

**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): June 28, 2021 (June 24, 2021)**

**Digital Media Solutions, Inc.**  
(Exact name of Registrant as specified in its charter)

**Delaware**  
(State of incorporation)

**001-38393**  
(Commission File Number)

**98-1399727**  
(IRS Employer Identification No.)

**4800 140th Avenue N., Suite 101**  
**Clearwater, Florida**  
(Address of principal executive offices)

**33762**  
(Zip Code)

**(877) 236-8632**  
(Registrant's telephone number, including area code)

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
<b>Class A common stock, \$0.0001 par value per share</b>	<b>DMS</b>	<b>New York Stock Exchange</b>
<b>Redeemable warrants to acquire Class A common stock</b>	<b>DMS WS</b>	<b>New York Stock Exchange</b>

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

On June 24, 2021, Digital Media Solutions, Inc. (the “Company”) held its 2021 annual meeting of stockholders (the “Annual Meeting”). A total of 61,298,663 shares of the Company’s Class A and Class B common stock were entitled to vote as of April 26, 2021, the record date for the Annual Meeting. There were 57,589,384 shares voted at the Annual Meeting, at which the stockholders were asked to vote on two proposals. Set forth below are the matters acted upon by the stockholders at the Annual Meeting, and the final voting results of each such proposal.

- i. The following directors were elected at the Annual Meeting and the voting for each director was as follows:

<u>NOMINEES</u>	<u>FOR</u>	<u>WITHHELD</u>	<u>BROKER NON VOTES</u>
Joseph Marinucci	56,432,241	304,034	853,109
Fernando Borghese	56,432,280	303,995	853,109
Robbie Isenberg	56,431,940	304,335	853,109
James Miller	56,432,331	303,944	853,109
Mary Minnick	56,440,488	295,787	853,109
Lyndon Lea	56,447,041	289,234	853,109
Robert Darwent	56,446,987	289,288	853,109

- ii. The appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2021 was ratified by the following vote:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
57,586,516	1,868	1,000

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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.

Date: June 28, 2021

**Digital Media Solutions, Inc.**

Name:	<u>/s/ Anthony Saldana</u>
Title:	Anthony Saldana General Counsel and Secretary