
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): March 1, 2023



PATHWARD FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

Delaware	0-22140	42-1406262
(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. ☐

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

On February 28, 2023, the Board of Directors (the "Board") of Pathward Financial, Inc. (the "Company") appointed Christopher Perretta as a member of the Board, effective immediately. Mr. Perretta's initial term will expire at the Company's 2024 annual meeting of shareholders and will stand for election at that meeting. The Board determined that Mr. Perretta is independent under applicable rules and the Board's criteria for determining director independence. Mr. Perretta has been appointed as a member of the Board's Corporate Governance and Nominating Committee and the Pathward, N.A. Board of Directors Risk and Credit Committee.

There are no arrangements or understandings pursuant to which Mr. Perretta was appointed and there are no related party transactions between the Company and Mr. Perretta that would require disclosure under Item 404(a) of Regulation S-K.

For his service as a non-employee director on the Board, Mr. Perretta will receive a cash retainer and an annual stock award consisting of shares of the Company's common stock granted to non-employee directors, as such compensation is described in the Company's proxy statement filed with the Securities and Exchange Commission on January 18, 2023 and as updated from time to time.

A copy of the press release related to the matters described in this Item 5.02 is filed as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number

[99.1](#)

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Description of Exhibit

Registrant's Press Release dated March 1, 2023.

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: March 1, 2023

By: /s/ Glen W. Herrick

Glen W. Herrick

Executive Vice President and Chief Financial Officer



Pathward Appoints Christopher Perretta to Board of Directors

SIOUX FALLS, S.D., March 1, 2023 - Pathward Financial, Inc. ("Pathward Financial" or the "Company") (Nasdaq: CASH) and its subsidiary Pathward®, N.A. ("Pathward"), an industry leading financial empowerment company, today announced that Christopher Perretta has been elected as an independent member of the Board of Directors, effective Feb. 28, 2023. Mr. Perretta will serve as a member of the Corporate Governance and Nominating Committee of the Pathward Financial and Pathward®, N.A. boards and the Risk and Credit Committee of the Pathward®, N.A. board.

"Having held multiple positions as the Chief Information Officer, Chris is in a unique position to help us bolster our Information Technology and Cybersecurity capabilities. His knowledge and understanding across financial services will support Pathward where we aim to offer Financial Inclusion for All™ while driving shareholder value," said Douglas Hajek, Chair of the Board of Directors for Pathward Financial and Pathward.

Mr. Perretta previously served as Chief Information and Operations Officer at MUFG Americas Holdings Corporation and its U.S. banking subsidiary, MUFG Union Bank, N.A. from March 2017 to January 2019. From September 2007 until March 2017, he served as Global Chief Information Officer at State Street Corporation and as a member of State Street Corporation's Management Committee from February 2013 until March 2017. From December 1996 to September 2007, Perretta held various roles at General Electric Capital Corporation including Chief Information Officer for the North American Consumer Financial Services unit, Chief Technology Officer for General Electric Capital, and Chief Information Officer of General Electric Commercial Finance. He was also a Vice President for the General Electric Company. From January 1985 until December 1996, Perretta served as a consultant at Andersen Consulting (now Accenture) serving the technology and financial services practices in the United States, France and the UK. Perretta has been on the Board of Directors of NetScout Systems, Inc. since 2014 and previously served as a member of the Board of Directors of Deutsche Bank Trust NA, as well as a privately held technology company. He currently serves on the board of the Advanced Cyber Security Center. He received a B.S. degree in Electrical Engineering from Johns Hopkins University and a M.S. degree in Electrical Engineering from Syracuse University.

"Chris brings with him a background that spans both banking and commercial finance companies making his experience a perfect fit for Pathward, which sits at the hub of the financial ecosystem where financial technology and banking intersect," said Brett Pharr, Chief Executive Officer of Pathward Financial, Inc. "We welcome him to the board and look forward to the benefit of his perspective and his extensive knowledge and experience, especially in the innovative use of technology in financial services."

About Pathward®

Pathward®, N.A., a national bank, is a subsidiary of Pathward Financial, Inc. (Nasdaq: CASH). Pathward is a U.S.-based financial empowerment company driven by its purpose to power financial inclusion. Pathward strives to increase financial availability, choice and opportunity across our Banking as a Service and Commercial Finance business lines. The strategic business lines provide end-to-end support to individuals and businesses. Learn more at Pathward.com.

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