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): November 15, 2026

Ibotta, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**001-42018**	**35-2426358**
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(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 November 15, 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 Kamelia Aryafar to serve as a Class II director effective as of the Effective Date, with an initial term expiring at the Company's 2029 annual meeting of shareholders. As of the Effective Date, the Board also appointed Ms. Aryafar as a member of the Company's Compensation Committee.

There are no arrangements or understandings between Ms. Aryafar, on the one hand, and the Company or any other persons, on the other hand, pursuant to which Ms. Aryafar was selected as a director. There are no related party transactions between the Company and Ms. Aryafar or any of her immediate family members requiring disclosure under Item 404(a) of Regulation S-K. Ms. Aryafar does not have any family relationships with any of the Company's directors or executive officers. Ms. Aryafar 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 Ms. Aryafar.

Director Resignation

On November 15, 2026, Larry W. Sonsini, 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. Sonsini and the Company on any matter relating to the Company's operations, policies, or practices that resulted in Mr. Sonsini's resignation. As of the Effective Date, Tony Weisman will replace Mr. Sonsini on the Company's Nominating and Corporate Governance Committee.

Item 7.01 Regulation FD Disclosure.

On November 17, 2026, the Company issued a press release relating to the appointment of Ms. Aryafar and the resignation of Mr. Sonsini, 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 November 17, 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: 11/17/2026

By: /s/ David T. Shapiro
David T. Shapiro
Chief Legal Officer & Corporate Secretary

Ibotta Appoints Kamelia Aryafar to Board of Directors

Netflix AI leader and former Google executive brings deep technical expertise in AI, commerce, and retail to Ibotta's Board

DENVER--(BUSINESS WIRE)--November 17, 2026--Ibotta, Inc. (NYSE: IBTA), North America's leading digital promotions network, today announced the appointment of Kamelia Aryafar to its Board of Directors. Kamelia brings more than 15 years of experience researching and building AI for leading consumer and enterprise applications across consumer technology, e-commerce, and enterprise software. With her appointment, Larry W. Sonsini has stepped down from Ibotta's Board, effective November 15, 2026.

Kamelia is the Head of AI for Members at Netflix, where she leads researchers and engineers developing foundation models, data, and applications for Netflix's global membership base. Before joining Netflix, she founded and led several of Google's flagship enterprise AI products from zero to general availability, including Gemini Enterprise, Gemini Business Edition, and Vertex AI Search. Her work spanned search, recommendations, and personalization, including Google's Discovery AI suite for retail and conversational commerce agents. She has also led engineering, AI, and product as an executive at Overstock.com and worked with product teams at Etsy to integrate machine learning and AI across the organization.

"As AI reshapes the path to purchase, CPG brands need more effective strategies to reach consumers where they are and drive predictable growth," said Bryan Leach, founder and CEO of Ibotta. "Kamelia combines deep technical expertise with a practical understanding of how AI can help people discover products and make smarter purchasing decisions. Her experience will be critical as we continue to innovate on the Ibotta Performance Network to unlock incremental growth for our brand and publisher partners. We're excited to welcome Kamelia, and we thank Larry for more than a decade of service to Ibotta's Board."

"I'm passionate about building technology that helps people find what matters to them," said Kamelia Aryafar. "With its native retailer integrations and leading rewards technology platform, Ibotta has a powerful opportunity to apply AI to the way consumers discover and purchase products, while helping brands and retailers grow through more relevant and rewarding experiences. I'm excited to join the Board and contribute to the company's next chapter."

Kamelia is a board member of Integral Ad Science, The JED Foundation, the Initiative for Analytics and Data Science Standards (IADSS), the Retail Management Institute at Santa Clara University, and Women of MENA in Technology. She holds a Ph.D. and M.Sc. in computer science and machine learning from Drexel University and a B.Sc. in computer engineering from Sharif University of Technology.

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 $3.1 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 Kamelia Aryafar’s appointment to the Board, the expected contributions of Kamelia Aryafar, the Company’s future strategy, growth, market position, the Company’s product performance, 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