

**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): March 3, 2026

DAVE INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-40161
(Commission
File Number)

86-1481509
(IRS Employer
Identification Number)

1265 South Cochran Ave, Los Angeles, California 90019
(Address of principal executive offices, including zip code)

844 857-3283
(Registrant's telephone number, including area code)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Class A common stock, par value of \$0.0001	DAVE	The Nasdaq Stock Market LLC
Redeemable warrants, each lot of 32 warrants exercisable for one share of Class A common stock, each at an exercise price of \$368 per share	DAVEW	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.

Item 8.01. Other Events.

On March 3, 2026, Dave Inc. (the “Company”) issued a press release made pursuant to Rule 135c under the Securities Act of 1933, as amended (the “Securities Act”), announcing the commencement of a private offering, subject to market and other conditions, of \$150 million aggregate principal amount of its Convertible Senior Notes due 2031 (the “Notes”). The Company also expects to grant the initial purchasers of the Notes an option to purchase, for settlement within a 13-day period beginning on, and including, the date the Company first issues the Notes, up to an additional \$22.5 million aggregate principal amount of the Notes. The Notes will be offered only to persons reasonably believed to be qualified institutional buyers in reliance on Rule 144A under the Securities Act. The full text of the press release is attached as Exhibit 99.1 hereto and incorporated by reference herein.

In connection with the offering, the Company expects to enter into privately negotiated capped call transactions with one or more of the initial purchasers of the Notes, their respective affiliates and/or other financial institutions (the “option counterparties”). If the initial purchasers exercise their option to purchase additional Notes, the Company expects to enter into additional capped call transactions with the option counterparties.

This report shall not constitute an offer to sell or the solicitation of an offer to buy the Notes, shares of Company common stock or any other securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits**

The following exhibits are filed as part of this Current Report on Form 8-K:

Exhibit Number	Description
99.1	Press release issued on March 3, 2026 by Dave Inc. regarding the Notes offering.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

DAVE INC.

By: /s/ Kyle Beilman

Name: Kyle Beilman

Title: Chief Financial Officer, Chief Operating Officer and Secretary

Date: March 3, 2026



Dave Announces Proposed Offering of Convertible Notes

Company plans to enter into capped call transactions and repurchase shares of its common stock to opportunistically create value for shareholders

LOS ANGELES, CA – March 3, 2026 – Dave Inc. (NASDAQ: DAVE) (“Dave” or the “Company”) today announced that it plans to offer, subject to market and other conditions, \$150 million principal amount of its Convertible Senior Notes due 2031 (the “notes”) through a private offering to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”). Dave expects to grant the initial purchasers an option to purchase, for settlement within a 13-day period beginning on, and including, the date Dave first issues the notes, up to an additional \$22.5 million principal amount of notes.

The notes will be senior unsecured obligations of Dave, and interest will be payable semi-annually in arrears on April 1 and October 1 of each year, beginning on October 1, 2026. The notes will mature on April 1, 2031, unless earlier converted, redeemed or repurchased. In certain circumstances and during certain periods,

the notes may be converted into cash up to the aggregate principal amount of the notes to be converted and cash, shares of Dave’s Class A common stock (the “common stock”) or a combination thereof, at Dave’s election, in respect of the remainder, if any, of Dave’s conversion obligation in excess of the principal amount of the notes being converted. Dave intends to use the net proceeds from the offering of the notes (i) to fund the cost of entering into the capped call transactions described below, (ii) to repurchase shares of common stock as described below and (iii) for general corporate purposes, including additional share repurchases under our share repurchase program.

In connection with the offering, Dave expects to enter into privately negotiated capped call transactions with one or more of the initial purchasers of the notes, their respective affiliates and/or other financial institutions (the “capped call counterparties”). The capped call transactions will cover, subject to anti-dilution adjustments substantially similar to those applicable to the notes, the number of shares of the common stock that will initially underlie the notes, assuming the initial purchasers do not exercise their option to purchase additional notes. The capped call transactions are expected generally to reduce potential dilution to the common stock upon conversion of the notes and/or offset any cash payments that Dave could be required to make in excess of the principal amount of any converted notes upon conversion thereof, as the case may be, with such reduction and/or offset subject to a cap. If the initial purchasers exercise their option to purchase additional notes, Dave expects to enter into additional capped call transactions with the capped call counterparties.

In connection with establishing their initial hedges of the capped call transactions, the capped call counterparties have advised Dave that they or their respective affiliates expect to enter into various derivative transactions with respect to the common stock concurrently with, or shortly after, the pricing of the notes, and they may unwind these various derivative transactions and purchase the common stock in open market transactions shortly after the pricing of the notes. This activity could increase (or reduce the size of any decrease in) the market price of the common stock or the notes at that time.

In addition, the capped call counterparties or their respective affiliates may modify their hedge positions by entering into or unwinding various derivatives with respect to the common stock and/or purchasing or selling the common stock or other of Dave's securities in secondary market transactions following the pricing of the notes and prior to the maturity of the notes (and are likely to do so (x) during any observation period related to a conversion of the notes on or after January 1, 2031, (y) during any observation period related to a conversion of the notes prior to January 1, 2031 or following any repurchase of the notes by Dave on any fundamental change repurchase date, any redemption date or any other date on which Dave retires any notes, in each case, if Dave elects to terminate the relevant portion of the capped call transactions, and (z) in connection with any negotiated unwind or modification of the capped call transactions). This activity could also cause or avoid an increase or a decrease in the market price of the common stock or the notes, which could affect noteholders' ability to convert the notes and, to the extent the activity occurs during any observation period related to a conversion of the notes, it could affect the number of shares, if any, and value and/or amount of the consideration that noteholders will receive upon conversion of the notes.

Concurrently with the pricing of the offering, Dave expects to repurchase shares of common stock from purchasers of notes in privately negotiated transactions effected with or through one of the initial purchasers or its affiliate, and Dave expects the purchase price per share of common stock repurchased in such transactions to equal the closing price per share of common stock on the date of the pricing of the offering. These repurchases could increase, or prevent a decrease in, the market price of the common stock or the notes, which could result in a higher effective conversion price for the notes.

The notes and the shares of common stock, if any, issuable upon conversion of the notes have not been, and will not be, registered under the Securities Act, or under any state securities laws, and may not be offered or sold in the United States without registration under, or an applicable exemption from, the registration requirements. This press release is not an offer to sell, nor is it a solicitation of an offer to buy, these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any state or any jurisdiction. It is issued pursuant to Rule 135c under the Securities Act.

About Dave

Dave (Nasdaq: DAVE) is a leading U.S. neobank and fintech pioneer serving millions of everyday Americans. Dave uses disruptive technologies to provide best-in-class banking services at a fraction of the price of incumbents.

Forward-Looking Statements

Certain statements included in this press release that are not historical facts are forward-looking statements under Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements may be identified by the use of the words such as "estimate," "plan," "shall," "may," "project," "forecast," "intend," "expect," "anticipate," "believe," "seek," "target," or similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements include, but are not limited to, expectations regarding the proposed notes offering and the use of proceeds therefrom. These statements are based on various assumptions, whether or not identified in this press release, and on the current

expectations of our management and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by any investor as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond the control of Dave. These forward-looking statements are subject to a number of risks and uncertainties, including, without limitation, those discussed in Dave's Annual Report on Form 10-K filed on March 2, 2026 under the heading "Risk Factors" and other documents filed by Dave with the SEC. If any of these risks materialize or our assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks that Dave does not presently know or that Dave currently believes are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements reflect Dave's expectations, plans or forecasts of future events and views as of the date of this press release. Dave anticipates that subsequent events and developments will cause Dave's assessments to change. However, while Dave may elect to update these forward-looking statements at some point in the future, Dave specifically disclaims any obligation to do so, unless required by applicable law. These forward-looking statements should not be relied upon as representing Dave's assessments as of any date subsequent to the date of this press release. Accordingly, undue reliance should not be placed upon the forward-looking statements.

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