

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): February 26, 2021

MediaAlpha, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

001-39671

85-1854133

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

700 South Flower Street, Suite 640
Los Angeles, California
(Address of Principal Executive Offices)

90017
(Zip Code)

(213) 316-6256

(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
Class A common stock, \$0.01 par value	MAX	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 February 26, 2021, MediaAlpha, Inc. (“MediaAlpha”) issued a press release announcing that, in connection with the filing by White Mountains Insurance Group, Ltd. (“White Mountains”) of its Annual Report on Form 10-K with the Securities and Exchange Commission, White Mountains disclosed certain summarized preliminary financial information for MediaAlpha as of and for the period ended December 31, 2020. A copy of the press release is furnished as Exhibit 99.1 to this Form 8-K and is incorporated by reference herein.

This information 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, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

ITEM 7.01 – Regulation FD Disclosure.

The information set forth in Item 2.02 is also furnished pursuant to this Item 7.01 and is incorporated herein by reference.

ITEM 9.01 – Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
<u>99.1</u>	<u>Press release dated February 26, 2021.</u>

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.

Date: February 26, 2021

MediaAlpha, Inc.

By: /s/ Lance Martinez

Name: Lance Martinez

Title: General Counsel & Secretary

MediaAlpha Highlights Disclosures in White Mountains Insurance Group, Ltd. Annual Report on Form 10-K Filed February 26, 2021

LOS ANGELES, Calif – February 26, 2021 -- MediaAlpha, Inc. (NYSE: MAX), today announced that, in connection with White Mountains Insurance Group, Ltd.'s ("White Mountains") Annual Report on Form 10-K filed today with the Securities and Exchange Commission ("SEC"), White Mountains was required to disclose certain summarized preliminary financial information for MediaAlpha's fiscal year ended December 31, 2020, as set forth below:

- Total revenues of \$584.8 million
- Total expenses of \$575.4 million
- Net income of \$9.4 million
- Total assets of \$212.7 million
- Total liabilities of \$315.8 million

As of December 31, 2020, MediaAlpha is a significant investee of White Mountains and accordingly, White Mountains presents certain summarized financial information within the notes to its financial statements. As of December 31, 2020, White Mountains owned 20,532,202 shares of MediaAlpha Class A common stock, representing a 35% ownership interest (32% on a fully diluted, fully converted basis).

MediaAlpha's total revenues for the fiscal year ended December 31, 2020 grew 43% year-over-year, exceeding the Company's expectations due to better than expected revenue in its Health Insurance vertical, which grew 34% year-over-year driven by a stronger than expected annual enrollment period, and strong performance in P&C, which grew 81% over the prior year on increased year-end budget allocations from Demand partners. Further details and financial information, including outlook for the first quarter and full year 2021, will be discussed during the Company's financial results call.

The summary financial information of MediaAlpha that is included in White Mountains' annual report is preliminary, and may be revised in MediaAlpha's Annual Report on Form 10-K for the year ended December 31, 2020. The summary financial information also may not be indicative of trends in other financial or operating metrics, including Adjusted EBITDA. MediaAlpha undertakes no obligation to update or supplement the information provided above until the Company releases its results of operations for the fiscal year ended December 31, 2020.

MediaAlpha will report its fourth quarter and full year 2020 financial results on Thursday, March 11, 2021 after market close. The Company will host a Q&A conference call to discuss these results at 2:00 p.m. Pacific Time (5:00 p.m. Eastern Time) on the same day.

A live webcast of the call will be available on MediaAlpha's Investor Relations website at <https://investors.mediaalpha.com>. To register for the webcast, [click here](#). Participants may also dial in, toll-free at (833) 350-1346 or (236) 389-2445, with passcode 2458015.

An audio replay of the conference call will be available for two weeks following the call at <https://investors.mediaalpha.com>.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including with respect to the summary financial information for the fiscal year ended December 31, 2020. These forward-looking statements reflect our current views with respect to, among other things, future events and our financial performance. These statements are often, but not always, made through the use of words or phrases such as “may,” “should,” “could,” “predict,” “potential,” “believe,” “will likely result,” “expect,” “continue,” “will,” “anticipate,” “seek,” “estimate,” “intend,” “plan,” “projection,” “would,” and “outlook,” or the negative version of those words or other comparable words or phrases of a future or forward-looking nature. These forward-looking statements are not historical facts, and are based on current expectations, estimates and projections about our industry, management’s beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond our control. Accordingly, we caution you that any such forward-looking statements are not guarantees of future performance and are subject to risks, assumptions and uncertainties that are difficult to predict. Although we believe that the expectations reflected in these forward-looking statements are reasonable as of the date made, actual results may prove to be materially different from the results expressed or implied by the forward-looking statements.

There are or will be important factors that could cause our actual results to differ materially from those indicated in these forward-looking statements, including those more fully described in MediaAlpha’s filings with the Securities and Exchange Commission (“SEC”), including the Quarterly Report on Form 10-Q filed with the SEC on December 10, 2020. These factors should not be construed as exhaustive. MediaAlpha disclaims any obligation to update any forward-looking statements to reflect events or circumstances that occur after the date of this release.

Contacts

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