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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): February 25, 2025



**PATHWARD FINANCIAL, INC.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b>	<b>0-22140</b>	<b>42-1406262</b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

**5501 South Broadband Lane, Sioux Falls, South Dakota 57108**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(877) 497-7497**

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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$.01 par value	CASH	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 5.07 Submission of Matters to a Vote of Security Holders.**

**Annual Meeting of Stockholders**

At the 2025 Annual Meeting of Stockholders of Pathward Financial, Inc. (the "Company") held virtually on February 25, 2025 (the "Annual Meeting"), the shareholders of the Company: (i) elected each of the persons listed below under Proposal 1 to serve as a director of the Company for a term of two years (Mr. Mehta) and for a term of three years (Ms. Hoople, Mr. McCray, and Mr. Pharr), in each case until their successors are elected and duly qualified; (ii) approved, on a non-binding advisory basis, the compensation of the Company's "named executive officers" disclosed in the Company's 2025 Proxy Statement; (iii) ratified the appointment of Crowe LLP as the independent auditors of the Company's financial statements for the year ending September 30, 2025.

The final results for the votes regarding the proposals are as follows:

**Proposal 1:**

To elect one director (Mr. Mehta) for a term of two years ending in 2027 and three directors (Ms. Hoople, Mr. McCray, and Mr. Pharr) for a term of three years ending in 2028, until their successors are elected and duly qualified:

<b>Nominee</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Elizabeth G. Hoople	18,243,838	932,935	1,837,473
Ronald D. McCray	18,924,724	252,049	1,837,473
Brett L. Pharr	18,982,723	194,050	1,837,473
Neeraj K. Mehta	18,847,394	329,379	1,837,473

The following directors continue to serve on the Board of Directors following the Annual Meeting: Douglas J. Hajek, Christopher Perretta, Becky S. Shulman, Kendall E. Stork, and Lizabeth H. Zlatkus.

**Proposal 2:**

To approve, by a non-binding advisory vote, the compensation of the Company's "named executive officers" (a "Say-on-Pay" vote), with 18,764,231 votes cast for, 377,838 votes cast against, 34,704 votes abstaining and 1,837,473 broker non-votes.

**Proposal 3:**

To ratify the appointment by the Board of Directors of independent registered public accounting firm Crowe LLP as the independent auditors of the Company's financial statements for the fiscal year ending September 30, 2025, with 20,868,637 votes cast for, 133,781 votes cast against and 11,828 votes abstaining.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b><u>Exhibit Number</u></b>	<b><u>Description of Exhibit</u></b>
104	Cover Page Interactive Data File (the cover page iXBRL tags are embedded within the Inline XBRL document).

**SIGNATURE**

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.

PATHWARD FINANCIAL, INC.

Date: February 26, 2025

By: /s/ Gregory A. Sigrist  
Gregory A. Sigrist  
Executive Vice President and Chief Financial Officer