

**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)

August 18, 2025

YEXT, INC.

(Exact name of registrant as specified in its charter)

001-38056

(Commission File Number)

Delaware

(State or other jurisdiction of incorporation)

20-8059722

(IRS Employer
Identification No.)

**61 Ninth Avenue
New York, NY 10011**

(Address of principal executive offices, including zip code)

(212) 994-3900

(Registrant's telephone number, including area code)

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 Instruction 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(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	YEXT	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 2.02. Results of Operations and Financial Condition

On August 18, 2025, Yext, Inc. (the “Company” or “Yext”) issued a press release (the “Press Release”) announcing that Michael Walrath, its Chief Executive Officer and Chairman of the Board of Directors, has submitted a non-binding proposal to acquire all outstanding shares of the Company not already owned by him at a price of \$9.00 per share in cash.

The Press Release also included certain updates to the Company’s anticipated financial results for the second fiscal quarter ended July 31, 2025 and guidance for the full fiscal year ended January 31, 2026. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The Company uses its Investor Relations page (<http://investors.yext.com>) as a means of disclosing material non-public information and for complying with its disclosure obligations under Regulation FD.

The information in this Item 2.02 of this Current Report on Form 8-K (including Exhibit 99.1) shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Forward-Looking Statements

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. You can identify forward-looking statements by the use of terminology such as “believe”, “expect”, “will”, “should,” “could”, “estimate”, “anticipate” or similar forward-looking terms. These forward-looking statements include, but are not limited to, effects, benefits, and challenges of a potential acquisition of the Company and its expected financial performance. The statements are based on management’s current expectations, estimates and projections, are not guarantees of future performance, and are subject to certain risks, uncertainties and other factors, some of which are beyond Yext’s control and are difficult to predict, including, but not limited to, the risk that required approvals from the Company’s Board of Directors or stockholders for a transaction or required regulatory approvals to consummate a transaction are not obtained; potential litigation relating to a transaction; uncertainties as to the timing of the consummation of a transaction; the ability of any party to consummate a transaction; and possible disruption related to a transaction process to Yext’s current plans and operations, including through the loss of customers and employees.

The forward-looking statements contained in this Current Report on Form 8-K are also subject to other risks and uncertainties, including those described in Yext’s Annual Report on Form 10-K for the period ended January 31, 2025, Yext’s most recent Quarterly Report on Form 10-Q and from time to time other filings with the SEC, which are available on the SEC’s website (<http://www.sec.gov>).

Stockholders of Yext are cautioned not to place undue reliance on Yext’s forward-looking statements, which speak only as of the date such statements are made. Yext does not undertake any obligation to publicly update any forward-looking statements to reflect events, circumstances or new information after the date of this filing, or to reflect the occurrence of unanticipated events.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press Release dated August 18, 2025
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

*The registrant has omitted certain immaterial schedules and exhibits to this exhibit pursuant to the provisions of Regulation S-K, Item 601(b)(2). The schedule of exhibits omitted is included with such agreement. The registrant shall supplementally furnish a copy of any of the omitted schedules to the Commission upon request.

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 hereunto duly authorized.

YEXT, INC.

By: /s/ Ho Shin

Ho Shin

EVP & General Counsel

Date: August 18, 2025

**Yext CEO Submits Non-Binding Acquisition Proposal;
Expresses Openness to Alternative Bidders in Pursuit of Maximizing Stockholder Value**

NEW YORK -- (BUSINESS WIRE) -- August 18, 2025 -- Yext, Inc. (NYSE: YEXT), the leading brand visibility platform, today announced that Michael Walrath, its Chief Executive Officer and Chairman of the Board of Directors, has submitted a proposal to acquire all outstanding shares of the Company not already owned by him at a price of \$9.00 per share in cash. Mr. Walrath has indicated that the proposal is backed by reputable and well-capitalized financing sources that have expressed support for the proposal subject to customary confirmatory diligence.

In connection with the proposal, Mr. Walrath emphasized his ongoing commitment to the Company, its employees, and its stockholders, while also making clear his willingness to work constructively with other qualified bidders and to support a full process and superior proposals if received.

“Yext has achieved remarkable progress, and I believe now is the right time to explore a transaction that can deliver compelling value to stockholders,” said Mr. Walrath. “While I am prepared to lead such a transaction at \$9.00 per share, I am equally committed to ensuring that our stockholders have the opportunity to realize the best possible outcome, whether that be through my proposal or a superior alternative.”

Yext’s Board of Directors has formed a Special Committee of independent directors to evaluate the proposal. The Special Committee will work with its legal and financial advisors to carefully review and consider the proposal, as well as any other strategic alternatives that may be available, consistent with its fiduciary duties to stockholders.

The Special Committee has retained BofA Securities as its financial advisor and Wilson Sonsini Goodrich & Rosati as its legal advisor.

There can be no assurance that the proposal will result in any transaction, or that any transaction will be approved or consummated.

The proposal is non-binding and subject to customary conditions, including negotiation of definitive agreements and the completion of satisfactory due diligence.

Fourth Quarter and Fiscal Year 2025 Outlook

Yext plans to release its fiscal year 2026 second quarter results in early September. Yext expects its results for the quarter ended July 31, 2025 to be within or better than its previously stated guidance ranges as provided in its Letter to Stockholders dated June 3, 2025. In light of the pending proposal announced today, Yext will not hold a corresponding conference call and is withdrawing its guidance for the remainder of the full fiscal year 2026 as provided in its Letter to Stockholders dated June 3, 2025.

About Yext

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.

Forward-Looking Statements

This press release includes "forward-looking statements" including, without limitation, statements regarding Yext's expectations, beliefs, intentions, or strategies regarding the future, including the effects, benefits, and challenges of a potential acquisition of Yext and its expected financial performance. You can identify forward-looking statements by the use of terminology such as "believe", "expect", "will", "should", "could", "estimate", "anticipate" or similar forward-looking terms. These statements are based upon current beliefs and are subject to many risks and uncertainties that could cause actual results to differ materially from these statements. The following factors, among others, could cause or contribute to such differences: the possibility that any transaction occurs, the possibility that the conditions to any transaction are not satisfied, including the risk that required approvals from Yext's Board of Directors or stockholders for a transaction or required regulatory approvals to consummate a transaction are not obtained; potential litigation relating to a transaction; uncertainties as to the timing of the consummation of a

transaction; the ability of any party to consummate a transaction; possible disruption related to a transaction process to Yext's current plans and operations, including through the loss of customers and employees; and other risks and uncertainties detailed in the periodic reports that Yext files with the SEC, including Yext's most recent Annual Report on Form 10-K and Quarterly Report on Form 10-Q filed with the SEC. All forward-looking statements are based on information available to Yext on the date hereof, and Yext assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.