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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 8, 2021**

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

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

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

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

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

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

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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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
<b>Class A common stock, \$0.0001 par value per share</b>	<b>DUOL</b>	<b>The Nasdaq Stock Market</b>

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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.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.**

On December 8 2021, the Board of Directors (the “Board”) of Duolingo, Inc. (the “Company”) appointed John Lilly to serve as a Class I director on the Company’s Board and as a member of the Compensation and Leadership Committee, in each case, effective as of December 15, 2021. Mr. Lilly will serve for a term expiring at the Company’s annual meeting of stockholders to be held in 2022 and until his successor is duly elected and qualified or until his earlier death, resignation, disqualification or removal.

Mr. Lilly is eligible to participate in the Company’s Non-Employee Director Compensation Program, which provides for: (i) an annual cash retainer of \$30,000 for serving on the Board, paid quarterly in arrears (prorated based on his service during the 2021 fiscal year); (ii) an annual cash retainer of \$6,000 for serving on the Compensation and Leadership Committee, paid quarterly in arrears (prorated based on his service during the 2021 fiscal year); (iii) an initial award of restricted stock units (“RSUs”) equaling \$300,000 divided by the closing price of the Company’s Class A common stock on the date Mr. Lilly commences service on the Board (prorated based on his service [from his commencement of service until the 2022 annual meeting]) 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 (iv) 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 \$160,00 divided by the closing price of the Company’s Class A common stock on the grant date and which vests on the earlier of the first anniversary of the grant date or the day immediately prior to the date of the next annual meeting of the Company’s stockholders, in either case, subject to the director’s continued service on the Board through such vesting date.

Mr. Lilly 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.

**Item 7.01 Regulation FD Disclosure.**

The Company issued a press release announcing the appointment of Mr. Lilly. A copy of the press release is furnished as Exhibits 99.1 to this Current Report on Form 8-K and is incorporated in this Item 7.01 by reference.

The information in this Item 7.01 (including Exhibit 99.1) of this Form 8-K is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall it be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release dated December 14, 2021</a>
104	Cover Page Interactive Data File (embedded within the inline XBRL document)

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**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: December 14, 2021

By: /s/ Matthew Skaruppa

Matthew Skaruppa  
Chief Financial Officer



## Consumer Tech Veteran John Lilly Joins Duolingo Board of Directors

**PITTSBURGH, December 14, 2021** -- Duolingo, Inc. (Nasdaq: DUOL), the world's leading mobile language learning platform, announced today that it has named John Lilly as a new independent board director and member of the Compensation and Leadership Committee.

Mr. Lilly has had a prominent career, spanning over 25 years, during which he's held various leadership roles in consumer and enterprise technology. He is a venture partner at Greylock Partners, where he led investments in Instagram, Dropbox, Tumblr, Figma and Quip, among others. John is the former CEO and Board Member of Mozilla, the organization behind Firefox, the open-source Web browser. He also co-founded Reactivity, an internet security infrastructure company acquired by Cisco in 2007, where he served as founding CEO and later CTO. Earlier in his career, John held positions on the executive team at Trilogy Software and as a Senior Scientist in Apple's research labs.

He currently serves on the Board of Directors of Figma, Caffeine, Clockwise, Code for America, Voting Works and Nuro. He previously served on the Boards of Directors of TripIt, CenterRun, Mozilla, and Reactivity.

"Duolingo is firmly committed to providing universal access to the world's best education," said Luis von Ahn, Co-Founder and CEO of Duolingo. "John's deep digital expertise, leadership roles, and proven track record of driving transformational initiatives for consumer technology companies will be a valuable addition to our Board of Directors."

John holds a BS in Computer Systems Engineering and an MS in Computer Science with a focus on Human-Computer Interaction, both from Stanford University. He is currently a Lecturer at Stanford's Graduate School of Business and was previously a Consulting Assistant Professor at Stanford's d.school.

He is a co-inventor on seven United States patents.

### **About Duolingo**

Duolingo is the leading mobile learning platform globally, offering courses in 40 languages to approximately 40 million monthly active users. With over 500 million downloads, its flagship app has organically become the world's most popular way to learn languages and the top-grossing app in the Education category on both Google Play and the Apple App Store. With technology at the core of everything it does, Duolingo has consistently invested to provide learners a fun, engaging, and effective learning experience while

remaining committed to its mission to develop the best education in the world and make it universally available.

## **Contact Information**

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