

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): September 7, 2021

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**ZoomInfo Technologies Inc.**

(Exact name of registrant as specified in its charter)

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

**001-39310**  
(Commission File Number)

**84-3721253**  
(IRS Employer Identification No.)

**805 Broadway Street, Suite 900, Vancouver, Washington 98660**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(800) 914-1220**

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**Not applicable**

(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:

<b>Title of each class</b>	<b>Trading Symbol</b>	<b>Name of each exchange on which registered</b>
Class A common stock, par value \$0.01 per share	ZI	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 7.01 Regulation FD Disclosure.**

On September 7, 2021, ZoomInfo Technologies Inc. (the “Company” or “ZoomInfo”) issued a press release announcing that its Board of Directors (the “Board of Directors”) has unanimously approved streamlining the Company’s corporate structure and governance by eliminating the Company’s umbrella partnership-C-corporation (“UP-C”) structure. As a result of this approval, the Company plans to pursue a reorganization of certain corporate entities (the “Reorganization”), subject to approval of the Reorganization transactions by the Board of Directors. As part of the Reorganization, the Company plans to form a new Delaware corporation (“NewCo”) with a single class of common stock as a new holding company of ZoomInfo that will replace ZoomInfo as a listed company. In connection with the Reorganization, holders of shares of Class A common stock, par value \$0.01 per share (the “Class A Common Stock”), and Class C common stock, par value \$0.01 per share, of the Company will cease to hold such shares and will receive an equivalent number of shares of Class A common stock, par value \$0.01 per share, of NewCo that have the same voting and economic rights as the Company’s existing Class A Common Stock. The Reorganization is aimed at reducing operational complexity and implementing more investor friendly corporate governance and is expected to enable the Company to become eligible for inclusion in relevant stock indices.

The Company is targeting completing the Reorganization in the fourth quarter of 2021.

The full text of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information contained in Item 7.01 of this Current Report on Form 8-K, including the press release furnished as Exhibit 99.1 hereto, 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, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

The following documents are herewith furnished as exhibits to this report:

Exhibit No.	Description
99.1	<a href="#">Press Release dated September 7, 2021</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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## **FORWARD-LOOKING STATEMENTS**

This Current Report on Form 8-K contains “forward-looking statements” within the meaning of the federal securities laws. Forward-looking statements include all statements that are not historical facts, including without limitation statements regarding the Company’s plans to pursue the Reorganization and the expected timing and benefits of the Reorganization. In some cases, you can identify these forward-looking statements by the use of words such as “anticipate,” “aim,” “believe,” “can,” “continue,” “could,” “estimate,” “expect,” “forecast,” “goal,” “intend,” “may,” “might,” “objective,” “outlook,” “plan,” “potential,” “predict,” “projection,” “seek,” “should,” “target,” “trend,” “will,” “would” or the negative version of these words or other comparable words. Such forward-looking statements are subject to various risks, uncertainties, assumptions, or changes in circumstances that are difficult to predict or quantify. Accordingly, there are or will be important factors that could cause actual outcomes or results to differ materially from those indicated in these statements. These factors include but are not limited to those described in the Company’s Annual Report on Form 10-K for the year ended December 31, 2020 and other reports filed by the Company from time to time with the Securities and Exchange Commission (“SEC”), which are accessible on the SEC’s website at [www.sec.gov](http://www.sec.gov). These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included such filings. The Company undertakes no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise, except as required by law.

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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.

ZoomInfo Technologies Inc.

Date: September 7, 2021

By: /s/ Anthony Stark

Name: Anthony Stark

Title: General Counsel and Corporate Secretary



## **ZoomInfo Board Approves Elimination of Up-C Corporate Structure and Move to Single Class of Common Stock**

**Simplified Corporate Structure Reduces Compliance and Reporting Complexity;  
Corporate Governance Enhancements Create Opportunity for Increased Index Inclusion**

**Vancouver, WA**, Sept. 7, 2021 - ZoomInfo, (NASDAQ: ZI) a global leader in go-to-market software, data, and intelligence, today announced that its board of directors has unanimously approved streamlining the Company's corporate structure and governance by eliminating the Company's UP-C structure. This approval comes after the majority of OpCo units, along with shares of Class B and Class C common stock, were converted to Class A common shares during the week ending September 3, 2021. As a result of this approval, the Company plans to pursue a reorganization of certain corporate entities, which will result in all shareholders holding the same class of common stock with the same economic and voting interests.

"This is an exciting next step in our evolution as a public company," said Henry Schuck, ZoomInfo Founder and CEO. "Since our successful IPO last year, ZoomInfo has established itself as a leading software company, consistently delivering a combination of growth and profitability. Just as removing complexity is good for our customers, it's also good for our investors. With this move to simplify our corporate structure, we further reinforce our commitment to good corporate governance, eliminating multiple share classes, and giving all of our shareholders one vote per share."

The Company believes that these changes will unlock shareholder value by expanding potential investor appeal through reduced complexity, and more investor friendly corporate governance. The restructuring is expected to enable the Company to become eligible for inclusion in relevant stock indices. Operationally, the Company expects the simplification to reduce compliance and reporting costs, and increase cash flow, as well as increase the flexibility with respect to future transactions and potential acquisitions. The Company expects to record net assets exceeding \$800 million related to the conversion of OpCo units to Class A common stock, comprised of deferred tax assets partially offset by the corresponding Tax Receivables agreements ("TRA") liabilities that will be realized over the next 15-20 years.

The Company is targeting completing the conversion to a single class of common stock in the fourth quarter of 2021.

ZoomInfo has experienced rapid growth since its public listing in June 2020. In the second quarter of 2021, ZoomInfo announced revenue of \$174 million, an increase of 57 percent year-over-year, and closed the quarter with a Company record of more than 1,100 customers with \$100,000 or greater in annual contract value.

### **Cautionary Statement Regarding Forward-Looking Information**

This press release contains "forward-looking statements" within the meaning of the federal securities laws. Forward-looking statements include all statements that are not historical facts, including, without limitation, statements regarding the anticipated elimination of the Company's Up-C corporate structure and the related timing and impacts on the Company. In some cases, you can identify these forward-looking statements by the use of words such as "anticipate," "aim," "believe," "can," "continue," "could," "estimate," "expect," "forecast," "goal," "intend," "may," "might," "objective," "outlook," "plan," "potential," "predict," "projection," "seek," "should," "target," "trend," "will," "would" or the

negative version of these words or other comparable words. Such forward-looking statements are subject to various risks, uncertainties, assumptions, or changes in circumstances that are difficult to predict or quantify. Accordingly, there are or will be important factors that could cause actual outcomes or results to differ materially from those indicated in these statements. These factors include but are not limited to those described in the Company's Annual Report on Form 10-K for the year ended December 31, 2020 and other reports filed by the Company from time to time with the Securities and Exchange Commission ("SEC"), which are accessible on the SEC's website at [www.sec.gov](http://www.sec.gov). These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included such filings. The Company undertakes no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise, except as required by law.

#### **About ZoomInfo**

ZoomInfo (NASDAQ: ZI) is a leader in modern go-to-market software, data, and Intelligence for more than 20,000 companies worldwide. The ZoomInfo platform empowers business-to-business sales, marketing, and recruiting professionals to hit their number by pairing best-in-class technology with unrivaled data coverage, accuracy, and depth of company and contact information. With integrations embedded into workflows and technology stacks, including the leading CRM, Sales Engagement, Marketing Automation, and Talent Management applications, ZoomInfo drives more predictable, accelerated, and sustainable growth for its customers. ZoomInfo emphasizes GDPR and CCPA compliance. In addition to creating the industry's first proactive notice program, the company is a registered data broker with the states of California and Vermont. Read about ZoomInfo's commitment to compliance, privacy, and security. For more information about our leading go-to-market software, data, and intelligence, and how they help sales, marketing, and recruiting professionals, please visit [www.zoominfo.com](http://www.zoominfo.com).

#### **Investor Contact:**

Jeremiah Sisitsky  
VP of Investor Relations  
617-826-2068  
[IR@zoominfo.com](mailto:IR@zoominfo.com)

#### **Media Contact:**

Steve Vittorioso  
Director, Communications  
978-875-1297  
[PR@zoominfo.com](mailto:PR@zoominfo.com)