
**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): May 27, 2025

GUILD HOLDINGS COMPANY

(Exact name of Registrant as Specified in Its Charter)

Commission file number: 001-39645

Delaware
(State of Incorporation)

85-2453154
(IRS Employer Identification No.)

**5887 Copley Drive,
San Diego, California**
(Address of Principal Executive Offices)

92111
(Zip Code)

(858) 956-5130
(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	Name of each exchange on which registered
Class A common stock, \$0.01 par value per share	GHLA	The 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As disclosed by Guild Holdings Company (the "Company") in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 14, 2025 (the "Proxy Statement"), the Board approved an amendment (the "Amendment") to the Company's Amended and Restated Certificate of Incorporation limiting the monetary liability of its officers in certain circumstances pursuant to, and consistent with, Section 102(b)(7) of the Delaware General Corporation Law (the "DGCL"), subject to stockholder approval at the Company's 2025 Annual Meeting of Stockholders (the "Annual Meeting"). At the Annual Meeting, stockholders considered and approved the Amendment. On May 27, 2025, the Company filed with the Secretary of State of Delaware a Certificate of Amendment that reflects the Amendment, which was effective upon filing.

The foregoing description of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the exhibit attached hereto and incorporated by reference herein.

Item 5.07 Submission of Matters to a Vote of Security Holders.**2025 Annual Meeting of Stockholders**

On May 27, 2025, the Company held its Annual Meeting. At the Annual Meeting, the Company's stockholders voted on four proposals, each of which is described in more detail in the Company's Proxy Statement. Holders of the shares of the Company's Class A common stock were entitled to one vote per share held as of the close of business on March 28, 2025 (the "Record Date") and holders of the shares of Class B common stock were entitled to ten votes per share held as of the Record Date. Holders of the shares of Class A common stock and holders of the shares of Class B common stock voted together as a single class on all matters (including the election of directors) submitted to a vote of stockholders at the Annual Meeting. There were 8,821,710 shares of Class A common stock and 40,333,019 shares of Class B common stock present or represented by proxy at the Annual Meeting, which represented a combined voting power of 412,151,900 shares of Class A common stock and Class B common stock. The shares present or represented by proxy at the Annual Meeting represent 97.0% of the combined voting power of the shares of Class A common stock and Class B common stock entitled to vote at the Annual Meeting (voting together and a single class), which constituted a quorum for the transaction of business.

The matters voted upon at the Annual Meeting and the final results of such voting are set forth below:

Proposal 1: The election of two Class II directors to serve until the 2028 Annual Meeting of Stockholders and until their successors are duly elected and qualified.

NAME	FOR	WITHHELD	BROKER NON-VOTES
Patrick J. Duffy	407,650,982	1,258,792	3,242,126
Terry L. Schmidt	407,873,542	1,036,232	3,242,126

All director nominees were duly elected at the Annual Meeting. Each of the individuals named in the above table will serve as director until the 2028 Annual Meeting of Stockholders and until his or her successor is duly elected and qualified.

Proposal 2: The ratification of the appointment of KPMG LLP as the Company's independent registered accounting firm for the fiscal year ending December 31, 2025.

FOR	AGAINST	ABSTAIN
411,878,654	269,695	3,551

At the Annual Meeting, stockholders ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2025.

Proposal 3: Advisory vote on the compensation of the Company's named executive officers, as disclosed in the Proxy Statement.

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
407,474,071	2,599	1,433,104	3,242,126

At the Annual Meeting, stockholders approved, on an advisory basis, the compensation of the Company's named executive officers, as disclosed in the Proxy Statement.

Proposal 4: Approval of an amendment to the Company's amended and restated certificate of incorporation, as disclosed in the Proxy Statement.

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
407,321,968	1,586,552	1,254	3,242,126

At the Annual Meeting, stockholders approved the Amendment.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description of Exhibit
3.1	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Guild Holdings Company
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

GUILD HOLDINGS COMPANY

Date: June 2, 2025

By: _____ /s/ Desiree A. Kramer

Desiree A. Kramer
Chief Financial Officer

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
GUILD HOLDINGS COMPANY**

Guild Holdings Company (hereinafter called the “**Corporation**”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “**DGCL**”), does hereby certify as follows:

1. The name of the corporation is Guild Holdings Company. The Certificate of Incorporation of the Corporation was filed with the Secretary of the State of Delaware on August 11, 2020.
2. The following amendment to the Corporation’s Amended and Restated Certificate of Incorporation has been duly adopted by the Corporation’s Board of Directors and stockholders in accordance with the applicable provisions of Section 141 and 242 of the DGCL.
3. Article VII of the Corporation’s Amended and Restated Certificate of Incorporation is amended and restated to read in its entirety as follows:

ARTICLE VII.

A. To the fullest extent permitted by the DGCL as the same exists or as may hereafter be amended, no director or officer shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director or officer. If the DGCL is amended hereafter to authorize the further elimination or limitation of the liability of directors or officers, then the liability of a director or officer of the Corporation shall be eliminated or limited to the fullest extent authorized by the DGCL, as so amended.

B. Neither any amendment nor repeal of any of the foregoing provisions of this Article VII, nor the adoption of any provision of this Amended and Restated Certificate of Incorporation inconsistent with this Article VII, shall eliminate, reduce or otherwise adversely affect any limitation on the personal liability of a director or officer of the Corporation existing at the time of such amendment, repeal or adoption of such an inconsistent provision.

C. For the purposes of this Section, the term “officer” is limited to: (i) the Corporation’s president, chief executive officer, chief operating officer, chief financial officer, chief legal officer, controller, treasurer or chief accounting officer; (ii) an individual identified in the Corporation’s public filings as one of the Corporation’s most highly compensated officers; and (iii) an individual who, by written agreement with the Corporation, has consented to be identified as an officer for purposes of accepting service of process.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of the Certificate of Incorporation to be executed on its behalf this 27th day of May, 2025.

GUILD HOLDINGS COMPANY

By: /s/ Terry L. Schmidt

Name: Terry L. Schmidt

Title: Authorized Officer