

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 25, 2022

PROG HOLDINGS, INC.

(Exact name of Registrant as Specified in Charter)

Georgia

1-39628

85-2484385

(State or other Jurisdiction of Incorporation)

(Commission File  
Number)

(IRS Employer  
Identification No.)

256 W. Data Drive

Draper, Utah

84020-2315

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (385) 351-1369

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	Name of each exchange on which registered
Common Stock, \$0.50 Par Value	PRG	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 7.01. REGULATION FD DISCLOSURE**

On August 25, 2022, PROG Holdings, Inc. (the "Company") issued a press release in connection with a lawsuit filed by the Pennsylvania Attorney General regarding the Company's Progressive Leasing business, which is attached hereto as Exhibit 99.1. The information contained in this Item 7.01, as well as Exhibit 99.1 referenced herein, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits:

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
<a href="#">99.1</a>	<a href="#">Press release, dated August 25, 2022.</a>
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL

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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.

By: PROG Holdings, Inc.  
/s/ Brian Garner  
Brian Garner  
Chief Financial Officer

Date: August 25, 2022



## **PROG Holdings Responds to Litigation Filed by Pennsylvania Attorney General**

SALT LAKE CITY, August 25, 2022 - PROG Holdings, Inc. (NYSE:PRG), the fintech holding company for Progressive Leasing, Vive Financial, and Four Technologies, today issued the following statement in connection with a lawsuit filed by the Pennsylvania Attorney General regarding its Progressive Leasing business:

We are deeply disappointed with the Pennsylvania Attorney General's decision to file a complaint against our Progressive Leasing business. While we appreciate and support the important role the Pennsylvania Attorney General plays in protecting Pennsylvania consumers, Progressive Leasing has always been committed to transparent business practices and a superior customer experience. We believe Progressive Leasing sets the standard for its industry and we are extremely proud of the work it does every day to provide solutions for its customers' needs. To that end, we are very appreciative of the support Governor Tom Wolf and the Pennsylvania State Legislature have shown by their recent modernization of the antiquated law upon which the Attorney General's complaint is based. House Bill 2709, which goes into effect on September 9, 2022, effectively ratifies the exact type of electronic disclosures Progressive Leasing has been making for years in Pennsylvania. Accordingly, we will vigorously defend Progressive Leasing in court and look forward to Progressive Leasing continuing to provide Pennsylvania consumers with the flexible lease-to-own solutions they need.

## **About PROG Holdings, Inc.**

*PROG Holdings, Inc. (NYSE:PRG) is a fintech holding company headquartered in Salt Lake City, UT, that provides transparent and competitive payment options to consumers. The Company owns Progressive Leasing, a leading provider of e-commerce, app-based, and in-store point-of-sale lease-to-own solutions, Vive Financial, an omnichannel provider of second-look revolving credit products, and Four Technologies, provider of Buy Now, Pay Later payment options through its platform Four. More information on PROG Holdings' companies can be found at <https://www.progholdings.com>.*

## **Safe Harbor Statement**

*Statements in this press release regarding the Company that are not historical facts are “forward-looking statements” that involve risks and uncertainties which could cause actual results to differ materially from those contained in the forward-looking statements. Statements in this press release that are “forward-looking” include, without limitation, statements about the Company’s expectations with respect to defending the lawsuit filed by the Pennsylvania Attorney General against the Company’s Progressive Leasing business and Progressive Leasing’s provision of services to Pennsylvania consumers in the future. Such forward-looking statements generally can be identified by the use of forward-looking terminology, such as “believe”, “will”, “look forward to”, and similar forward-looking terminology. These forward-looking statements are subject to a number of risks and uncertainties, including factors such as (i) the possibility of other legal and regulatory proceedings and investigations, including those arising out of the Pennsylvania Attorney General’s lawsuit against the Company’s Progressive Leasing business; (ii) adverse findings, developments or outcomes with respect to such proceedings and investigations; and (iii) the risks and uncertainties discussed under “Risk Factors” in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed with the SEC on February 23, 2022, and in our subsequent SEC filings. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. Except as required by law, the Company undertakes no obligation to update these forward-looking statements to reflect subsequent events or circumstances after the date of this press release.*

## **Investor Contact**

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