

**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**

**January 17, 2025**  
**Date of Report (date of earliest event reported)**

**DROPBOX, INC.**  
**(Exact name of Registrant as specified in its charter)**

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

**001-38434**  
**(Commission File Number)**

**26-0138832**  
**(I. R. S. Employer Identification No.)**

**1800 Owens St.**  
**San Francisco, California 94158**  
**(Address of principal executive offices)**  
**(415) 930-7766**

**(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 (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:

| <u>Title of each class</u>                          | <u>Trading Symbol(s)</u> | <u>Name of exchange on which registered</u>                  |
|---|--------------------------|--|
| Class A Common Stock, par value \$0.00001 per share | DBX                      | The NASDAQ Stock Market LLC<br>(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. ☐

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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.**

*(d) Election of Director*

On January 17, 2025, the Board of Directors (the “Board”) of Dropbox, Inc. (the “Company”) appointed Warren Jenson to serve as a member of the Board. He was also appointed to the Audit Committee of the Board.

“We’re at an important moment at Dropbox as we navigate the maturation of our FSS business, while simultaneously investing in our next phase of growth with Dropbox Dash,” said Dropbox Co-founder and Chief Executive Officer Drew Houston. “Warren has helped lead some of the most iconic companies through periods of major transition. We’re looking forward to welcoming him to our Board, and tapping into his breadth of experience helping companies operate with both agility and discipline during this pivotal time.”

“I’m honored to join the Dropbox Board,” said Warren Jenson. “Dropbox has established itself as a leader in file storage, collaboration and sharing, building a powerful platform with a vast user base. In the age of AI and remote work, I believe that Dropbox is well positioned to leverage its strong platform and user base to solve its customers’ evolving needs, and I’m thrilled to be part of the Board during this exciting time.”

There are no arrangements or understandings between Mr. Jenson and any other person, in each case, pursuant to which Mr. Jenson was appointed to serve on the Board. There are no family relationships between Mr. Jenson and any other director or executive officer of the Company and there have been no transactions between Mr. Jenson and the Company in the last fiscal year, and none are currently proposed that would require disclosure under Item 404(a) of Regulation S-K.

Mr. Jenson will receive the standard compensation available to the Company’s current non-employee directors, which is discussed in the Company’s Proxy Statement filed with the Securities and Exchange Commission (“SEC”) on April 2, 2024. In accordance with the Company’s customary practice, the Company will also enter into its standard form of indemnification agreement with Mr. Jenson, which agreement is filed as Exhibit 10.1 to the Company’s Registration Statement on Form S-1 (File No. 333-223182) filed with the SEC on February 23, 2018.

For additional information, please see a copy of the blog post announcing the appointment of Mr. Jenson to the Board, which is attached here as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01    Financial Statements and Exhibits.**

*(d) Exhibits:*

| <b>Exhibit No.</b> | <b>Exhibit Description</b>  |
|--------------------|---|
| 99.1               | <a href="#">Blog post published by Dropbox, Inc. on January 22, 2025.</a> |
| 104                | Cover Page Interactive Data File, formatted as Inline XBRL.               |

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## SIGNATURES

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

Dated: January 22, 2025

**Dropbox, Inc.**

/s/ Bart Volkmer

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Bart Volkmer

Chief Legal Officer

**Welcome Warren Jenson to the Dropbox Board of Directors!**

We're excited to welcome Warren Jenson to the Dropbox Board of Directors. From helping shape Amazon.com during its early days into the e-commerce and digital ads powerhouse it is today, to playing a part in shepherding video gaming from a niche industry to mainstream entertainment at Electronic Arts, Warren has decades of experience as a leader and advisor for some of the most iconic corporate success stories in recent history.

He is also the former President and Chief Financial Officer of Nielsen, responsible for leading Nielsen's global transformation strategy and analytics portfolio business, as well as the global finance organization. As part of his role as President and CFO, he led the company's information technology, corporate development, and global strategy functions, as well as financial activities including financial planning and analysis, tax, controllership, and treasury. He also supported the company's strategic initiatives while driving sustainable growth.

Prior to this, he served as President of LiveRamp, the category creator of data onboarding, identity and data collaboration. Warren has also held numerous C-suite positions with Delta Airlines and NBC.

Warren currently serves on the boards of DigitalOcean, Ripple and Jobcase, as well as the National Advisory Committee for the Marriott School of Business at Brigham Young University and the Board of Leaders for USC's Marshall School of Business. Warren holds a bachelor's and master's degree in accounting from Brigham Young University.

As Dropbox enters a new chapter focused on meeting the evolving needs of modern work, we're thrilled to tap into Warren's breadth of experience successfully leading and scaling companies through periods of transition and his track record of operational excellence. Please join us in welcoming Warren to the Dropbox Board!