

**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): September 21, 2021

The RealReal, Inc.
(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38953
(Commission
File Number)

45-1234222
(IRS Employer
Identification No.)

55 Francisco Street Suite 600
San Francisco, CA 94133
(Address of Principal Executive Offices, including Zip Code)

(855) 435-5893
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(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 (see General Instructions 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, \$0.00001 par value	REAL	The Nasdaq Global Select 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 Certain Officers; Compensatory Arrangements of Certain Officers.

On September 21, 2021, The RealReal, Inc. (the “Company”) announced the appointment of Robert Julian as Chief Financial Officer of the Company effective October 1, 2021 (the “Effective Date”).

Mr. Julian, age 59, most recently served as Chief Financial Officer and Secretary for Sportsman’s Warehouse Holdings, Inc. (“Sportsman’s Warehouse”), a position he held since April 2019. Mr. Julian has over 30 years of financial management experience, in both public and private companies, ranging in size from small-cap enterprises to Fortune 100 companies. Prior to Sportsman’s Warehouse, he served as Executive Vice President, Chief Financial Officer and Treasurer for Deluxe Entertainment Services Group from July 2017 to June 2018. Prior to that, Mr. Julian served as Senior Vice President and Chief Financial Officer for Callaway Golf Company from May 2015 to April 2017, and as Executive Vice President and Chief Financial Officer for Lydall Inc. from October 2012 to May 2015. Previously in his career, Mr. Julian held senior financial roles at Rockwell International, Honeywell, Cisco Systems, Fisher Scientific and Legrand S.A. He earned a B.A. Finance, with Honor, from Michigan State University, and an MBA Finance from The University of Michigan.

Mr. Julian entered into an offer letter (the “Offer Letter”) with the Company providing for an annual compensation package consisting of a base salary of \$425,000 and a target bonus opportunity of 50% of base salary (prorated for 2021). Mr. Julian will also receive an initial grant of 575,000 restricted stock units (“RSUs”) under the Company’s 2019 Equity Incentive Plan, of which 35% will vest twelve months after the Effective Date and the remaining RSUs will vest quarterly over twelve quarters in equal amounts, subject to Mr. Julian’s continued employment. In addition, the Offer Letter provides for a one-time sign-on bonus in the amount of \$1,000,000 to be paid in four equal quarterly payments within the first twelve months following the Effective Date, which is subject to repayment if Mr. Julian is terminated for cause or voluntarily resigns within one year of the Effective Date, and, in the event of such termination or resignation during the second year of Mr. Julian’s employment, the repayment obligation is reduced to 50% of the total amount. The Offer Letter also provides for a relocation allowance in the amount of \$500,000 to be paid within thirty days of the Effective Date, which is subject to repayment if Mr. Julian is terminated for cause or voluntarily resigns within one year of the Effective Date.

Mr. Julian will enter into the Company’s Severance and Change in Control Agreement and the Company’s Indemnity Agreement in the same form, respectively, entered into by the Company’s other executive officers.

There is no arrangement or understanding between Mr. Julian and any other persons pursuant to which Mr. Julian was selected as Chief Financial Officer of the Company. Furthermore, there are no transactions between Mr. Julian and the Company that would be required to be reported under Item 404(a) of Regulation S-K. No family relationships exist between Mr. Julian and any of the Company’s directors or other executive officers.

A copy of the Company’s announcement regarding the appointment of Mr. Julian as Chief Financial Officer of the Company is attached as Exhibit 99.1 to this Current Report on Form 8-K, and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	The RealReal Names Robert Julian Chief Financial Officer
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 duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

The RealReal, Inc.

Date: September 21, 2021

By: _____ /s/ Todd Suko
Todd Suko
Chief Legal Officer and Secretary

THE REALREAL NAMES ROBERT JULIAN CHIEF FINANCIAL OFFICER

SAN FRANCISCO, Sept. 21, 2021 — The RealReal (Nasdaq: REAL)—the world’s largest online marketplace for authenticated, resale luxury goods—today announced Robert Julian is joining the company as Chief Financial Officer (CFO) on Oct. 1. Julian has extensive experience helming finance organizations at public companies, having previously served as CFO of Sportsman’s Warehouse, Callaway Golf and Lydall. He also held CFO roles at Deluxe Entertainment Services Group and Legrand North America.

“Robert brings both deep public market and operational experience to our management team, a combination that will be incredibly valuable for The RealReal as we progress toward profitability,” said Julie Wainwright, founder and CEO of The RealReal. “I look forward to having him as a close partner and know our entire team will benefit from his expertise as he steps into this role as one of the company’s key leaders.”

Julian has a track record of driving profitable growth at large companies, most recently leading corporate development, mergers and acquisitions at Sportsman’s Warehouse to help the company grow from \$800 million to \$1.5 billion in net sales during his two-and-a-half-year tenure. He joins The RealReal on the heels of its back-to-back quarters of record gross merchandise volume (GMV), with Q2 GMV reaching \$350 million. Former The RealReal CFO Matt Gustke will stay on for the transition.

“Resale is the most exciting part of the retail industry. It is driving growth and change, and no resale company has done more to transform the way people buy and sell luxury than The RealReal,” said Julian. “The RealReal’s tremendous potential not just for growth, but for profitable growth, is what drew me to the company and this role. I’m energized by the opportunity to work with Julie and the rest of the leadership team to drive the business forward and by the opportunity to do good for the planet while we do well as a company and deliver increased value for our stockholders.”

Julian brings a strong background in The RealReal’s industries, from his omnichannel retail experience at Sportsman’s Warehouse to his finance leadership roles at technology companies including Cisco, Honeywell and Fisher Scientific.

He holds an MBA from University of Michigan and a bachelor’s degree in finance from Michigan State University.

About The RealReal Inc.

The RealReal is the world’s largest online marketplace for authenticated, resale luxury goods, with more than 23 million members. With a rigorous authentication process overseen by experts, The RealReal provides a safe and reliable platform for consumers to buy and sell their luxury items. We have hundreds of in-house gemologists, horologists and brand authenticators who inspect thousands of items each day. As a sustainable company, we give new life to pieces by thousands of brands across numerous categories—including women’s and men’s fashion, fine jewelry and watches, art and home—in support of the circular economy. We make selling effortless with free virtual appointments, in-home pickup, drop-off and direct shipping. We do all of the work for consignors, including authenticating, using AI and machine learning to determine optimal pricing, photographing and listing their items, as well as handling shipping and customer service. At our 17 retail locations, including our 14 shoppable stores, customers can sell, meet with our experts and receive free valuations.

Investor Relations Contact:

IR@therealreal.com

REALIR@clermontpartners.com

Press Contact:

Erin Santy

Head of Communications

pr@therealreal.com