

**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

**June 18, 2024**

Date of Report (date of Earliest Event Reported)

**NEWTEKONE, INC.**

(Exact Name of Company as Specified in its Charter)

**Maryland**

(State or Other Jurisdiction of Incorporation or Organization)

**814-01035**

(Commission File No.)

**46-3755188**

(I.R.S. Employer Identification No.)

**4800 T Rex Avenue, Suite 120, Boca Raton, Florida 33431**

(Address of principal executive offices and zip code)

**(212) 356-9500**

(Company's telephone number, including area code)

(Former name or former address, if changed from last report)

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

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, par value \$0.02 per share	NEWT	Nasdaq Global Market LLC
5.75% Notes due 2024	NEWTL	Nasdaq Global Market LLC
5.50% Notes due 2026	NEWTZ	Nasdaq Global Market LLC
8.00% Notes due 2028	NEWTI	Nasdaq Global Market LLC
8.50% Notes due 2029	NEWTG	Nasdaq Global Market LLC

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))

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

NewtekOne, Inc. (the “Company”) held its Annual Meeting of Shareholders on June 14, 2024 (the “Annual Meeting”). The proposals considered at the Annual Meeting are described in detail in the Company’s definitive proxy statement for the Annual Meeting as filed with the Securities and Exchange Commission on April 29, 2024 (the “Annual Meeting Proxy”).

At the Annual Meeting, the Company’s shareholders approved Proposals I, II and IV, as described in the Annual Meeting Proxy, and provided an advisory vote with respect to Proposal III.

A total of 20,553,191 shares of the Company’s common stock were present or represented by proxy at the Annual Meeting.

The tabulation of votes was:

*Proposal I: To elect two directors of the Company to serve on the Board of Directors until the Company’s annual meeting of shareholders in 2027 and until their successors are duly elected and qualified:*

	<u>Director</u>	<u>Votes For</u>	<u>Votes Withheld</u>
Barry Sloane		14,353,168	340,092
Peter Downs		14,045,324	647,936

*Proposal II: To ratify the selection of RSM US LLP as the Company’s independent registered accounting firm (independent auditors) for the fiscal year ended December 31, 2024:*

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
19,399,562	1,018,534	135,095

*Proposal III: An advisory vote on the compensation of the Company’s named executive officers:*

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
13,060,134	1,384,677	248,449

*Proposal IV: Approval of an amendment to the Company’s Amended and Restated Articles of Incorporation (Charter) to allow the Company’s shareholders to amend the Company’s bylaws:*

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
14,344,055	261,637	87,568

**Item 5.03. Amendments to Articles of Incorporation or Bylaws.**

On June 18, 2024, as approved by the Company’s shareholders on June 14, 2024, the Company filed Articles of Amendment (the “Amendment”) with the Maryland State Department of Assessments and Taxation amending Article VI, Section 5.6 of the Articles of Amendment and Restatement of the Company (the “Charter”) to provide that the Company’s Bylaws may be amended by the vote of a majority of the Company’s entire Board of Directors or by the Company’s shareholders by the affirmative vote of a majority of all the votes entitled to be cast on the matter. Prior to the filing of the Amendment, Article VI, Section 5.6 of the Charter provided that its Board of Directors had the exclusive power to make, alter, amend or repeal the Bylaws.

A copy of the Amendment is included as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statement and Exhibits**

**(d) Exhibits.**

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**Exhibit Number**

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**Description**

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[99.1](#)

[NewtekOne, Inc. Amended Bylaws dated as of June 18, 2024](#)

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**SIGNATURES**

In accordance with 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.

**NEWTEKONE, INC.**

Date: June 18, 2024

By:

/S/ BARRY SLOANE

Barry Sloane

Chief Executive Officer, President and Chairman of the Board

**NEWTEKONE, INC.**

**ARTICLES OF AMENDMENT**

NEWTEKONE, INC., a Maryland corporation (the “*Corporation*”), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

*FIRST:* Article VI, Section 5.6 of the Articles of Amendment and Restatement of the Corporation filed on October 31, 2014 (the “*Charter*”) is hereby amended by deleting such Section 5.6 and replacing it in its entirety with the following:

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“Section 5.6 Charter and Bylaws. All persons who shall acquire stock in the Corporation shall acquire the same subject to the provisions of the charter and the Bylaws. The Board of Directors is vested with the power to adopt, alter or repeal any provision of the Bylaws and to make new Bylaws. In addition, the stockholders may adopt, alter or repeal any provision of the Bylaws and make new Bylaws if such action is approved by the affirmative vote of a majority of all votes entitled to be cast on the matter, except that the stockholders shall not have the power to alter or repeal any provision of the Bylaws providing indemnification or advancement rights to any person.”

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*SECOND:* This amendment to the Charter has been approved by the Board of Directors and stockholders of the Corporation.

*THIRD:* The undersigned acknowledges these Articles of Amendment to be the corporate act of the Corporation and as to all matters of facts required to be verified under oath, the undersigned acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties of perjury.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed in its name and on its behalf by its Chairman, Chief Executive Officer and President and attested to by its Secretary as of the 18<sup>th</sup> day of June, 2024.

Attest:

NEWTEKONE, INC.

/s \_\_\_\_\_  
Michael Schwartz  
*Corporate Secretary*

By: /s \_\_\_\_\_  
Barry Sloane  
*Chairman, Chief Executive Officer and  
President*



