
**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): June 14, 2024

**Duolingo, Inc.
(Exact name of registrant as specified in its charter)**

**Delaware
(State or other jurisdiction
of incorporation)**

**001-40653
(Commission
File Number)**

**45-3055872
(IRS Employer
Identification Number)**

**5900 Penn Avenue
Pittsburgh, Pennsylvania 15206
(Address of principal executive offices) (Zip Code)**

Registrant's telephone number, including area code: (412) 567-6602

**N/A
(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:

- 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))
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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, \$0.0001 par value per share | DUOL | The Nasdaq Stock 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 Principal Officers; Compensatory Arrangements of Certain Officers.

On June 14, 2024, the Board of Directors (the “Board”) of Duolingo, Inc. (the “Company”) appointed Mario Schlosser to serve as a Class I director on the Company’s Board to fill the vacancy created from Ms. Laela Sturdy’s departure, effective as of July 1, 2024. Mr. Schlosser will serve for a term expiring at the Company’s annual meeting of stockholders to be held in 2025 and until his successor is duly elected and qualified or until his earlier death, resignation, disqualification or removal.

Mr. Schlosser is eligible to participate in the Company’s Non-Employee Director Compensation Program, which provides for: (i) an annual cash retainer of \$35,000 for serving on the Board, paid quarterly in arrears (prorated based on his service during the 2024 fiscal year); (ii) an initial award of restricted stock units (“RSUs”) equaling \$360,000 divided by the closing price of the Company’s Class A common stock on the date Mr. Schlosser commences service on the Board (prorated based on his service from his commencement of service until the Company’s annual meeting of stockholders to be held in 2025) and which vests over three years in substantially equal annual installments following the grant date, subject to the director’s continued service on the Board through each such vesting date; and (iii) an annual RSU award granted on the date of the Company’s annual meeting of stockholders, provided the director has served on the Board for at least six months prior to such annual meeting and will continue serving following such meeting, in an amount equaling \$180,000 divided by the closing price of the Company’s Class A common stock on the grant date and which vests in full on the earlier of the first anniversary of the grant date or immediately prior to the next annual meeting of the Company’s stockholders following the grant date, in either case, subject to the director’s continued service on the Board through such vesting date.

Mr. Schlosser is expected to enter into the Company’s standard form indemnification agreement in the form filed as Exhibit 10.12 to the Company’s Registration Statement on Form S-1/A (File No. 333-257483) filed with the Securities and Exchange Commission on July 19, 2021.

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.

DUOLINGO, INC.

Date: June 21, 2024

By: /s/ Matthew Skaruppa

Matthew Skaruppa

Chief Financial Officer

(Principal Financial Officer and Principal Accounting Officer)