

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): July 2, 2021

MediaAlpha, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39671
(Commission
File Number)

85-1854133
(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 July 8, 2021, MediaAlpha, Inc. (the “Company”) issued a press release regarding the resignation of the Company’s Chief Financial Officer, in which the Company reaffirmed its previously issued financial guidance regarding its expected financial results for the second quarter ended June 30, 2021 and the full year ending December 31, 2021. The Company’s press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

This information shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information shall not be deemed incorporated by reference into any other filing with the Securities and Exchange Commission made by the Company, whether made before or after today’s date, regardless of any general incorporation language in such filing.

ITEM 5.02 – Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**(b) *Departure of Chief Financial Officer***

On July 2, 2021, Tigran Sinanyan, the Chief Financial Officer and Treasurer of the Company, notified the Company of his intention to resign from the Company effective October 1, 2021 to pursue a general management role with a privately-held company. Mr. Sinayan will continue to serve as the Company’s Chief Financial Officer and Treasurer through that date. Mr. Sinayan’s resignation is not a result of any disagreement with the Company or its independent auditors on any matter relating to the Company’s accounting, strategy, management, operations, policies, regulatory matters, or practices (financial or otherwise). The Company has commenced a search for a new Chief Financial Officer. A copy of the press release issued by the Company announcing this transition is attached as Exhibit 99.1 to this Current Report on Form 8-K.

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**

[99.1](#) Press release dated July 8, 2021.

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.

MediaAlpha, Inc.

By: /s/ Jeffrey B. Coyne
Name: Jeffrey B. Coyne
Title: General Counsel & Secretary

Date: July 8, 2021

MediaAlpha Announces CFO Transition Process; Reaffirms Q2 and Full Year 2021 Financial Guidance

LOS ANGELES, Calif – July 8, 2021 -- MediaAlpha, Inc. (NYSE: MAX), today announced that Tigran Sinanyan has notified the Company of his intention to resign as Chief Financial Officer, effective October 1, 2021, to pursue a general management role with a privately-held company. The Company has begun a search for a new CFO with the assistance of a leading executive search firm. Mr. Sinanyan will continue to serve as the Company's CFO and assist in the transition over the course of the next three months.

"On behalf of the entire team at MediaAlpha, I would like to thank Tigran for his innumerable contributions over the last nine years," said Steve Yi, CEO. "Tigran has been with us from the beginning and was instrumental in scaling MediaAlpha from a self-funded start-up to a public company, building a solid financial team and guiding the team through a successful IPO and follow-on offering. We wish him every success as he pursues this new career direction."

Tigran Sinanyan commented, "I've truly enjoyed being a part of MediaAlpha's success, and after careful consideration, have decided to pursue another opportunity outside of finance. It's been an incredible journey and I would like to express my deepest gratitude to Steve, our board, our equity partners, and the entire MediaAlpha team for their trust and support over the years."

Mr. Sinanyan has confirmed that his resignation is not a result of any disagreement with the Company or its independent auditors on any matter relating to the Company's accounting, strategy, management, operations, policies, regulatory matters, or practices (financial or otherwise).

Reaffirmation of Financial Guidance

MediaAlpha today also reaffirmed its financial guidance for the second quarter and full year 2021, which it had provided in connection with the announcement of MediaAlpha's first quarter 2021 financial results on May 12, 2021.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including the statements regarding the Company's financial guidance for the second quarter and full year 2021. 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 Annual Report on Form 10-K filed with the SEC on March 15, 2021. 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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