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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): October 07, 2024**

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**ZETA GLOBAL HOLDINGS CORP.**

(Exact name of Registrant as Specified in Its Charter)

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

**001-40464**  
(Commission File Number)

**80-0814458**  
(IRS Employer  
Identification No.)

**3 Park Ave, 33rd Floor**  
**New York, New York**  
(Address of Principal Executive Offices)

**10016**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: 212 967-5055**

(Former Name or Former Address, if Changed Since Last Report)

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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 \$0.001 per share	ZETA	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 3.02 Unregistered Sales of Equity Securities.

The information set forth in Item 8.01 of this Current Report on Form 8-K is incorporated by reference into this Item 3.02.

### Item 7.01 Regulation FD Disclosure.

On October 8, 2024, Zeta Global Holdings Corp. (“Zeta”) issued a press release announcing that it had entered into the Merger Agreement (as defined below) and is re-affirming its revenue and adjusted EBITDA guidance for the quarter ended September 30, 2024. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Zeta will host a conference call today, Tuesday, October 8, 2024, at 4:30 p.m. Eastern Time to discuss the transactions contemplated by the Merger Agreement. A supplemental earnings presentation and a live webcast of the conference call can be accessed from Zeta’s investor relations website ([investors.zetaglobal.com](http://investors.zetaglobal.com)) where they will remain available for one year.

The information in this Item 7.01, including Exhibit 99.1, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

### Item 8.01 Other Events.

On October 7, 2024, Zeta entered into an Agreement and Plan of Merger and Reorganization (the “Merger Agreement”) with Lightspeed Merger Sub 1, Inc., a Delaware corporation and a wholly owned subsidiary of Zeta (“Merger Sub 1”), Lightspeed Merger Sub 2, LLC, a Delaware limited liability company and a wholly owned subsidiary of Zeta (“Merger Sub 2”, and together with Merger Sub 1, “Merger Subs”), LiveIntent, Inc., a Delaware corporation (“LiveIntent”), and Shareholder Representative Services LLC, a Colorado limited liability company, solely in its capacity as the representative of the LiveIntent securityholders.

Upon consummation of the transactions contemplated by the Merger Agreement (the “Closing”), all outstanding shares of LiveIntent capital stock, restricted stock units representing the right to receive LiveIntent capital stock, options to purchase LiveIntent capital stock and warrants to purchase LiveIntent capital stock will be cancelled in exchange for aggregate consideration of \$250 million (the “Purchase Price”) plus potential earnout payments of up to \$75 million based on the achievement of certain performance targets. \$77.5 million of the Purchase Price will be paid in the form of cash consideration, subject to customary adjustments and holdback arrangements in accordance with the Merger Agreement. \$172.5 million of the Purchase Price will be paid in the form of shares of Class A common stock of Zeta, par value \$0.001 per share (“Zeta Stock”). The number of shares of Zeta Stock to be issued in connection with the Merger (such shares, the “Stock Consideration”) will be determined using a per share value calculated as the daily volume weighted average sales price per share of Zeta Stock on the New York Stock Exchange for each of the 30 consecutive trading days ending on and including the trading day immediately prior to the date of Closing.

Zeta intends to issue the Stock Consideration in reliance upon the exemptions from registration afforded by Section 4(a)(2), Rule 506 of Regulation D promulgated under the Securities Act of 1933, as amended (the “Securities Act”), and/or Regulation S promulgated under the Securities Act.

### Forward-Looking Statements

This Current Report on Form 8-K contains certain forward-looking statements, which are subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, including the expected completion of the transactions contemplated by the Merger Agreement, including the issuance and amount of the Stock Consideration, and the time frame in which any of this will occur, if at all. Statements regarding future events are based on the parties’ current expectations and are necessarily subject to associated risks related to, among other things, regulatory approval of the acquisition of LiveIntent or that other conditions to the Closing may not be satisfied, the potential impact on the business of LiveIntent due to the announcement of the acquisition, the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger Agreement, and general economic conditions. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. For information regarding other related risks, see the “Risk Factors” section of Zeta’s most recent annual report on Form 10-K and quarterly reports on Form 10-Q. The forward-looking statements included herein are made only as of the date hereof, and Zeta undertakes no obligation to revise or update any forward-looking statements, except as required by applicable law.

### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	<a href="#">Press Release, dated October 8, 2024</a>
104	Cover Page Interactive Data File (formatted in Inline XBRL)

**SIGNATURES**

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.

**Zeta Global Holdings Corp.**

Date: October 8, 2024

By: /s/ Christopher Greiner

Christopher Greiner  
Chief Financial Officer

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## Zeta Global to Acquire LiveIntent in a Highly Accretive Transaction

- *Expands Zeta's identity graph, unveils new publisher cloud and accelerates growth in mobile and retail media*
- *Acquisition meets Zeta's four guiding M&A principles and is expected to be immediately accretive to Zeta's earnings profile*
- *Zeta reaffirms third quarter 2024 guidance*

**October 8, 2024 (NEW YORK, NY)** – Zeta Global (NYSE: ZETA), the AI-Powered Marketing Cloud, today announced it has entered into an agreement to acquire LiveIntent. Founded in 2009, LiveIntent is a pioneer in people-based marketing, with proprietary technology powering mobile-centric experiences and first-party identity solutions to identify, unlock, engage, and monetize audiences across channels.

The addition of LiveIntent's assets, publisher network, and channel capabilities will bolster the Zeta Marketing Platform and advance Zeta's position in AI-powered marketing by:

- 1) **Enhancing identity resolution capabilities.** The acquisition integrates LiveIntent's extensive identity graph—over 235 million unique hashed email addresses per month—into Zeta's Data Cloud, significantly complementing Zeta's identity resolution solutions. Authenticated and authoritative identity is the foundation of the Zeta Marketing Platform, and the addition of LiveIntent's data assets expands Zeta's scope while increasing the precision of its people-based marketing programs.
- 2) **Expanding into publisher monetization.** With the addition of LiveIntent's 2,000+ premium publishers, including relationships with eight of the top 10 largest in the Comscore rankings, Zeta is entering the publisher monetization business. This paves the way for Zeta to launch a new product offering, the Publisher Cloud, creating a compelling closed-loop ecosystem that rivals the reach and targeting capabilities of walled gardens.
- 3) **Elevating Zeta's newly released mobile and retail media solutions.** The acquisition accelerates Zeta's recently launched mobile and retail media products, empowering marketers to unify identity across devices and channels, predict customer behavior, uncover hidden opportunities, and leverage AI in real time to activate intelligence-powered cross-channel campaigns that drive better outcomes. LiveIntent powers millions of mobile experiences per day and their recent entry into the retail media ecosystem aligns with Zeta's strategy to deliver a more innovative set of offerings to retailers and brands.

“We are excited to welcome LiveIntent to Team Zeta as we continue to build out our position and sharpen our differentiation in AI-powered marketing,” said David A. Steinberg, Co-Founder, Chairman, and CEO of Zeta Global. “We have gotten to know the LiveIntent team through our work with them over the past five years and have seen firsthand the benefits of their core assets and experienced the impact of their platform. As more brands view first party data as a corporate asset, seek to make AI actionable, and move towards a single platform that powers more efficient and effective marketing across the customer

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lifecycle, this acquisition accelerates Zeta’s flywheel and positions the combined company to continue to grow faster than the market.”

Steinberg continued, “Consistent with our focused and disciplined approach to M&A, LiveIntent meets all four of our cited M&A principles. Namely, it is a complementary platform we can seamlessly integrate into the Zeta Marketing Platform within six months. This acquisition is immediately accretive to earnings and priced at a highly attractive Adjusted EBITDA multiple of ~16x. We already have interest from Zeta customers in our largest verticals for cross selling opportunities, and we believe these synergies can accelerate LiveIntent’s growth while continuing Zeta’s strong organic growth rates. Bottom-line, we see our combined businesses driving long-term shareholder value and accruing significant benefits to our customers.”

“We’ve been extremely impressed with Zeta’s exceptional growth and proven ability to deliver real impact to their global customers,” said Matt Keiser, CEO of LiveIntent. “We share a relentless focus on innovation and an aim to make AI-powered marketing actionable. We are excited to work together to provide marketers and publishers with added capabilities to reach their customers through even more channels.”

### **Transaction Details**

Pursuant to the definitive merger agreement, Zeta will purchase LiveIntent for a total consideration of \$250 million, subject to customary adjustments, in the form of \$77.5 million in cash-on-hand and \$172.5 million in common stock at closing. The stock consideration is subject to a lockup and limitations on sale volume following the release.

The agreement also provides for a potential earnout of 50% cash and 50% stock tied to significant Adjusted EBITDA growth and sustained margin expansion targets in each of fiscal years 2025, 2026, and 2027. The maximum potential earn-out consideration is \$25 million per year for each of the three years. Zeta has also agreed to issue \$25 million in Performance Stock Units to the LiveIntent management team tied to certain performance and retention targets for fiscal years 2025, 2026, and 2027.

The transaction is expected to close in the fourth quarter of 2024 and is subject to customary closing conditions.

### **Advisors**

Roth Capital Partners, LLC served as a transaction advisor to Zeta. Citigroup Global Markets Inc. served as capital markets advisor to Zeta. Latham & Watkins LLP served as legal advisors to Zeta Global. Houlihan Lokey served as financial advisor to LiveIntent. Lowenstein Sandler LLP served as legal advisor to LiveIntent.

### **Reaffirming 3Q’24 Guidance**

Zeta also today reaffirmed its third quarter 2024 guidance as provided on September 4, 2024, including revenue of at least \$255 million and Adjusted EBITDA of at least \$50.2 million.

### **Conference Call Details**

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Zeta will host a conference call today, October 8 at 4:30 p.m. Eastern Time, to discuss this acquisition. A live webcast of the conference call and supporting materials can be accessed from the Company's investor relations website <https://investors.zetaglobal.com>. A webcast replay will be available on the Company's website for one year following the call.

### **About Zeta Global**

Zeta Global (NYSE: ZETA) is the AI-Powered Marketing Cloud that leverages advanced artificial intelligence (AI) and trillions of consumer signals to make it easier for marketers to acquire, grow and retain customers more efficiently. Through the Zeta Marketing Platform (ZMP), our vision is to make sophisticated marketing simple by unifying identity, intelligence and omnichannel activation into a single platform – powered by one of the industry's largest proprietary databases and AI. Our enterprise customers across multiple verticals are empowered to personalize experiences with consumers at an individual level across every channel, delivering better results for marketing programs. Zeta was founded in 2007 by David A. Steinberg and John Sculley and is headquartered in New York City with offices around the world.

### **Forward-Looking Statements**

This press release, together with other statements and information publicly disseminated by the Company, contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The Company intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and includes this statement for purposes of complying with these safe harbor provisions. Any statements made in this press release that are not statements of historical fact, including statements about our acquisition of LiveIntent and its anticipated integration, synergies, accretive value, market growth and transaction closing, and the time frame in which any of this will occur, if at all, and our third quarter 2024 guidance are forward-looking statements and should be evaluated as such. Forward-looking statements include information concerning our anticipated future financial performance, our market opportunities and our expectations regarding our business plan and strategies. We base these forward-looking statements on our current expectations, plans and assumptions that we have made in light of our experience in the industry, as well as our perceptions of historical trends, current conditions, expected future developments and other factors we believe are appropriate under the circumstances at such time. Although we believe that these forward-looking statements are based on reasonable assumptions at the time they are made, you should be aware that many factors could affect our business, results of operations and financial condition and could cause actual results to differ materially from those expressed in the forward-looking statements. For information regarding other related risks, see the "Risk Factors" section of Zeta Holdings' most recent annual report on Form 10-K and quarterly reports on Form 10-Q. The forward-looking statements included herein are made only as of the date hereof, and Zeta Holdings undertakes no obligation to revise or update any forward-looking statements, except as required by applicable law.

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**Contacts:**

Investor Relations  
Madison Serras  
[ir@zetaglobal.com](mailto:ir@zetaglobal.com)

Press  
Candace Dean  
[press@zetaglobal.com](mailto:press@zetaglobal.com)

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