

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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): June 3, 2020

RED VIOLET, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

001-38407
(Commission
File Number)

82-2408531
(I.R.S. Employer
Identification Number)

2650 North Military Trail, Suite 300, Boca Raton, FL 33431
(Address of principal executive offices) (Zip Code)

561-757-4000
(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 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	RDVT	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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The information set forth under Item 5.07 is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 3, 2020, Red Violet, Inc. (the "Company") held its Annual Meeting for 2020. At the Annual Meeting, the total number of shares represented in person or by proxy was 10,018,492 of the 11,598,015 shares of Common Stock outstanding and entitled to vote at the Annual Meeting as of the record date, April 17, 2020. The following matters were voted upon at the Annual Meeting:

1. Election of Directors. The following named persons were elected as Directors of the Company to serve until the next Annual Meeting of Stockholders in 2021 or until their successors are elected and qualified. The votes cast were as follows:

Director Nominee	For	Vote Withheld	Broker Non-Vote
Derek Dubner	7,673,333	1,584	2,343,575
Peter Benz	7,647,700	27,217	2,343,575
Steven Rubin	6,582,876	1,092,041	2,343,575
Robert Swayman	7,647,367	27,550	2,343,575

2. Ratification of Independent Public Accounting Firm for 2020. The stockholders voted to ratify the appointment of Grant Thornton, LLP as the independent registered public accounting firm for the Company for the year ending December 31, 2020. The stockholder vote was as follows:

For	Against	Abstain	Broker Non-Vote
9,925,174	2,366	90,952	0

3. Amendment to Red Violet, Inc. 2018 Stock Incentive Plan (the "Plan"). The stockholders voted to approve an increase to the number of shares available for issuance under the Plan from 3,000,000 shares of common stock to 4,500,000 shares of common stock.

For	Against	Abstain	Broker Non-Vote
6,890,192	692,644	92,081	2,343,575

A summary of the Amendment to the Plan is included in the Company's definitive [proxy statement](#) filed with the Securities and Exchange Commission on April 27, 2020 under "Proposal 3: Stock Incentive Plan Amendment Proposal," which summary is incorporated herein by reference. A copy of the Amendment is filed as Exhibit 10.1 hereto and incorporated herein by reference.

4. Say on Pay. The stockholders voted to approve, on an advisory basis, the compensation of the Company's named executive officers for 2019, as described in the proxy statement for the Annual Meeting in accordance with Regulation S-K, Item 402. The stockholder vote was as follows:

For	Against	Abstain	Broker Non-Vote
6,903,633	672,903	98,381	2,343,575

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

10.1 [Amendment to Red Violet, Inc. 2018 Stock Incentive Plan](#) +

104 Cover page Interactive Data File (embedded within the inline XBRL file).

+ Management contract or compensatory plan or arrangement.

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.

Red Violet, Inc.

Date: June 4, 2020

By: /s/ Derek Dubner
Derek Dubner
Chief Executive Officer (Principal Executive Officer)

**AMENDMENT TO THE
RED VIOLET, INC.
2018 STOCK INCENTIVE PLAN**

WHEREAS, Red Violet, Inc., a Delaware corporation (the "Company") currently maintains and sponsors the Red Violet, Inc. 2018 Stock Incentive Plan (the "Plan"); and

WHEREAS, Section 14(l) of the Plan provides that the Board of the Directors of the Company ("Board") may amend the Plan from time to time; and

WHEREAS, the Board has determined it to be in its best interests to amend the Plan as set forth herein; and

NOW, THEREFORE, effective upon the Company's Stockholders' approval as set forth in Section 14(l) of the Plan, the following amendment to the Plan is hereby adopted:

Section 5(a) of the Plan shall be amended and restated to read as follows:

"(a) Shares Available for Awards. The Common Stock that may be issued pursuant to Awards granted under the Plan shall be treasury shares or authorized but unissued shares of the Common Stock. The total number of shares of Common Stock that may be issued pursuant to Awards granted under the Plan shall be 4,500,000 shares. A maximum of 4,500,000 shares of Red Violet stock may be subject to grants of Incentive Stock Options."

Except as modified by this Amendment, all of the terms and conditions of the Plan shall remain valid and in full force and effect.

IN WITNESS WHEREOF, the undersigned, a duly authorized officer of the Company, has executed this instrument as of the 3rd day of June 2020, on behalf of the Company.

RED VIOLET, INC.

By: /s/ Daniel MacLachlan

Name: Daniel MacLachlan

Title: Chief Financial Officer