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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 28, 2025**

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**FiscalNote**  
**FISCALNOTE HOLDINGS, INC.**  
(Exact name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-39672**  
(Commission  
File Number)

**88-3772307**  
(IRS Employer  
Identification No.)

**1201 Pennsylvania Avenue NW**  
**6th Floor**  
**Washington, District of Columbia**  
(Address of Principal Executive Offices)

**20004**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (202) 793-5300**

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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:**

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, par value \$0.0001 per share	NOTE	The New York Stock Exchange
Warrants to purchase one share of Class A common stock, each at an exercise price of \$11.50 per share	NOTE.WS	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.

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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

FiscalNote Holdings, Inc. (the “**Company**”) held its annual meeting of stockholders on May 28, 2025 (the “**2025 annual meeting**”). At the 2025 annual meeting, the Company’s stockholders voted on two proposals, each of which was described in the Company’s definitive proxy statement on Schedule 14A for the 2025 annual meeting filed with the Securities & Exchange Commission on April 16, 2025 (the “**2025 proxy statement**”). The final voting results with respect to each proposal are set forth below.

**Proposal 1**

The Company’s stockholders elected each of the three Class III director nominees named in the 2025 proxy statement, to serve on the Board of Directors for a three-year term expiring at the Company’s 2028 annual meeting of stockholders or until their respective successors are duly elected and qualified or until their earlier resignation or removal, as set forth below:

<u>Name of Director Nominee</u>	<u>For</u>	<u>Withhold</u>	<u>Broker Non-Votes</u>
Manoj Jain	254,960,020	4,733,324	34,001,877
Anna Sedgley	255,386,335	4,307,009	34,001,877
Brandon Sweeney	254,386,147	5,307,197	34,001,877

**Proposal 2**

The Company’s stockholders ratified the appointment of RSM US LLP as the Company’s independent registered public accounting firm for the Company’s 2025 fiscal year, as set forth below:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
289,697,473	217,597	3,780,151

There were no broker non-votes with respect to this proposal.

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**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.

**FiscalNote Holdings, Inc.**

Date: May 30, 2025

By: /s/ Todd Aman

Name: Todd Aman

Title: Senior Vice President, General Counsel, and Secretary