effective September 10, 2024.

"We are delighted to have Ravi join our Board," said Joe Vernachio, CEO and Board Director. "Ravi is a seasoned consumer executive with extensive experience in the retail, footwear, apparel and restaurant industries. We look forward to his contributions across operations and finance as we continue on our journey to make great products, tell compelling stories and deliver an engaging customer experience."

"I am thrilled to join the Allbirds Board at this pivotal time for the Company," said Ravi Thanawala. "I look forward to working with the leadership team and Board, bringing my experience and long held passion for great brands to the business as we embark on the next chapter to build long-term shareholder value."

Thanawala has been Chief Financial Officer of Papa John's International since July 2023 and served as Interim Chief Executive Officer from March 2024 to August 2024. Prior to joining Papa John's, Thanawala spent seven years with Nike, Inc. where he held positions including Chief Financial Officer of Nike North America, Global VP and CFO of the Converse brand and Global VP of Retail Excellence, leading key functions across its business channels of franchises, licenses, direct to consumer and wholesale during a time of digital transformation for the business. Prior to Nike, Inc., Mr. Thanawala spent eight years at ANN INC., holding progressively increasing responsibilities in finance and operations and eventually becoming CFO of the ANN INC. business, a subsidiary of Ascena Retail Group, Inc. He holds a B.S. from the NYU Stern School of Business.

Mr. Thanawala will be replacing Mandy Fields, who is leaving the Board effective September 10, 2024. Mandy joined the Allbirds's board in October 2020 and has been an outstanding member of the board and a skillful audit committee chair.

"On behalf of the Board, we thank Mandy for her many valuable contributions to Allbirds during the past four years," said Vernachio. "With Mandy's financial acumen and decades of experience working with high growth consumer companies, she has been an invaluable partner to the entire leadership team."

### **About Allbirds, Inc.**

Based in San Francisco, with its roots in New Zealand, Allbirds launched in 2016 with a single shoe: the now iconic Wool Runner. In the years since, Allbirds has sold millions of pairs of shoes, and has maintained its commitment to incredible comfort, versatile style and unmatched quality. This is made possible with materials like Allbirds's sugarcane-based midsole technology, SweetFoam™, and textiles made with eucalyptus fibers and Merino wool – so consumers don't have to compromise between the best products and their impact on the earth.

[www.allbirds.com](http://www.allbirds.com)

Contacts:

**Investor Relations:**

[ir@allbirds.com](mailto:ir@allbirds.com)

**Media Contact:**

[press@allbirds.com](mailto:press@allbirds.com)