# 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): November 18, 2026**

# Pinterest, Inc.
**(Exact Name of Registrant as Specified in its Charter)**

| Delaware | 001-38872 | 26-3607129 |
|---|---|---|
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

**651 Brannan Street**
**San Francisco, California 94107**
**(Address of principal executive offices, including zip code)**

**(415) 762-7100**
**(Registrant's telephone number, including area code)**

**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 (see General Instruction A.2. below):

☐ 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 |
|---|---|---|
| Class A Common Stock, $0.00001 par value | PINS | New York Stock Exchange |

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 November 18, 2026, the Talent Development and Compensation Committee (the "**Committee**") of the Board of Directors of Pinterest, Inc. (the "**Company**") further amended and restated the Pinterest, Inc. Severance and Change in Control Plan for Employees in Level 21 Positions (previously amended and restated effective September 30, 2026, as described in the Company's Current Report on Form 8-K filed on October 2, 2026), effective November 18, 2026 (the "**Plan**"). Pursuant to the Plan, subject to the participant's execution of a separation and release agreement and continued adherence to the terms of a confidential information and invention assignment agreement, in addition to the benefits available under the Plan prior to its further amendment and restatement, a participant's outstanding performance-based restricted stock units ("**PSUs**") will vest based on the greater of target performance and actual performance measured as of the date of the change in control (i) in the event of a termination of employment without "cause" or for "good reason" (each as defined in the Plan), in either case upon or within 12 months following a "change in control" (as defined in the Plan) or, in certain circumstances, within 90 days prior to a change in control, or (ii) in the event the participant's awards are not assumed, substituted, continued or replaced in connection with a change in control. The Plan also (x) provides that the treatment of equity awards and annual bonuses under the Plan applies notwithstanding any contrary provision of the applicable award agreement or annual bonus program, (y) clarifies the treatment of annual bonuses and equity awards upon terminations of employment for which no benefits are provided under the Plan and (z) provides that an individual whose executive severance and change in control agreement with the Company so provides will be treated as a participant in the Plan solely for purposes of the Plan's annual bonus and PSU provisions.

On November 18, 2026, the Committee also approved the amendment and restatement of the Executive Severance & Change in Control Agreements between the Company and each of William Ready, the Company's Chief Executive Officer, and Wanji Walcott, the Company's Chief Legal and Business Affairs Officer and Corporate Secretary (each, an "**Executive Agreement**"), each of whom is not eligible to participate in the Plan. Pursuant to the Executive Agreements, Mr. Ready and Ms. Walcott will be entitled to the annual bonus payments and PSU treatment provided under the Plan as if they were participants in the Plan, subject to the terms of the Plan as in effect from time to time, applying the Plan's definitions of "cause" and "good reason" only to the extent more favorable to the executive than the corresponding definitions in the executive's Executive Agreement. In addition, Mr. Ready's Executive Agreement provides that a resignation for good reason (as defined in his Executive Agreement) other than in connection with a change in control will be treated as a termination without cause for purposes of the Plan's annual bonus provisions.

The Committee also approved an amendment to Mr. Ready's outstanding PSU award agreements to provide that, subject to his execution of a release of claims, a resignation by Mr. Ready for good reason (as defined in his Executive Agreement) will be treated in the same manner as a termination without cause, including that, in the event of such a resignation other than in connection with a change in control, a pro-rated portion of his PSUs will remain eligible to vest based on actual performance through the end of the applicable performance period.

The foregoing descriptions of the Plan, the Executive Agreements and the amendment to Mr. Ready's PSU award agreements are summaries and are subject in all respects to the full text of such documents, which will be filed with the Company's Annual Report on Form 10-K for the fiscal year ending December 31, 2026.

**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.

**PINTEREST, INC.**

Date: November 23, 2026

By: /s/ Wanji Walcott
Wanji Walcott
Chief Legal and Business Affairs Officer and Corporate Secretary