
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 3 to

SCHEDULE TO

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

YEXT, INC.

(Name of Subject Company (Issuer))

Yext, Inc.

(Names of Filing Persons (Issuer and Offeror))

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

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)

Copies to:

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

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425 Lexington Avenue
New York, NY 10017
(212) 455-2000

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)

(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 offer was 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 and March 4, 2026 (together with such 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”).

The purpose of this Amendment is to amend and supplement the Schedule TO. 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 and the Letter of Transmittal.

Item 11. Additional Information

The disclosure in Item 11 of the Schedule TO is hereby amended and supplemented by adding the following:

“On March 19, 2026, the Company issued a press release announcing the preliminary results of the Offer, which expired at 5:00 p.m., New York City time, on March 18, 2026. The full text of the press release is attached as Exhibit (a)(5)(D) 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:

EXHIBIT INDEX

Exhibit

[\(a\)\(5\)\(D\)](#) [Press release, dated March 19, 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 19, 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, February 10, 2026.*](#)

[\(a\)\(1\)\(F\)](#) [Summary Advertisement, dated 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.*](#)

[\(a\)\(5\)\(D\)](#) [Press release, dated March 19, 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 \(incorporated by reference to Exhibit 10.8 to the Company's Registration Statement on Form S-1 filed March 13, 2017\).](#)

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Exhibit

- (d)(9) [Form of Restricted Stock Unit Agreement under 2008 Equity Incentive Plan \(incorporated by reference to Exhibit 10.9 to the Company's Registration Statement on Form S-1 filed March 13, 2017\).](#)
- (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.*](#)

* Previously filed.

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Yext, Inc. Announces Preliminary Results of Modified Dutch Auction Tender Offer

NEW YORK, March 19, 2026 —(BUSINESS WIRE) — Yext, Inc. (NYSE: YEXT) (“Yext”), the leading digital presence platform for multi-location brands, today announced the preliminary results of its “modified Dutch Auction” tender offer for shares of its common stock, which expired at 5:00 p.m., New York City time, on March 18, 2026.

Based on the preliminary count by Broadridge Corporate Issuer Solutions, LLC, the depository for the tender offer (the “*Depository*”), a total of 64,449,935 shares of Yext’s common stock, par value \$0.001 per share (each share of Yext’s common stock, a “*Share*,” and collectively, “*Shares*”), were properly tendered and not properly withdrawn at or below the purchase price of \$5.75 per Share, including 19,257,357 Shares that were tendered by notice of guaranteed delivery.

In accordance with the terms and conditions of the tender offer and based on the preliminary count by the Depository, Yext expects to purchase approximately 24,347,826 Shares through the tender offer at a price of \$5.75 per Share, for an aggregate cost of approximately \$140 million, excluding fees and expenses relating to the tender offer. Yext expects to accept the Shares on a pro rata basis, except for tenders of “odd lots,” which will be accepted in full, and conditional tenders that will automatically be regarded as withdrawn because the condition of the tender has not been met, and has been informed by the Depository that the preliminary proration factor for the Offer is approximately 37.79%, assuming all Shares tendered by notice of guaranteed delivery will be delivered. The total of 24,347,826 Shares that Yext expects to purchase represents approximately 18.9% of the total number of Shares outstanding as of March 18, 2026.

The number of Shares expected to be purchased by Yext, the purchase price and the proration factor are preliminary and subject to change. The preliminary information contained in this press release is subject to confirmation by the Depository and is based on the assumption that all Shares tendered through notice of guaranteed delivery will be delivered within the one-trading day settlement period. The final number of Shares to be purchased by Yext and the final purchase price will be announced following the expiration of the guaranteed delivery period and completion by the Depository of the confirmation process. Payment for the Shares accepted for purchase under the tender offer will occur promptly thereafter.

BofA Securities, Inc. acts as dealer manager for the tender offer and D.F. King & Co., Inc. acts as information agent for the tender offer. Yext stockholders who have questions or would like additional information about the tender offer may contact D.F. King & Co., Inc., toll-free at (800) 967-4614; banks and brokers may call BofA Securities, Inc. at (646) 855-6770.

About Yext, Inc.

Yext is the leading digital presence platform for multi-location brands, with thousands of customers worldwide. With one central platform, brands can seamlessly deliver consistent, accurate, and engaging experiences and meaningfully connect with customers anywhere in the digital world. Yext’s AI and machine learning technology powers the knowledge behind every customer engagement, automates workflows at scale, and delivers actionable cross-channel insights that enable data-driven decisions. From SEO and websites to social media and reputation management, Yext enables brands to turn their digital presence into a differentiator. To learn more about Yext, visit Yext.com or find us on LinkedIn and X.

Forward-Looking Statements

This press release may include statements that may constitute “forward-looking statements,” regarding Yext’s proposed purchase of Shares in the tender offer, the amount of Shares to be purchased (including the amount of Shares tendered through notice of guaranteed delivery), the purchase price per Share, other terms and conditions of the tender offer and Yext’s expectations regarding its business outlook and the future value of the Shares, as well as statements containing the words “believe,” “expect,” “will,” “should,” “could,” “estimate,” “anticipate,” or similar expressions. Forward-looking statements inherently involve risks and uncertainties that could cause actual results of Yext and its subsidiaries to differ materially from the forward-looking statements. Forward-looking statements inherently involve risks and uncertainties that could cause actual results of Yext and its subsidiaries to differ materially from the forward-looking statements. 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, 2026, 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

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