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): September 22, 2026

Ibotta, Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**001-42018** (Commission File Number)	**35-2426358** (I.R.S. Employer Identification Number)
1400 16th Street, Suite 600 **Denver, Colorado** (Address of principal executive offices)		**80202** (Zip Code)

303-593-1633
(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, $0.00001 par value per share	IBTA	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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Director Appointment

On September 22, 2026, (the "Effective Date"), the board of directors (the "Board") of Ibotta, Inc. (the "Company"), upon the recommendation of its Nominating and Corporate Governance Committee, appointed Tony Weisman to serve as a Class I director effective as of the Effective Date, with an initial term expiring at the Company's 2028 annual meeting of shareholders. As of the Effective Date, the Board also appointed Mr. Weisman as a member of the Company's Audit Committee.

There are no arrangements or understandings between Mr. Weisman, on the one hand, and the Company or any other persons, on the other hand, pursuant to which Mr. Weisman was selected as a director. There are no related party transactions between the Company and Mr. Weisman or any of his immediate family members requiring disclosure under Item 404(a) of Regulation S-K. Mr. Weisman does not have any family relationships with any of the Company's directors or executive officers. Mr. Weisman will participate in the Company's outside director compensation policy, as described in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 7, 2026. In addition, the Company entered into its standard form of indemnification agreement with Mr. Weisman.

Director Resignation

On September 22, 2026, Thomas Lehrman, a member of the Board, notified the Company of his resignation from the Board and all committees thereof, effective immediately. The Company is not aware of any disagreement between Mr. Lehrman and the Company on any matter relating to the Company's operations, policies, or practices that resulted in Mr. Lehrman's resignation.

Item 7.01 Regulation FD Disclosure.

On September 22, 2026, the Company issued a press release relating to the appointment of Mr. Weisman and the resignation of Mr. Lehrman, a copy of which is furnished herewith as Exhibit 99.1 and incorporated herein by reference.

The information furnished in this Item 7.01 and Exhibit 99.1 attached hereto 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 9.01 Financial Statements and Exhibits

(d) The following exhibits are being filed herewith:

Exhibit No.	Description
99.1	Press Release Issued by Ibotta, Inc. dated September 22, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

IBOTTA, INC.

Date:	9/24/2026	**By:**	/s/ David T. Shapiro
			David T. Shapiro Chief Legal Officer & Corporate Secretary

Ibotta Appoints Tony Weisman to Board of Directors

Former Dunkin' CMO and Digitas North America CEO brings decades of CPG marketing leadership and digital transformation expertise to Ibotta's Board

DENVER--(BUSINESS WIRE)--September 24, 2026--Ibotta, Inc. (NYSE: IBTA), North America’s leading digital promotions network, today announced the appointment of Tony Weisman to its Board of Directors.

Weisman brings more than 30 years of experience stewarding the world's biggest brands across go-to-market, digital transformation, and AI marketing implementation. As Chief Marketing Officer of Dunkin' U.S., he rebranded Dunkin' after 68 years as Dunkin' Donuts and transformed the brand's digital marketing and loyalty strategy—achievements that earned him recognition as a Forbes World's Most Influential CMO. As Chief Executive Officer of Digitas North America, the world's largest digital marketing agency, Weisman built the industry's largest data science team while earning multiple Cannes Lions recognitions for creativity. With Weisman's appointment, Thomas Lehrman has stepped down from Ibotta’s Board, effective September 22, 2026.

“Tony brings a rare combination of deep CPG marketing expertise, technology leadership, and public-company board experience,” said Bryan Leach, founder and CEO of Ibotta. “He is a globally-recognized, award-winning marketing leader whose perspective will be invaluable as we continue to expand the reach and impact of the Ibotta Performance Network for our brand and publisher partners. We’re excited to welcome Tony and grateful to Thomas for his service and the many contributions he made to Ibotta during his time on the Board.”

“Value has never been more important to consumers, making this a pivotal moment for brands and retailers,” said Weisman. “Ibotta is uniquely positioned to help them meet that moment, and I look forward to working alongside Bryan and the team as they continue to unlock performance marketing at scale for the CPG industry."

Tony is a board member of Klaviyo (NYSE: KVYO), MNTN (NYSE: MNTN), and several private companies. He holds a BA in political science from Brown University.

About Ibotta ("I bought a...")

Ibotta (NYSE: IBTA) is the leading provider of digital promotions for CPG brands, reaching over 200 million consumers through a network of publishers called the Ibotta Performance Network (IPN). The IPN allows marketers to influence what people buy, and where and how often they shop – all while paying only when their campaigns directly result in a sale. American shoppers have earned over $2.9 billion through the IPN since 2012. Ibotta is headquartered in Denver and has been listed as a top place to work by The Denver Post and Inc. Magazine.

Forward-Looking Statements

This press release contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Any statements relating to expectations concerning matters that are not historical facts may constitute forward-looking statements. Forward-looking statements may include, without limitation, statements regarding the anticipated benefits of Mr. Weisman's appointment to the Board, the expected contributions of Mr. Weisman and the Board, the Company's future strategy, growth, market position, and the reach and impact of the Ibotta Performance Network. When words such as "believe," "expect," "anticipate," "will," "continue," "look forward," "outlook," or similar expressions are used, the Company is making forward-looking statements, although the absence of these words does not mean that a statement is not forward-looking. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, it cannot give readers any assurance that such expectations will prove correct. These forward-looking statements involve known and unknown risks, uncertainties, and assumptions, and actual results may differ materially from those anticipated as a result of numerous factors, many of which are beyond the Company's control. These and other factors are disclosed in the Company's reports filed from time to time with the Securities and Exchange Commission, available at www.sec.gov. Readers are urged not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. The Company does not intend to update any forward-looking statement contained in this press release to reflect events or circumstances arising after the date hereof, except as required by law.

Contacts

Corporate Communications
Chris Boyd, chris.boyd@ibotta.com

Investor Relations
Shalin Patel, shalin.patel@ibotta.com