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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Amendment No. 2 to

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**SCHEDULE TO**

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934

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**YEXT, INC.**

(Name of Subject Company (Issuer))

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**Yext, Inc.**

(Names of Filing Persons (Issuer and Offeror))

**Common Stock, par value \$0.001 per share**  
(Title of Class of Securities)

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**98585N106**

(CUSIP Number of Class of Securities)

**Michael Walrath**  
Chief Executive Officer  
Yext, Inc.  
61 Ninth Avenue  
New York, NY 10011  
(212) 994-3900

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of the Filing Person)

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*Copies to:*

**Michael C. Labriola**  
Wilson Sonsini Goodrich & Rosati, P.C.  
1700 K Street NW, Fifth Floor  
Washington, DC 20006-3814  
(202) 973-8800

**Marisa D. Stavenas**  
Patrick M. Baron  
Simpson Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, NY 10017  
(212) 455-2000

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Check box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1
- issuer tender offer subject to Rule 13e-4
- going-private transaction subject to Rule 13e-3
- amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer.

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

Commission by Yext, Inc. (“Yext” or the “Company”) on February 10, 2026, as amended and supplemented on February 23, 2026 (the “Schedule TO”), relating to the offer by Yext to purchase for cash up to \$180 million in value of shares of common stock, par value \$0.001 per share (each, a “Share,” and collectively, the “Shares”), of the Company at price of not less than \$5.75 and not greater than \$6.50 per Share, to the seller in cash, less any applicable withholding taxes and without interest.

Yext’s tender offer (the “Offer”) is being made upon the terms and subject to the conditions set forth in the Offer to Purchase, dated February 10, 2026, a copy of which was filed as Exhibit (a)(1)(A) to the Schedule TO and as amended on February 23, 2026 (together with any subsequent amendments and supplements thereto, the “Offer to Purchase”), and the related Letter of Transmittal, a copy of which was filed as Exhibit (a)(1)(B) to the Schedule TO (the “Letter of Transmittal” and, together with the Offer to Purchase, the “Offer Documents”).

This Amendment is being filed in connection with (i) an amendment to the Offer to decrease the maximum aggregate purchase price of Shares to be repurchased in the Offer from \$180 million to \$140 million and (ii) an extension of the Offer from 5:00 p.m. New York City time, on March 12, 2026 until 5:00 p.m., New York City time, on March 18, 2026 (unless the Offer is further extended or earlier terminated). Only those items that are amended are reported in this Amendment. Except as specifically provided herein, the information contained in the Schedule TO, the Offer to Purchase and the Letter of Transmittal remains unchanged. This Amendment should be read together with the Schedule TO, the Offer to Purchase, the Letter of Transmittal and the other documents that constitute part of the Offer, as each may be further amended or supplemented from time to time. Every item in the Schedule TO is deemed to be automatically updated, to the extent such item incorporates by reference any section of the Offer to Purchase that is amended or supplemented therein. All capitalized terms used but not otherwise defined in this Amendment have the meanings ascribed to such terms in the Offer to Purchase.

#### Items 1 through 9 and Item 11.

The disclosure in the Offer Documents and Items 1 through 9 and Item 11 of the Schedule TO, to the extent such items incorporate by reference the information contained in the Offer to Purchase, is hereby amended and supplemented as follows:

1. All references to the maximum aggregate purchase price of Shares to be repurchased in the Offer now mean \$140 million (previously \$180 million).
2. All references to the Expiration Time now mean 5:00 p.m., New York City Time on March 18, 2026 (previously 5:00 p.m., New York City time, on March 12, 2026).
3. All references to the approximate number of Shares to be purchased under the Offer, if the Offer is fully subscribed at a maximum Purchase Price of \$6.50, now mean 21,538,461 Shares, which would represent approximately 17.5% of the Company’s issued and outstanding Shares as of January 31, 2026.
4. All references to the approximate number of Shares to be purchased under the Offer, if the Offer is fully subscribed at a minimum Purchase Price of \$5.75, now mean 24,347,826 Shares, which would represent approximately 19.8% of the Company’s issued and outstanding Shares as of January 31, 2026.
5. All references to the approximate beneficial ownership of the Company’s directors and officers as a group, if the Offer is fully subscribed, now mean 7.6% (at the maximum purchase price of \$6.50 per Share) and 7.8% (at the minimum purchase price of \$5.75 per Share) of the Company’s issued and outstanding Shares as of January 31, 2026.
6. All references to the closing market price for the Shares now mean a closing market price of \$5.67 per Share on March 3, 2026, the last full trading day before the announcement of the amendment of the Offer.

In addition, on March 4, 2026, Yext issued a press release announcing the decrease in the maximum aggregate purchase price of Shares to be repurchased in the Offer and the extension of the Offer. The full text of the press release is attached as Exhibit (a)(5)(C) to this Schedule TO and is incorporated herein by reference.

#### Item 12. Exhibits

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

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#### EXHIBIT INDEX

##### Exhibit

(a)(5)(C) [Press release, dated March 4, 2026.](#)

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#### SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

YEXT, INC.

By: /s/ Ho Shin  
Name: Ho Shin  
Title: EVP & General Counsel

Dated: March 4, 2026

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#### EXHIBIT INDEX

##### Exhibit

- (a)(1)(A) [Offer to Purchase, dated February 10, 2026.\\*](#)
- (a)(1)(B) [Letter of Transmittal.\\*](#)
- (a)(1)(C) [Notice of Guaranteed Delivery.\\*](#)
- (a)(1)(D) [Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated February 10, 2026.\\*](#)
- (a)(1)(E) [Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated February 10, 2026.\\*](#)
- (a)(1)(F) [Summary Advertisement, February 10, 2026.\\*](#)
- (a)(2) Not Applicable.
- (a)(3) Not Applicable.
- (a)(4) Not Applicable.
- (a)(5)(A) [Press release, dated February 2, 2026 \(incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed February 2, 2026\).](#)
- (a)(5)(B) [Press release announcing Tender Offer, dated February 10, 2026.\\*](#)
- (a)(5)(C) [Press release, dated March 4, 2026.](#)
- (b) [Credit Agreement, dated May 15, 2025, by and among the Yext, Inc., a Delaware corporation, the lenders from time to time party thereto and Acquiom Agency Services LLC, as Administrative Agent \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed May 21, 2025\).](#)
- (d)(1) [Form of Indemnification Agreement between the Company and each of its directors and executive officers \(incorporated by reference to Exhibit 10.1 to the Company's Registration Statement on Form S-1/A filed March 17, 2017\).](#)
- (d)(2) [2016 Equity Incentive Plan \(incorporated by reference to Exhibit 10.2 to the Company's Registration Statement on Form S-1 filed March 13, 2017\).](#)
- (d)(3) [Form of Stock Option Grant Notice and Stock Option Agreement under 2016 Equity Incentive Plan \(incorporated by reference to Exhibit 10.3 to the Company's Registration Statement on Form S-1/A filed March 17, 2017\).](#)
- (d)(4) [Form of Restricted Stock Unit Agreement under 2016 Equity Incentive Plan \(incorporated by reference to Exhibit 10.4 to the Company's Registration Statement on Form S-1/A filed March 17, 2017\).](#)
- (d)(5) [Form of Restricted Stock Agreement under 2016 Equity Incentive Plan \(incorporated by reference to Exhibit 10.5 to the Company's Registration Statement on Form S-1/A filed March 17, 2017\).](#)
- (d)(6) [2017 Employee Stock Purchase Plan \(incorporated by reference to Exhibit 10.6 to the Company's Registration Statement on Form S-1/A filed March 17, 2017\).](#)
- (d)(7) [2008 Equity Incentive Plan \(incorporated by reference to Exhibit 10.7 to the Company's Registration Statement on Form S-1 filed March 13, 2017\).](#)
- (d)(8) [Form of Stock Option Grant Notice and Stock Option Agreement under 2008 Equity Incentive Plan \(incorporated by reference to Exhibit 10.8 to the Company's Registration Statement on Form S-1 filed March 13, 2017\).](#)
- (d)(9) [Form of Restricted Stock Unit Agreement under 2008 Equity Incentive Plan \(incorporated by reference to Exhibit 10.9 to the Company's Registration Statement on Form S-1 filed March 13, 2017\).](#)

**Exhibit**

- (d)(10) [Employee Incentive Plan \(incorporated by reference to Exhibit 10.10 to the Company's Registration Statement on Form S-1 filed March 13, 2017\).](#)
- (d)(11) [Hearsay Social, Inc. 2019 Equity Incentive Plan \(incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form S-8 filed August 9, 2024\).](#)
- (d)(12) [Amended and Restated Outside Director Compensation Policy \(incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed September 6, 2023\).](#)
- (d)(13) [Change of Control and Severance Policy \(incorporated by reference to Exhibit 10.14 to the Company's Registration Statement on Form S-1 filed March 13, 2017\).](#)
- (d)(14) [Form of Employment Agreement with the executive officers of the Company \(incorporated by reference to Exhibit 10.15 to the Company's Registration Statement on Form S-1/A filed March 17, 2017\).](#)
- (d)(16) [Employment Agreement between Yext, Inc. and Michael Walrath \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed March 8, 2022\).](#)
- (d)(17) [Form of Stand-Alone Inducement Restricted Stock Unit Agreement \(incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed March 8, 2022\).](#)
- (d)(18) [Form of Performance-Based Restricted Stock Unit Agreement Under 2016 Equity Incentive Plan \(incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed June 7, 2023\).](#)

- [\(d\)\(19\)](#) [Letter Amendment to Employment Agreement between Yext, Inc. and Michael Walrath \(incorporated by reference to Exhibit 10.24 to the Company's Annual Report on Form 10-K filed March 13, 2024\).](#)
- [\(d\)\(20\)](#) [Form of Restricted Stock Unit Agreement between Yext, Inc. and Michael Walrath \(incorporated by reference to Exhibit 10.25 to the Company's Annual Report on Form 10-K filed March 13, 2024\).](#)
- [\(g\)](#) Not Applicable.
- [\(h\)](#) Not Applicable.
- [107](#) [Filing Fee Table.](#)

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\* Previously filed.

**Yext, Inc. Announces Amendment and Extension of Previously Announced Modified Dutch Auction Tender Offer to Repurchase Shares of Common Stock**

**NEW YORK, March 4, 2026** — (BUSINESS WIRE) — Yext, Inc. (NYSE: YEXT), the leading brand visibility platform, today announced that it is amending its previously announced “modified Dutch Auction” tender offer for shares of its common stock to decrease the maximum aggregate purchase price of shares to be repurchased in the tender offer from \$180,000,000 to \$140,000,000. The decision follows a re-evaluation by Yext of the value of borrowing additional funds under Yext’s existing credit facilities due to the increased cost of such capital as a result of recent macro-economic developments, including geopolitical tensions, significant stress in the private capital markets, and increased inflationary concerns.

In connection with the amendment, Yext has extended the expiration time of the tender offer from 5:00 p.m., New York City time, on March 12, 2026 to 5:00 p.m., New York City Time on March 18, 2026 (unless further extended or earlier terminated). The closing price of Yext’s common stock on the New York Stock Exchange on March 3, 2026, the last full trading day before the amendment of the tender offer, was \$5.67 per share.

Based on information provided by Broadridge Corporate Issuer Solutions, LLC, the depository for the tender offer, to date, 3,000 shares have been tendered for purchase in the tender offer. Stockholders who have validly tendered and not withdrawn their shares do not need to re-tender their shares or take any other action in response to the amendment and extension of the tender offer.

The information agent for the tender offer is D.F. King & Co., Inc. For all questions relating to the tender offer, please call the information agent toll-free at (800) 967-4614; banks and brokers may call the dealer manager, BofA Securities, Inc. at (646) 855-6770.

None of Yext, the members of its board of directors, the dealer manager, the information agent or the depository, or any of their respective affiliates, makes any recommendation as to whether any stockholder should participate or refrain from participating in the tender offer or as to the purchase price or purchase prices at which stockholders may choose to tender their shares in the tender offer. Stockholders must make their own decision as to whether to tender their shares and, if so, how many shares to tender and the price or prices at which their shares should be tendered. In doing so, stockholders should consult their own financial advisors, tax advisors and/or brokers and read carefully and evaluate all of the information in the offer to purchase, the related letter of transmittal and other related materials (as they may be amended or supplemented), including the reasons for the tender offer.

**About Yext, Inc.**

Yext (NYSE: YEXT) is the leading brand visibility platform, built for a world where discovery and engagement happen everywhere—across AI search, traditional search, social media, websites, and direct communications. Powered by over 2 billion trusted data points and a suite of integrated products, Yext provides brands the clarity, control, and confidence to perform across digital channels. From real-time insights to AI-driven recommendations and execution at scale, Yext turns a brand's digital presence into a competitive advantage. Thousands of leading brands rely on Yext to stay visible, stay ahead, and grow. To learn more about Yext, visit [Yext.com](https://www.yext.com) or follow us on LinkedIn and X.

**Additional Information Regarding the Tender Offer**

This press release and the descriptions contained herein are for informational purposes only and are not a recommendation to buy or sell, nor an offer to buy or the solicitation of an offer to sell, any shares of Yext’s common stock or any other securities of Yext. The tender offer is being made solely pursuant to the offer to purchase (as amended), the related letter of transmittal and other related materials filed as part of the issuer tender offer statement on Schedule TO, in each case as may be further amended or supplemented from time to time. Stockholders should read carefully the offer to purchase, the related letter of transmittal and other related materials because they contain important information, including the various terms of, and conditions to, the tender offer. Stockholders will be able to obtain a free copy of the tender offer statement on Schedule TO, the offer to purchase, the related letter of transmittal and other related materials that Yext has filed with the United States Securities and Exchange Commission (the “SEC”) through Yext’s website at [investors.yext.com](https://investors.yext.com) and at the SEC’s website at [www.sec.gov](https://www.sec.gov). In addition, free copies of these documents may be obtained by contacting D.F. King & Co., Inc., the information agent for the tender offer, toll-free at (800) 967-4614.

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**Forward-Looking Statements**

This press release may include statements that may constitute “forward-looking statements,” regarding Yext’s expectations, beliefs, intentions, or strategies regarding the future, including statements regarding the effects, benefits, and challenges of a potential tender offer, the timing of expiration and closing of the tender offer, the amount and the pricing of the tender offer and other terms and conditions of the tender offer and statements containing the words “believe,” “expect,” “will,” “should,” “could,” “estimate,” “anticipate,” or similar expressions. The actual success of the planned tender offer is subject to a number of factors, including (1) developments or changes in economic or market conditions, (2) developments or changes in the securities markets, (3) developments or changes in Yext’s business, financial condition or cash flows, and (4) the factors identified under “Risk Factors” in Yext’s Annual Report on Form 10-K for the fiscal year ended January 31, 2025, in Yext’s Quarterly Report on Form 10-Q for the quarter ended October 31, 2025, and in other reports filed by Yext with the SEC. Yext undertakes no obligation to update these forward-looking statements for revisions or changes after the date of this release.

**Contacts**

Investor Relations  
[ir@yext.com](mailto:ir@yext.com)

Public Relations  
[pr@yext.com](mailto:pr@yext.com)

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