
**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): January 7, 2026

Compass, Inc.
(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

001-40291
(Commission File Number)

30-0751604
(IRS Employer Identification No.)

**110 Fifth Avenue, 4th Floor
New York, New York**
(Address of Principal Executive Offices)

10011
(Zip Code)

Registrant's Telephone Number, Including Area Code: (646) 982-0353

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 Instructions 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 per share	COMP	The 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 5.07. Submission of Matters to a Vote of Security Holders.

On January 7, 2025, Compass, Inc. (the “Company” or “Compass”) held a special meeting of stockholders (the “Special Meeting”) to consider certain proposals related to the Agreement and Plan of Merger, dated as of September 22, 2025 (as it may be amended, supplemented or otherwise modified from time to time, the “Merger Agreement”), by and among the Company, Anywhere Real Estate Inc. (“Anywhere”), a Delaware corporation, and Velocity Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Compass (“Merger Sub”). The Merger Agreement provides that, among other things and on the terms and subject to the conditions set forth therein, Merger Sub will merge with and into the Company (the “Merger”), with the Company surviving the Merger as a wholly owned subsidiary of the Company.

As of the close of business on December 12, 2025, the record date for the Special Meeting (the “Record Date”), there were 553,153,423 shares of Class A common stock and 10,122,433 shares of Class C common stock outstanding and entitled to vote at the Special Meeting. At the Special Meeting, shares of common stock representing 611,730,624 votes were present virtually or by proxy, constituting a quorum to conduct business.

Regarding the voting on the proposals at the Special Meeting, each share of Class A common stock represented one vote and each share of Class C common stock represented twenty votes.

At the Special Meeting, the Company’s stockholders voted on the following proposal and cast their votes as described below.

1. The proposal to approve the issuance of Class A common stock, par value \$0.00001 per share, of the Company to the Anywhere stockholders in connection with the Merger (the “Compass Share Issuance Proposal”) was approved by the votes set forth below:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
609,558,912	2,032,147	139,565	0

2. The proposal to approve the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies to adopt the Compass Share Issuance Proposal or ensure that any supplement or amendment to the Prospectus is provided to shareholders on a timely basis was approved by the votes set forth below:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
591,363,990	20,197,265	169,369	0

However, an adjournment was unnecessary because there was a quorum present and there were sufficient votes received at the Special Meeting to approve the proposal to approve the Compass Share Issuance Proposal.

Item 7.01. Regulation FD Disclosure.

On January 7, 2025, the Company and Anywhere issued a joint press release announcing the results of the voting at their respective special meetings of stockholders each held on January 7, 2025. A copy of the joint press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

The information provided under Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, is being “furnished” and is not deemed to be “filed” with the SEC for the purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section and is not incorporated by reference into any filing of the Company under the Securities Act or the Exchange Act, whether made before or after the date hereof, except as shall be expressly set forth by specific reference to this Current Report on Form 8-K in such a filing. The Company does not incorporate by reference to this Current Report on Form 8-K information presented at any website referenced in this report or in any of the Exhibits attached hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Exhibit Title or Description
99.1	<u>Press Release issued by Compass, Inc., dated January 7, 2026.</u>
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

COMPASS, INC.

Date: January 7, 2026

By: /s/ Scott Wahlers

Scott Wahlers

Chief Financial Officer

Compass and Anywhere Stockholders Overwhelmingly Approve Merger

NEW YORK, NY and MADISON, NJ, January 7, 2026 – Compass, Inc. (NYSE: COMP) (“Compass”) and Anywhere Real Estate Inc. (NYSE: HOUS) (“Anywhere”) today announced that stockholders of each company voted overwhelmingly to approve and adopt, as applicable, all proposals related to the previously announced merger (the “Merger”) of Compass and Anywhere at their respective special meetings of stockholders held today. The Merger is expected to close on January 9, 2026, subject to the satisfaction of customary closing conditions.

“We are pleased with the strong support from our and Anywhere’s stockholders in approving this transaction,” said Robert Reffkin, Founder and Chief Executive Officer of Compass. “Today’s outcome reflects confidence in our shared vision to empower real estate professionals with everything they need to grow their business and better serve their clients.”

Approximately 99% of the votes cast at Compass’ special stockholders meeting voted to approve the proposal to issue shares of Compass Class A common stock to Anywhere stockholders in connection with the Merger, and approximately 72.4% of the outstanding shares of Anywhere’s common stock voted to approve the proposal to adopt the merger agreement at Anywhere’s special stockholders meeting.

About Compass

Compass is a leading tech-enabled real estate services company that includes the largest residential real estate brokerage in the United States by sales volume. Founded in 2012 and based in New York City, Compass provides an end-to-end platform that empowers its residential real estate agents at its owned-brokerage to deliver exceptional service to seller and buyer clients. The platform includes an integrated suite of cloud-based software for customer relationship management, marketing, client service, brokerage services, and other critical functionality, all custom-built for the real estate industry. Compass agents utilize the platform to grow their business, save time, and manage their business more efficiently.

About Anywhere

Anywhere (NYSE: HOUS) is moving real estate to what's next. Anywhere fulfills its purpose to empower everyone's next move through its leading integrated services, which include franchise, brokerage, relocation, and title and settlement businesses, as well as mortgage and title insurance underwriter minority owned joint ventures. Anywhere's brands are some of the most recognized names in real estate: Better Homes and Gardens® Real Estate, CENTURY 21®, Coldwell Banker®, Coldwell Banker Commercial®, Corcoran®, ERA®, and Sotheby's International Realty®. Every day, Anywhere helps fuel the productivity of its vast network of franchise owners and Anywhere's more than 300,000 affiliated agents globally as they build stronger businesses and best serve today's consumers. Learn more about Anywhere's award-winning culture of innovation and integrity at www.anywhere.re.

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Forward-Looking Statements

This communication contains “forward-looking statements” within the meaning of the federal securities laws, including Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements include all statements that do not relate solely to historical or current facts, and can generally be identified by the use of words such as “believe,” “expect,” “anticipate,” “intend,” “project,” “estimate,” “potential,” “plan,” and similar expressions or future or conditional verbs such as “will,” “should,” “would,” “may” and “could.” These forward-looking statements include, but are not limited to, statements related to the expected benefits of the Merger; the anticipated impact of the Merger on the combined company’s business and future financial and operating results, including the expected leverage of the combined company and the amount and timing of synergies from the Merger; the expected timeline; and the ability to satisfy all closing conditions. Forward-looking statements inherently involve many risks and uncertainties that could cause actual results to differ materially from those projected in these statements, including statements about the consummation of the Merger and the anticipated benefits thereof. Where, in any forward-looking statement, Anywhere or Compass express an expectation or belief as to future results or events, it is based on Anywhere and/or Compass’ current plans and expectations, expressed in good faith and believed to have a reasonable basis. However, neither Anywhere nor Compass can give any assurance that any such expectation or belief will result or will be achieved or accomplished. Important risk factors that may cause such a difference include, but are not limited to: Compass’ and Anywhere’s ability to consummate the Merger on the expected timeline or at all; the risk that a condition of closing of the Merger may not be satisfied or that the closing of the Merger might otherwise not occur; the occurrence of any event, change or other circumstance or condition that could give rise to the termination of the merger agreement, including in circumstances requiring Anywhere or Compass to pay a termination fee; the diversion of management time on transaction-related issues; risks related to disruption from the Merger, including disruption of management time from current plans and ongoing business operations due to the Merger and integration matters; the risk that the Merger and its announcement could have an adverse effect on Compass’ and Anywhere’s ability to retain agents and personnel or that there could be potential adverse reactions or changes to business relationships resulting from the announcement or completion of the Merger; unexpected costs, charges or expenses resulting from the Merger; potential litigation relating to the Merger that could be instituted against the parties to the merger agreement or their respective directors,

managers or officers, including the effects of any outcomes related thereto; the ability of the combined company to achieve the synergies and other anticipated benefits expected from the Merger or such synergies and other anticipated benefits taking longer to realize than anticipated; the ability of the combined company to achieve the expected leverage or such leverage taking longer to realize than anticipated; Compass' ability to integrate Anywhere promptly and effectively; anticipated tax treatment, unforeseen liabilities, future capital expenditures, economic performance, future prospects and business and management strategies for the management, expansion and growth of the combined company's operations; certain restrictions during the pendency of the Merger that may impact Anywhere's or Compass' ability to pursue certain business opportunities or strategic transactions or otherwise operate their respective businesses; and other risk factors detailed from time to time in Anywhere's and Compass' reports filed with the SEC, including Anywhere's and Compass' annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and other documents filed with the SEC, including documents that will be filed with the SEC in connection with the Merger.

These risks, as well as other risks associated with the Merger, are more fully discussed in the registration statement on Form S-4 filed by Compass on November 14, 2025 (the "Registration Statement"), including a joint proxy statement of Compass and Anywhere that also constitutes a prospectus of Compass. The definitive Joint Proxy Statement/Prospectus was filed by Anywhere on December 2, 2025 (the "Joint Proxy Statement/Prospectus", and together with the Registration Statement, the "Definitive Filing"). While the list of factors presented here and the list of factors presented in the Definitive Filing are considered representative, no such list should be considered to be a complete statement of all potential risks and uncertainties. Unlisted factors may present significant additional obstacles to the realization of forward-looking statements. You should not place undue reliance on any of these forward-looking statements as they are not guarantees of future performance or outcomes; actual performance and outcomes, including, without limitation, Anywhere's or Compass' actual results of operations, financial condition and liquidity, and the development of new markets or market segments in which Anywhere or Compass operate, may differ materially from those made in or suggested by the forward-looking statements contained in this communication. Neither Anywhere nor Compass assumes any obligation to publicly provide revisions or updates to any forward-looking statements, whether as a result of new information, future developments or otherwise, should circumstances change, except as otherwise required by securities and other applicable laws. Neither future distribution of this communication nor the continued availability of this communication in archive form on Anywhere's or Compass' website should be deemed to constitute an update or re-affirmation of these statements as of any future date.