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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

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

**August 18, 2023**

Date of Report (Date of earliest event reported)

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*Lulus*

**Lulu's Fashion Lounge Holdings, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-41059**  
(Commission File Number)

**20-8442468**  
(IRS Employer  
Identification No.)

**195 Humboldt Avenue**  
**Chico, California 95928**  
(Address of Principal Executive Offices) (Zip Code)

**(530) 343-3545**  
(Registrant's telephone number, including area code)

**N/A**  
(Former Name or Former Address, if Changed Since Last Report)

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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 (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
Common Stock, \$0.001 par value per share	LVLU	The Nasdaq Stock Market LLC

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 Certain Officers; Compensatory Arrangements of Certain Officers.**

On August 18, 2023, the Board of Directors (the "Board") of Lulu's Fashion Lounge Holdings, Inc. (the "Company"), acting upon the recommendation of the Nominating and Corporate Governance Committee, expanded the size of the Board from ten (10) directors to eleven (11) directors and appointed Kelly McCarthy as a Class I director of the Company, effective as of August 18, 2023. Ms. McCarthy will serve as a director of the Company for a term expiring at the 2025 Annual Meeting of Stockholders, at which time her continued service on the Board will be subject to renomination and stockholder approval. The Board has determined that Ms. McCarthy qualifies as an independent director under Nasdaq rules. Ms. McCarthy's appointment was the result of a search for a new independent director by the Nominating and Corporate Governance Committee, as discussed in the Company's Proxy Statement for its 2023 Annual Meeting of Stockholders filed on May 1, 2023 (the "Proxy Statement"). Additionally, as a result of Ms. McCarthy's appointment, the Board is now composed of a majority of independent directors.

Ms. McCarthy is eligible to participate in the Company's Non-Employee Director Compensation Program. Please see the disclosure in the Proxy Statement under the heading "Director Compensation – Non-Employee Director Compensation Program" for a description of the program. The full text of the Non-Employee Director Compensation Program is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated hereto by reference.

Ms. McCarthy has also entered into the Company's standard indemnification agreement for directors and officers, a form of which is included as Exhibit 10.8 to the Company's Form 10-K for the year ended January 1, 2023.

There are no related party transactions between the Company and Ms. McCarthy which would require disclosure under Item 404 of Regulation S-K.

**Item 7.01. Regulation FD Disclosure.**

On August 22, 2023, the Company issued a press release announcing Ms. McCarthy's election to the Board, which is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information contained or incorporated in this Item 7.01 of this Current Report 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 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) Exhibits

The following exhibits are furnished herewith:

<b>Exhibit Number</b>	<b>Description</b>
10.1	<a href="#"><u>Lulu's Fashion Lounge Holdings, Inc. Non-Employee Director Compensation Program (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on January 31, 2022)</u></a>
99.1	<a href="#"><u>Press release issued by Lulu's Fashion Lounge Holdings, Inc. on August 22, 2023</u></a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**SIGNATURE**

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.

Date: August 22, 2023

**Lulu's Fashion Lounge Holdings, Inc.**

By: /s/ Crystal Landsem

Crystal Landsem

Chief Executive Officer

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## Lulus Appoints Kelly McCarthy to the Board of Directors

CHICO, Calif., August 22, 2023 -- Lulu's Fashion Lounge Holdings, Inc. ("Lulus" or the "Company") (Nasdaq: LVLU) today announced the expansion of the size of the Board of Directors (the "Board") from ten (10) directors to eleven (11) directors and the appointment of Kelly McCarthy to serve as a Class I director, effective as of August 18, 2023. The Board has determined that Ms. McCarthy qualifies as an independent director under Nasdaq rules.

"We are pleased to announce the addition of Kelly McCarthy to our Board of Directors," said Crystal Landsem, Chief Executive Officer of Lulus. "Kelly's rich experience across various channels and organizations will be an important perspective as we continue to focus on driving brand awareness and visibility in our business."

"I'm excited to be joining the Board of Directors in the early stages of Lulus' life as a public company," said Ms. McCarthy. "There are significant opportunities for development and growth as the brand optimizes and scales over the next few years, and I'm looking forward to collaborating with management and the Board on the strategic initiatives underway."

Ms. McCarthy brings significant tech, product and consumer experience, having served in strategic roles across various enterprises and agencies throughout her career. She currently serves in board and advisory capacities for a number of entities including Newman's Own, Inc. and Goldman Sachs' Merchant Banking Division. Previously, she worked at Louis Vuitton Moët Hennessy ("LVMH") advising across their global brands. Prior to LVMH, Ms. McCarthy held various leadership roles at Nike overseeing aspects of product creation, distribution, development and marketing. Before joining Nike, Ms. McCarthy was Managing Director of VaynerMedia in New York, a full-service digital and emerging technology advisory firm and venture fund.

### About Lulus

Lulus is a customer driven, digitally native fashion brand for women. Based in California and serving millions of customers worldwide, Lulus develops styles with the customer in mind, using direct consumer feedback and insights to refine its products. With fresh inventory hitting the site almost daily, Lulus features on-trend, high-quality, must-have pieces, at affordable prices. As a brand built on customer feedback, Lulus puts an extreme focus on providing exceptional customer service and a personalized shopping experience. The brand's world class personal stylists, bridal concierge, and customer care team take pride in offering a personalized shopping experience to every customer. Lulus was founded in 1996. Lulus is a registered trademark of Lulu's Fashion Lounge, LLC. All rights reserved.

### Forward-Looking Statements

This press release contains "forward-looking statements" within the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical or current fact included in this press release are forward-looking statements, including but not limited to statements regarding our expectations around future opportunities, long-term growth strategies and strategic growth initiatives. These statements are neither promises nor guarantees, but involve known and unknown risks, uncertainties and other important factors that may cause Lulus' actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements, including but not limited to the following: risks related to the continued impact of the macroeconomic environment on our business, operations and financial results; our ability to successfully maintain our desired merchandise assortment or manage our inventory effectively; demand for our products, including our ability to anticipate, identify, measure, and respond quickly to fashion trends, customer preferences and demands; our ability to anticipate, measure and establish appropriate policies for customer merchandise returns; general economic conditions, including inflation; our fluctuating operating results; seasonality in our business; our ability to acquire products on reasonable terms; our e-commerce business model; our ability to attract and retain customers in a cost effective manner; the strength of our brand; competition; fraud; system interruptions; system security risks including security breaches; our ability to fulfill orders; and the continued impact of the COVID-19 pandemic on our business. These and other important factors discussed under the caption "Risk Factors" in Lulus' Annual Report on Form 10-K for the fiscal year ended January 1, 2023, and its other filings with the Securities and Exchange Commission could cause actual results to differ materially from those indicated

by the forward-looking statements made in this press release. Any such forward-looking statements represent management's estimates as of the date of this press release. While Lulus may elect to update such forward-looking statements at some point in the future, it disclaims any obligation to do so, except as required by law, even if subsequent events cause its views to change.

**Contact**

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