

**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): December 7, 2023

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**Peloton Interactive, Inc.**

(Exact name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-39058**  
(Commission File Number)

**47-3533761**  
(IRS Employer  
Identification No.)

**441 Ninth Avenue, Sixth Floor  
New York, New York**

(Address of Principal Executive Offices)

**10001**

(Zip Code)

**Registrant's Telephone Number, Including Area Code: (929) 567-0006**

**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:

- 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	Name of Each Exchange on Which Registered
<b>Class A Common Stock, \$0.000025 par value per share</b>	<b>PTON</b>	<b>The Nasdaq Stock Market LLC</b>

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

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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.**

As further described in Item 5.07 below, on December 7, 2023 at the 2023 Annual Meeting of Stockholders (the “Annual Meeting”) of Peloton Interactive, Inc. (the “Company”), the Company’s stockholders approved an amendment to the Peloton Interactive, Inc. 2019 Equity Incentive Plan (the “2019 Plan”) to increase the shares reserved for issuance under the 2019 Plan by 36,000,000 shares (the “Amendment”). The Amendment was previously adopted by the Company’s board of directors subject to stockholder approval. The 2019 Plan and the Amendment are described in greater detail in the Company’s definitive proxy statement for the Annual Meeting, filed with the Securities and Exchange Commission (“SEC”) on October 26, 2023 (the “Proxy Statement”), under the caption “Proposal 3: Approval of an Amendment to the Peloton Interactive, Inc. 2019 Equity Incentive Plan,” which disclosure is incorporated herein by reference. The description of the 2019 Plan as amended by the Amendment contained in the Proxy Statement as Annex B is qualified in its entirety by reference to the full text of the 2019 Plan as amended by the Amendment, which is attached as Exhibit 10.1 hereto and is incorporated herein by reference.

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

On December 7, 2023, the Company held its virtual 2023 Annual Meeting exclusively online via live webcast. The Company’s stockholders voted on three proposals at the Annual Meeting, each of which is described in more detail in the Proxy Statement. There were 274,155,767 shares of Class A Common Stock and 17,741,526 shares of Class B Common Stock present at the Annual Meeting online or by proxy, which constituted a quorum for the transaction of business. In deciding the proposals at the Annual Meeting, each share of Class A common stock represented one vote and each share of Class B common stock represented 20 votes.

At the Annual Meeting, the Company’s stockholders voted on the following proposals:

1. To elect three Class I directors, each of whom is currently serving on the Company’s board of directors, each to serve a three-year term expiring at the 2026 annual meeting of stockholders and until such director’s successor has been elected and qualified or until such director’s earlier death, resignation, disqualification, or removal.
2. To ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending June 30, 2024.
3. To approve the Amendment.

The final results for each of these proposals are as follows:

**Proposal 1: Election of Directors.**

<b><u>Nominee</u></b>	<b><u>Votes For</u></b>	<b><u>Votes Withheld</u></b>	<b><u>Broker Non-Votes</u></b>
Barry McCarthy	490,810,267	49,927,068	88,248,952
Angel Mendez	489,775,979	50,961,356	88,248,952
Pamela Thomas-Graham	473,083,489	67,653,846	88,248,952

Each of the three nominees for directors was elected to serve until the 2026 annual meeting of stockholders and until such director’s successor has been elected and qualified or until such director’s earlier death, resignation, disqualification, or removal.

**Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm.**

<b><u>Votes For</u></b>	<b><u>Votes Against</u></b>	<b><u>Abstentions</u></b>
627,383,614	1,106,224	496,449

The stockholders ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending June 30, 2024. There were no broker non-votes on this matter.

**Proposal 3: Approval of the Amendment to the Peloton Interactive, Inc. 2019 Equity Incentive Plan**

<b><u>Votes For</u></b>	<b><u>Votes Against</u></b>	<b><u>Abstentions</u></b>	<b><u>Broker Non-Votes</u></b>
375,361,333	124,016,869	41,359,133	88,248,952

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The stockholders approved the Amendment.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

Exhibit No.	Description
10.1	<a href="#">Amendment to the Peloton Interactive, Inc. 2019 Equity Incentive Plan</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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.

**PELOTON INTERACTIVE, INC.**

Date: December 12, 2023

By: /s/ Tammy Albarrán

Tammy Albarrán

Chief Legal Officer

**AMENDMENT TO THE  
PELTON INTERACTIVE, INC. 2019 EQUITY INCENTIVE PLAN**

THIS AMENDMENT TO THE PELTON INTERACTIVE, INC. 2019 EQUITY INCENTIVE PLAN (this "Amendment") is made and adopted by Peloton Interactive, Inc., a Delaware corporation (the "Company"). Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan (as defined below).

**RECITALS**

WHEREAS, the Company maintains the Peloton Interactive, Inc. 2019 Equity Incentive Plan (as amended from time to time, the "Plan");

WHEREAS, pursuant to Section 25 of the Plan, the Plan may be amended by the Board of Directors of the Company (the "Board") at any time, subject to the terms of the Plan; and

WHEREAS, the Board has adopted this Amendment, subject to approval by the stockholders of the Company within twelve months following the date of such action.

NOW, THEREFORE, in consideration of the foregoing, the Company hereby amends the Plan as follows, subject to approval by the stockholders of the Company within twelve months following the date of Board adoption of this Amendment:

1. Section 2.1 of the Plan is hereby amended and restated in its entirety to read as follows:

"2.1 Number of Shares Available. Subject to Section 2.4, Section 2.6 and Section 21 and any other applicable provisions hereof, the total number of Shares reserved and available for grant and issuance pursuant to this Plan is 161,701,446 Shares, plus (a) any reserved shares not issued or subject to outstanding grants under the Company's 2015 Stock Plan (the "Prior Plan") on the Effective Date, (b) shares that are subject to stock options or other awards granted under the Prior Plan that cease to be subject to such stock options or other awards by forfeiture or otherwise after the Effective Date, (c) shares issued under the Prior Plan before or after the Effective Date pursuant to the exercise of stock options that are, after the Effective Date, forfeited, (d) shares issued under the Prior Plan that are repurchased by the Company at the original issue price and (e) shares that are subject to stock options or other awards under the Prior Plan that are used to pay the exercise price of an option or withheld to satisfy the tax withholding obligations related to any award. Any of the Company's Class B common stock that becomes available for grant pursuant this Section 2.1 will be issued only as Shares."

2. The first sentence of Section 24 of the Plan is hereby amended and restated in its entirety to read as follows.

"Unless earlier terminated as provided herein, this Plan will become effective on the Effective Date and will terminate on October 24, 2033."

3. This Amendment shall be and is hereby incorporated in and forms a part of the Plan; provided that the Amendment shall be subject to approval by the stockholders of the Company within twelve months following the date on which the Board adopts this Amendment.

4. Except as expressly provided herein, all other terms and provisions of the Plan shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, I hereby certify that this Amendment was duly adopted by the Board of Directors of Peloton Interactive, Inc. on October 24, 2023 and was approved by the stockholders of Peloton Interactive, Inc. on December 7, 2023.

Peloton Interactive, Inc.  
By: /s/ Tammy Albarrán  
Tammy Albarrán  
Chief Legal Officer

Date: December 7, 2023