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**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): **March 20, 2023**

**VIMEO, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-40420**  
(Commission  
File No.)

**85-4334195**  
(I.R.S. Employer  
Identification No.)

**330 West 34th Street, 5th Floor, New York, NY**  
(Address of principal executive offices)

**10001**  
(Zip Code)

Registrant's telephone number, including area code: **(212) 524-8791**

(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:

- 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>Common Stock, par value \$0.01</b>	<b>VMEO</b>	<b>The Nasdaq Stock Market LLC (Nasdaq Global Select Market)</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.

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Joseph Levin and Glenn Schiffman*

On March 20, 2023, Joseph Levin, Chairman and member of the Board of Directors (the “Board”) of Vimeo, Inc. (the “Company”) submitted his resignation as Chairman and member of the Board, effective immediately. Mr. Levin’s resignation was not the result of any dispute or disagreement with the Company or the Board on any matter relating to the operations, policies, or practices of the Company. Mr. Levin will serve as Special Advisor to the Board, effective immediately, as further detailed below. In connection with Mr. Levin’s resignation, the size of the Board was reduced from eleven to ten. Also on March 20, 2023, the Company appointed Glenn Schiffman, Board member, to succeed Mr. Levin as Chairman of the Board. Mr. Schiffman is expected to stand for re-election at the Company’s 2023 Annual Meeting of Stockholders.

On March 21, 2023, in connection with Mr. Schiffman’s appointment as Chairman of the Board and upon the recommendation of the Company’s Compensation and Human Capital Management Committee of the Board, the Company granted the following compensation package to Mr. Schiffman: (i) 250,000 restricted stock units (“RSUs”) and (ii) 250,000 options to purchase shares of Company common stock, both of which will vest in full three years after the grant date. To be entitled to each award, Mr. Schiffman must be serving as Chairman of the Board through the vesting date. In the event of a change of control (as defined in the Company’s 2021 Stock and Annual Incentive Plan), the awards shall vest in their entirety.

The above compensation constitutes Mr. Schiffman’s full compensation package as Chairman and Board member through their vesting dates. Mr. Schiffman will not receive cash compensation after his appointment as Chairman. Mr. Schiffman’s existing RSU awards shall continue to vest while he serves as Chairman.

*Joseph Levin Restricted Stock Agreement Amendment*

On March 20, 2023, the Company entered into an amended and restated Restricted Stock Agreement between the Company and Mr. Levin dated June 7, 2021 (the “RSA”, and as amended, the “Amended RSA”). Pursuant to the Amended RSA, the RSA will continue in connection with Mr. Levin’s service as Special Advisor to the Board. In consideration of Mr. Levin’s anticipated reduced services as Special Advisor in comparison to his services previously provided as Chairman and Board member, the Amended RSA reduces the total number of shares underlying the RSA by one-third, to a total of 3,247,000 shares. Additionally, the Amended RSA modifies the terms of the change of control provisions contained therein, including (i) the definition of change of control is now as defined in the Company’s 2021 Stock and Annual Incentive Plan, a higher threshold than previously contained in the RSA, and (ii) the change in control vesting schedule. Additionally, the Amended RSA outlines Mr. Levin’s anticipated services as Special Advisor to the Board, including with respect to strategic planning, M&A and strategic transactions, investor relations and Board meetings. The Amended RSA was reviewed and approved by a special committee of independent members of the Board.

The above summary of the Amended RSA is not complete and is qualified in its entirety by reference to the full text of the Amended RSA, which will be filed as an exhibit to the Company’s next quarterly report on Form 10-Q.

As of March 20, 2023, Mr. Levin owned 3,713,940 shares or approximately 2.4% of Vimeo common stock and approximately 1.5% of total Vimeo voting power, including (i) 3,247,000 shares underlying the RSA and (ii) 466,940 shares of Vimeo common stock held directly. As of March 20, 2023, Barry Diller owned (a) 505,117 shares of Vimeo common stock, consisting of (i) 502,340 shares of Vimeo common stock held directly and/or through the Arrow Trust, over which Mr. Diller has sole investment and voting power, and (ii) 2,777 shares of Vimeo common stock held by a family foundation as to which Mr. Diller may be deemed to share voting and investment power and as to which Mr. Diller disclaims beneficial ownership, and (b) 9,399,250 shares or 100% of Vimeo Class B common stock, together constituting approximately 38% of the total Vimeo voting power.

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## *Anjali Sud Compensation*

On March 21, 2023, the Company and Ms. Sud entered into an Amended & Restated Restricted Stock Unit Award Agreement (the “Amended RSU Agreement”), which amended and restated the existing Restricted Stock Unit Award Agreement between the Company and Ms. Sud dated March 25, 2022 (the “Original Award Agreement”) to revise the vesting schedule and performance targets of the Original Award Agreement.

Additionally on March 22, 2023, the Company and Anjali Sud, Chief Executive Officer of the Company, entered into an amendment (the “Amendment”) to Ms. Sud’s Offer Letter dated May 4, 2022 (the “Offer Letter”). Pursuant to the Amendment, in addition to the annual discretionary bonus opportunities provided in the Offer Letter, for 2023 only, Ms. Sud shall be entitled to receive a non-discretionary bonus in a gross amount of \$800,000 upon achievement of certain performance goals set by the Company’s Compensation & Human Capital Management Committee (the “Non-Discretionary Bonus”). If achieved, the Non-Discretionary Bonus shall be paid to Ms. Sud no later than March 15, 2024.

Additionally, the Amendment provides that, with respect to Ms. Sud’s vested 2016 and 2017 stock appreciation rights (“SARs”), Ms. Sud will have until the expiration date of the relevant SARs to exercise such vested SARs.

The above summary of the Amendment is not complete and is qualified in its entirety by reference to the full text of the Amendment, which is attached hereto as Exhibit 10.1 and incorporated herein by reference.

### **Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description of Document</b>
<a href="#">10.1</a>	<a href="#">Amendment No. 1 to Offer Letter, dated as of March 22, 2023, by and between Vimeo, Inc. and Anjali Sud.</a>
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

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**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.

**VIMEO, INC.**

By: /s/ Gillian Munson

Name: Gillian Munson

Title: Chief Financial Officer

Date: March 23, 2023

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March 22, 2023

By email

Anjali Sud

c/o Vimeo, Inc.

330 West 34th Street, 5th Floor

New York, New York 10001

Re: Your Offer Letter with Vimeo, Inc.

Dear Anjali,

This letter agreement (this "Amendment") serves to amend the terms and conditions of the offer letter between you and Vimeo, Inc. ("Vimeo," "Company" or "we") dated May 4, 2022 (the "Offer Letter"). All capitalized terms used herein but not otherwise defined shall have the meaning given to such terms in the Offer Letter.

1. The section of your Offer Letter entitled "Compensation" is hereby amended by adding the following new paragraphs to the end thereof:

In addition to any discretionary bonus you may receive from the Committee, for the 2023 fiscal year, you shall be eligible to receive a non-discretionary bonus, which, if earned, shall be in the gross amount of \$800,000 and shall be payable only upon the achievement of both of the following performance measures, the specific parameters of which have been set by the Committee (the "Non-Discretionary Bonus"):

- a. Revenue; and
- b. Adjusted EBITDA.

The achievement of the Non-Discretionary Bonus shall be finally determined by the Committee. For the avoidance of doubt, you shall only be eligible to receive the Non-Discretionary Bonus with respect to the 2023 fiscal year. The Non-Discretionary Bonus shall be paid, if earned, on or prior to March 15, 2024. The Non-Discretionary Bonus and any discretionary bonus shall be subject to the Company's clawback policy as in effect from time to time.

2. The section of your Offer Letter entitled "Equity" is hereby amended by adding the following new paragraphs to the end thereof:

In addition to, and not in place of, the above paragraph, (i) with respect to your vested February 10, 2016 stock appreciation rights ("SARs"), you will have until February 10, 2026 to exercise such SARs; (ii) with respect to your vested August 9, 2016 SARs, you will have until August 9, 2026 to exercise such SARs, (iii) with respect to your vested February 14, 2017 SARs, you will have until February 14, 2027 to exercise such SARs, and (iv) with respect to your vested August 24, 2017 SARs, you will have until August 24, 2027 to exercise such SARs.

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3. Except as so amended, the Offer Letter is in all other respects hereby confirmed.

Sincerely,

**VIMEO, INC.**

By: /s/ Jessica Tracy

Title: Jessica Tracy

Name: Vice President, Associate General Counsel

AGREED AND ACCEPTED:

**ANJALI SUD**

Signature: /s/ Anjali Sud

Date: March 22, 2023

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