

**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): August 4, 2020

The RealReal, Inc.
(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38953
(Commission
File Number)

45-1234222
(IRS Employer
Identification No.)

55 Francisco Street Suite 600
San Francisco, CA 94133
(Address of Principal Executive Offices, including Zip Code)

(855) 435-5893
(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 Instructions 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
Common stock, \$0.00001 par value	REAL	The Nasdaq Global Select Market

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.

On August 4, 2020, the Board of Directors (the “**Board**”) of The RealReal, Inc. (the “**Company**”) increased the size of the Board from 6 to 8 directors and appointed Caretha Coleman and Carol Melton to the Board as Class I Directors, with their respective terms expiring at the Company’s 2023 annual meeting of stockholders. Committee assignments for Ms. Coleman and Ms. Melton have not yet been determined.

As non-employee directors, Ms. Coleman and Ms. Melton are entitled to receive compensation arrangements in accordance with the Company’s recently adopted Director Compensation Program, which includes an annual cash retainer of \$35,000, paid quarterly, and an annual equity award of \$165,000 in restricted stock units under the Company’s 2019 Equity Incentive Plan, which shall vest on the earlier of the one-year anniversary of the grant of such equity award or the date immediately prior to the Company’s annual meeting of stockholders occurring after such date of grant, subject to continued service as a non-employee director through such vesting date. Initial cash retainers or equity awards would be adjusted pro rata for the first partial year of service. In addition, the Company will enter into its form of Indemnity Agreement with Ms. Coleman and Ms. Melton, a copy of which has been filed as Exhibit 10.2 to Amendment No. 2 to the Company’s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on June 17, 2019.

There is no arrangement or understanding between either of Ms. Coleman and Ms. Melton and any other persons pursuant to which either of Ms. Coleman and Ms. Melton was appointed as a director. Furthermore, there are no transactions between either of Ms. Coleman and Ms. Melton and the Company that would be required to be reported under Item 404(a) of Regulation S-K.

A copy of the Company’s announcement regarding the election of Ms. Coleman and Ms. Melton to the Board is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated August 4, 2020.

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 thereunto duly authorized.

The RealReal, Inc.

Date: August 5, 2020

By: _____ /s/ Todd Suko
Todd Suko
Chief Legal Officer and Secretary

THE REALREAL APPOINTS TWO WOMEN TO BOARD OF DIRECTORS

SAN FRANCISCO, August 4, 2020 — Today, The RealReal (Nasdaq: REAL)—the world’s largest online marketplace for authenticated, consigned luxury goods—announced Caretha Coleman (Principal of Coleman Consulting) and Carol Melton (CEO and Founder of Adept Capital) have joined its Board of Directors, effective immediately. These appointments make The RealReal’s board 50 percent female.

“Caretha and Carol’s leadership experience, depth of perspective and diverse backgrounds undoubtedly strengthen our team,” said Julie Wainwright, CEO of The RealReal. “Diversity on our board, and any board for that matter, is essential for innovation, operational excellence and culture inclusivity, and these women will be integral in those continued efforts.”

“I have tremendous respect for Julie Wainwright and what she’s created at The RealReal,” said Caretha Coleman. “I look forward to building on the strong foundation and making a positive impact on the future direction of the organization.”

Carol Melton commented, “I’m excited to join the board of a company truly at the center of retail innovation and sustainability, and be a part of its force as The RealReal continues to scale and evolve.”

Coleman brings over 40 years of experience in the technology industry working with companies of all sizes – from early stage ventures to public companies – in organizational strategy development and executive coaching and effectiveness. Among her accomplishments is Software Publishing Corporation, where she played an integral role, as Chief Human Resources Officer, in pioneering one of the earliest successful desktop computer software businesses. As one of Silicon Valley’s first female technology executives of color, Caretha has spent decades advocating for women and minorities in business and cultivating diverse communities outside of the workplace. She sits on many boards supporting underserved populations, including The Leverage Network, which promotes the advancement of African Americans in leadership positions within the healthcare industry. Coleman also serves as Chairman of Dignity Community Care, which is now part of the merged CommonSpirit Health, and board member of Viridis Learning.

Melton has extensive experience in global public policy having held leadership roles at two international media and entertainment companies. Most recently, Melton served as Executive Vice President for Global Public Policy at Time Warner where her leadership was instrumental in its 2018 merger with AT&T. Before that, Melton was Executive Vice President of Global Government Relations at Viacom where she helped its 1999 acquisition of CBS Corp. Melton currently serves on the board of JBG Smith (NYSE: JBGS), the Economic Club of Washington, DC and Halcyon, and is also a member of the Council on Foreign Relations.

Melton and Coleman join The RealReal’s existing board members: Julie Wainwright, Founder and CEO; Gilbert L. (Chip) Baird III, Co-Founder and Partner of PWP Growth Equity; Rob Krolik, General Partner and Chief Financial Officer of Burst Capital; Michael A. Kumin, Managing Partner of Great Hill Equity Partners; Niki Leondakis, President of The Wolff Resident Experience Company; and James R. Miller, Chief Technology Officer of Wayfair.

About The RealReal, Inc.

The RealReal is the world's largest online marketplace for authenticated, consigned luxury goods. With a rigorous authentication process overseen by experts, The RealReal provides a safe and reliable platform for consumers to buy and sell their luxury items. We have 150+ in-house gemologists, horologists and brand authenticators who inspect thousands of items each day. As a sustainable company, we give new life to pieces by hundreds of brands, from Gucci to Cartier, supporting the circular economy. We make consigning effortless with free in-home pickup, drop-off service, virtual appointments and direct shipping for individual consignors and estates. At our stores in LA, NYC and San Francisco, customers can shop, consign, and meet with our experts. At our 10 Luxury Consignment Offices, four of which are in our retail stores, our expert staff provides free valuations.

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