

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 14, 2024

P10, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-40937
(Commission File Number)

87-2908160
(IRS Employer
Identification No.)

4514 Cole Avenue
Suite 1600
Dallas, Texas
(Address of Principal Executive Offices)

75205
(Zip Code)

Registrant's Telephone Number, Including Area Code: 214 865-7998

(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(s)	Name of each exchange on which registered
Class A Common Stock, \$0.001 par value per share	PX	The New York Stock Exchange
Series A Junior Participating Preferred Stock Purchase Rights	N/A	N/A

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.

On June 14, 2024, P10, Inc. (the “Company”) held its 2024 Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders approved an amendment (the “Amendment”) to the Company’s 2021 Incentive Plan (the “Plan”) to increase the number of shares of the Company’s Class A Common Stock issuable under the Plan by 11,000,000 shares. A description of the Plan, as amended, is set forth in the Company’s definitive proxy statement for the Annual Meeting, which was filed with the U.S. Securities and Exchange Commission on April 24, 2024 (the “Proxy Statement”). The description herein is qualified in its entirety by reference to the full text of the Amendment, which is filed as Exhibit 10.1 to this Current Report on Form 8-K.

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

The Company held the Annual Meeting on June 14, 2024. At the Annual Meeting, the Company’s stockholders:

- (a) Elected three Class III Directors to serve on the Company’s board of directors until the 2027 annual meeting of stockholders and until their successors are duly elected and qualified (Proposal 1);
- (b) Approved an amendment to the P10, Inc. 2021 Incentive Plan to increase the number of shares issuable under the Plan by 11,000,000 shares (Proposal 2); and
- (c) Ratified the appointment of KPMG LLP as the Company’s independent registered public accounting firm to audit the Company’s financial statements for the fiscal year ending December 31, 2024 (Proposal 3).

For additional information on these proposals, please see the Proxy Statement. The voting results for each of these proposals are set forth below:

Proposal 1 – Election of Class III Directors

Nominee	Votes For	Withholds	Broker Non-Votes
Robert Alpert	480,707,246	98,705,350	20,883,232
Travis Barnes	569,905,117	9,507,479	20,883,232
Luke A. Sarsfield III	573,317,795	6,260,277	20,717,756

Proposal 2 – Approval of amendment to the P10, Inc. 2021 Incentive Plan to increase the number of shares issuable under the Plan by 11,000,000 shares

Votes For	Votes Against	Abstentions	Broker Non-Votes
569,083,264	10,322,359	179,153	20,711,052

Proposal 3 – Ratification of the appointment of KPMG LLP as the Company’s independent registered public accounting firm to audit the Company’s financial statements for the fiscal year ending December 31, 2024

Votes For	Votes Against	Abstentions	Broker Non-Votes
599,601,307	366,861	327,660	0

Item 8.01 Other Events.

On June 17, 2024, the Company issued a press release announcing the results of the Annual Meeting and the appointment of Tracey Benford as Lead Independent Director. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit no.	Description
10.1	Amendment No. 1 to P10, Inc. 2021 Stock Incentive Plan
99.1	Press Release, dated June 17, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

P10, INC.

Date: June 17, 2024

By: /s/ Amanda Coussens

Amanda Coussens
Chief Financial Officer

**AMENDMENT NO. 1 TO
P10, INC. 2021 INCENTIVE PLAN
As Amended and Restated**

WHEREAS, P10, Inc. (the “Company”) maintains the P10, Inc. 2021 Incentive Plan, as amended and restated from time to time (the “Plan”) (capitalized terms not defined herein shall have the meaning assigned to such terms in the Plan);

WHEREAS, pursuant to Section 11.1 of the Plan, the Board may amend the Plan, in whole or part, provided that stockholder approval is required for any amendment to the Plan that increases the number of shares under the Plan (other than any automatic increase or adjustment as provided under the Plan);

WHEREAS, the Board has determined, based on the recommendation of the Committee and in consultation with management, that it is in the best interests of the Company to amend the Plan, subject to stockholder approval, to increase the aggregate number of shares of Common Stock available for Awards under the Plan by 11,000,000 shares;

WHEREAS, on February 27, 2024, the Board approved the amendment to the Plan to increase the number of shares under the Plan;

NOW, THEREFORE, the Plan is hereby amended, subject to approval of the shareholders of the Company, as follows:

1. Section 4.1 of the Plan is hereby amended to read in its entirety as follows:
“Number of Shares. Subject to adjustment as provided in Sections 4.2 and 4.3, the aggregate number of Shares of Stock which may be issued or transferred pursuant to Awards under the Plan shall be the sum of 23,000,000 shares plus the number of shares available for grant under the Prior Plan as of the Effective Date. Notwithstanding the foregoing, in order that the applicable regulations under the Code relating to Incentive Stock Options be satisfied, the maximum number of shares of Stock that may be delivered upon exercise of Incentive Stock Options shall be 9,750,000, as adjusted under Sections 4.2 and 4.3. Shares of Stock issued pursuant to the Plan may be either authorized but unissued Shares or Shares held by the Company in its treasury. Upon effectiveness of the Plan, no further awards shall be granted under a Prior Plan.”

2. Except as specifically set forth in this Amendment, all other terms and conditions of the Plan shall remain in full force and effect.
3. If the Company’s shareholders fail to approve this Amendment, the Plan, as in effect prior to this Amendment, shall continue in full force and effect.

IN WITNESS WHEREOF, the Company has caused this Amendment No. 1 to the P10, Inc. 2021 Incentive Plan, as amended and restated, to be executed by its duly authorized officer.

P10, INC.

/s/ Amanda Coussens
Amanda Coussens
Chief Financial Officer

Date: June 14, 2024



4514 Cole Avenue, Suite 1600
Dallas, Texas 75205

P10 Announces Results of its Annual Meeting of Stockholders
Appoints Tracey Benford to Lead Independent Director

DALLAS, June 17, 2024 (GLOBE NEWSWIRE) - [P10, Inc.](#) (NYSE: PX) (the "Company"), a leading private markets solutions provider, announced the voting results of its Annual Meeting of Stockholders. All motions put forward by the Company were passed.

Additionally, the Board of Directors (the "Board") of P10, Inc. appointed Tracey Benford to Lead Independent Director. Ms. Benford, who joined the Board in April of 2024, will continue to serve on the Company's Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee.

"The Board is unified in its view that Tracey will provide critical industry expertise, strategic guidance, and prudent stewardship as Lead Independent Director," said Luke Sarsfield, P10 Chairman and Chief Executive Officer. "As P10 executes its growth plan, Tracey's role establishes strong governance policy that will enable effective oversight and support from our experienced, diverse Board."

At the Annual Meeting, the Company's stockholders:

- Elected three Class III Directors to serve on the Board until the 2027 annual meeting of stockholders and until their successors are duly elected and qualified (Proposal 1);
- Approved an amendment to the P10, Inc. 2021 Incentive Plan to increase the number of shares issuable under the Plan by 11,000,000 shares (Proposal 2); and
- Ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm to audit the Company's financial statements for the fiscal year ending December 31, 2024 (Proposal 3).

For additional information on these proposals, please see the Company's Proxy Statement. The official voting results for each item voted on by stockholders will be disclosed in a report to be filed with the Securities and Exchange Commission.

About P10

P10 is a leading multi-asset class private markets solutions provider in the alternative asset management industry. P10's mission is to provide its investors differentiated access to a broad set of investment solutions that address their diverse investment needs within private markets. As of March 31, 2024, P10 has a global investor base of more than 3,600 investors across 50 states, 60 countries, and six continents, which includes some of the world's largest pension funds, endowments, foundations, corporate pensions, and financial institutions. Visit www.p10alts.com.

Forward-Looking Statements

Some of the statements in this release may constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995. Words such as "will," "expect," "believe," "estimate," "continue," "anticipate," "intend," "plan" and similar expressions are intended to identify these forward-looking



statements. Forward-looking statements discuss management’s current expectations and projections relating to our financial position, results of operations, plans, objectives, future performance, and business. The inclusion of any forward-looking information in this release should not be regarded as a representation that the future plans, estimates, or expectations contemplated will be achieved. Forward-looking statements reflect management’s current plans, estimates, and expectations, and are inherently uncertain. All forward-looking statements are subject to known and unknown risks, uncertainties, assumptions and other important factors that may cause actual results to be materially different, global and domestic market and business conditions; successful execution of business and growth strategies and regulatory factors relevant to our business; changes in our tax status; our ability to maintain our fee structure; our ability to attract and retain key employees; our ability to manage our obligations under our debt agreements; our ability to make acquisitions and successfully integrate the businesses we acquire; assumptions relating to our operations, financial results, financial condition, business prospects, growth strategy; and our ability to manage the effects of events outside of our control. The foregoing list of factors is not exhaustive. For more information regarding these risks and uncertainties as well as additional risks that we face, you should refer to the “Risk Factors” included in our annual report on Form 10-K for the year ended December 31, 2023, filed with the U.S. Securities and Exchange Commission (“SEC”) on March 13, 2024, and in our subsequent reports filed from time to time with the SEC. The forward-looking statements included in this release are made only as of the date hereof. We undertake no obligation to update or revise any forward-looking statement as a result of new information or future events, except as otherwise required by law.

Ownership Limitations

P10’s Certificate of Incorporation contains certain provisions for the protection of tax benefits relating to P10’s net operating losses. Such provisions generally void transfers of shares that would result in the creation of a new 4.99% shareholder or result in an existing 4.99% shareholder acquiring additional shares of P10.

P10 Investor Contact:

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