

**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): July 1, 2022**

**Innovid Corp.**  
(Exact name of registrant as specified in its charter)

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

**001-40048**  
(Commission  
File Number)

**87-3769599**  
(I.R.S. Employer  
Identification No.)

**30 Irving Place, 12th Floor**  
**New York, NY 10003**  
(Address of principal executive offices) (Zip Code)  
**(212) 966-7555**  
(Registrant's telephone number, include area code)

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
Common stock, par value \$0.0001 per share	CTV	New York Stock Exchange
Warrants to purchase one share of common stock, each at an exercise price of \$11.50 per share	CTVWS	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.



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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 July 1, 2022, Steven Cakebread notified Innovid Corp. (the “Company”) of his resignation for personal reasons from the Board of Directors (the “Board”) and Audit Committee of the Board, effective July 8, 2022 (the “Effective Date”)

On July 7, 2022 the Board elected Brian Hughes as a Class I director of the Company, effective on the Effective Date, for a term expiring at the annual meeting of shareholders in 2025 or until his earlier death, resignation or removal. In addition, the Board appointed Mr. Hughes to serve on the Audit Committee of the Board (the “Audit Committee”) as Audit Committee Chair to fill the vacancy created by Mr. Cakebread’s resignation.

Mr. Hughes, age 63, currently serves as a Director of Bentley Systems (Nasdaq: BSY), CompoSecure, Inc. (Nasdaq: CMPO) and Omnilit Acquisition Corp (Nasdaq: OLITU). Mr. Hughes was previously an audit partner, the national private markets group leader, and venture capital co-leader at KPMG LLP where he worked from 2002 to 2019 and an audit partner at Arthur Andersen where he worked from 1981 to 2002. Mr. Hughes received a Master’s in Business Administration and a Bachelor of Science in Economics and Accounting from the Wharton School, University of Pennsylvania. Mr. Hughes was chosen to serve on the Board because of his financial expertise, extensive accounting, auditing and venture capital experience as well as his experience as a director and advisor of other companies.

In connection with his appointment to the Board, the Board determined that Mr. Hughes is independent under the independence standards of the New York Stock Exchange (the “NYSE”) and is independent under the rules of the NYSE and the Securities Exchange Commission (the “SEC”) for purposes of service on the Audit Committee. There are no arrangements or understandings between Mr. Hughes and any other person pursuant to which he was selected as a director, and there are no relationships or transactions in which Mr. Hughes has an interest requiring disclosure under Item 404(a) of Regulation S-K currently contemplated or since the beginning of the last fiscal year. As non-employee directors of the Company, Mr. Hughes will participate in the compensation program for non-employee directors as described under the heading “Director Compensation” in the Company’s definitive proxy statement on Schedule 14A, filed with the SEC on April 27, 2022 (the “Director Compensation Program”). In addition, Mr. Hughes received a special award in the form of a number of Restricted Stock Units equal to the Pro-Rated Annual RSU Award divided by the Reference Price (as defined in the Director Compensation Program), subject to the terms of the Equity Plan (as defined in the Director Compensation Program). The Company also entered into its standard indemnification agreement for directors and officers with Mr. Hughes.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No</b>	<b>Description</b>
99.1	<u>Press Release dated July 8, 2022 by Innovid Corp.</u>
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, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 8, 2022

INNOVID CORP.

By: /s/ Tanya Andreev-Kaspin  
Name: Tanya Andreev-Kaspin  
Title: Chief Financial Officer



## Innovid Announces Changes to its Board of Directors

**NEW YORK, July. 8, 2022** - [Innovid](#) Corp. (NYSE:CTV) (the "Company"), an independent advertising platform for delivery, personalization and measurement of converged TV across linear, connected TV (CTV) and digital, today announced changes in its board of directors (the "Board"). Mr. Steven Cakebread has resigned for personal reasons and Mr. Brian Hughes has joined as a member of the Board and to serve on the Audit Committee of the Board (the "Audit Committee") as Audit Committee Chair. Mr. Hughes was elected as a Class I director of the Company for a term expiring at the annual meeting of shareholders in 2025 or until his earlier death, resignation or removal.

"It has been a great pleasure to serve on the Board of Innovid and I wish Zvika and his team all the very best for the future," said Mr. Cakebread.

"Driving digital transformation and the role that software plays in it has been a key focus throughout my career in order to better meet customer needs and deliver business results," said Mr. Hughes. "Innovid sits in a very exciting place in the transformation of television to a digital infrastructure and I believe Innovid is well positioned to benefit as the shift to streaming continues."

Mr. Hughes, age 63, currently serves as a Director of Bentley Systems, CompoSecure, Inc. and Omnilit Acquisition Corp. Mr. Hughes was previously an audit partner, the national private markets group leader, and venture capital co-leader at KPMG LLP where he worked from 2002 to 2019 and an audit partner at Arthur Andersen where he worked from 1981 to 2002. Mr. Hughes received a Master's in Business Administration and a Bachelor of Science in Economics and Accounting from the Wharton School, University of Pennsylvania. Mr. Hughes was chosen to serve on the Board because of his financial expertise, extensive accounting, auditing and venture capital experience as well as his experience as a director and advisor of other companies.

### Forward-Looking Statements

This press release includes "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1996. The Company's actual results may differ from its expectations, estimates and projections and consequently, you should not rely on these forward-looking statements as predictions of future events. Words such as "expect," "estimate," "project," "budget," "forecast," "anticipate," "intend," "plan," "may," "will," "could," "should," "believes," "predicts," "potential," "continue," "aim," and similar expressions are intended to identify such forward-looking statements. These forward-looking statements include, without limitation, the Company's expectations regarding its future financial results, expected growth and the expected benefits resulting from its partnerships. These forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from the expected results, including Innovid's ability to raise financing in the future, success in retaining or recruiting officers, key employees or directors, changes in applicable laws or regulations, Innovid's ability to maintain and expand relationships with advertisers, decreases and/or changes in CTV audience viewership behavior, Innovid's ability to make the right investment decisions and to innovate and develop new solutions, the accuracy of Innovid's estimates of market opportunity, forecasts of market growth and projections of future financial performance, the extent of investment required in Innovid's sales and marketing efforts, Innovid's ability to effectively manage its growth, the

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impact of the Covid-19 pandemic, the risk of continued inflation and other macroeconomic events, acquisition related risks, and other important factors discussed under the caption "Risk Factors" in Innovid's Annual Report on Form 10-K filed with the SEC on March 18, 2022, as such factors may be updated from time to time in its other filings with the SEC, accessible on the SEC's website at [www.sec.gov](http://www.sec.gov) and the Investors Relations section of Innovid's website at [investors.innovid.com](http://investors.innovid.com). Most of these factors are outside the Company's control and are difficult to predict. The Company cautions not to place undue reliance upon any forward-looking statements, including projections, which speak only as of the date made. The Company does not undertake or accept any obligation to release publicly any updates or revisions to any forward-looking statements to reflect any change in its expectations or any change in events, conditions or circumstances on which any such statement is based.

#### **About Innovid**

Innovid (NYSE:CTV) powers advertising delivery, personalization, measurement and outcomes across linear, CTV and digital for some of the world's largest brands. Through a global infrastructure that enables cross-platform ad serving, data-driven creative, and currency-grade measurement, Innovid offers its clients always-on intelligence to optimize advertising investment across channels, platforms, screens, and devices. Innovid is an independent platform that leads the market in converged TV innovation, through proprietary technology and exclusive partnerships designed to reimagine TV advertising. Headquartered in New York City, Innovid serves a global client base through offices across the Americas, Europe, and Asia Pacific. To learn more, visit [innovid.com](http://innovid.com) or follow us on [LinkedIn](#) or [Twitter](#).

#### **Investor Relations:**

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