

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (date of earliest event reported): July 31, 2024**

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**INTEGRAL AD SCIENCE HOLDING CORP.**

(Exact name of registrant as specified in its charter)

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

**001-40557**  
(Commission File Number)

**83-0731995**  
(I.R.S. Employer Identification Number)

**12 E 49th Street, 20th Floor  
New York, NY 10017**  
(Address of principal executive offices)

**646 278-4871**  
(Registrant's telephone number, including area code)

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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:**

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common stock, par value \$0.001	IAS	The Nasdaq Stock Market LLC (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.**

On July 31, 2024, the Board of Directors (the “Board”) of Integral Ad Science Holding Corp. (the “Company”) appointed Robert Lord as a new member of the Board, effective immediately. Mr. Lord will serve as a Class I director until the Company’s annual meeting of shareholders to be held in 2025 and until his successor is duly elected and qualified, or until his earlier death, resignation or removal. In connection with Mr. Lord’s appointment, the Board increased the size of the Board from nine to ten members.

Mr. Lord, age 61, currently serves as the Chief Executive Officer of RWL Advisory, LLC, a consulting and advisory services company. Prior to RWL Advisory, Mr. Lord served in various roles within IBM (NYSE: IBM). During his tenure with IBM spanning from April 2016 to December 2023, Mr. Lord acted as the Senior Vice President of IBM, Chief Digital Officer, and SVP of IBM’s Worldwide Ecosystems & Cognitive Applications. Prior to joining IBM, Mr. Lord served as President for AOL (NYSE: AOL), where he was responsible for AOL Technology platforms building one of the first industry leading programmatic media platforms, AOL ONE, which ultimately contributed to the sale of AOL to Verizon (NYSE: VZ) in 2015. Mr. Lord currently serves on the board of Finance of America, Inc. (NYSE: FOA). Mr. Lord holds an MBA from Harvard University and a B.S. in Industrial Engineering and Operations Research from Syracuse University. Mr. Lord currently serves as an Executive Fellow at the Harvard Business School, teaching a course in the Entrepreneurial program, “Scaling Technology Ventures.”

Mr. Lord will receive compensation consistent with the compensation paid to non-employee, non-Vista-affiliated directors of the Company described in the Company’s Proxy Statement on Schedule 14A relating to the 2024 annual meeting of shareholders under the “Director Compensation” heading; provided, however, the value of Mr. Lord’s equity award will be prorated based on the number of months between the grant date and the annual meeting of shareholders to be held in May 2025. The Company will also enter into its standard form of indemnification agreement with Mr. Lord, the form of which was filed as Exhibit 10.8 to the Company’s Registration Statement filed with the Securities and Exchange Commission on Form S-1 on June 14, 2021.

The Company is not aware of any related party transactions or relationships between Mr. Lord and the Company that would require disclosure under Item 404(a) of Regulation S-K. Mr. Lord was not appointed as a director based on any arrangement or understanding between Mr. Lord and any other persons.

## **Item 7.01. Regulation FD Disclosure.**

On August 2, 2024, the Company issued a press release announcing the appointment described above. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

## **Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	<u>Press Release dated August 2, 2024</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**SIGNATURE**

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.

Date: August 2, 2024

**INTEGRAL AD SCIENCE HOLDING CORP.**

By: /s/ Tania Secor  
Name: Tania Secor  
Title: Chief Financial Officer  
(Principal Financial Officer)

## **IAS Appoints Industry Leader Bob Lord to its Board of Directors**

**NEW YORK – August 2, 2024** – Integral Ad Science (Nasdaq: IAS), a leading global media measurement and optimization platform, today announced the appointment of Bob Lord to its Board of Directors effective immediately.

Mr. Lord brings highly relevant industry expertise to IAS's Board and has been a leader in business transformation at the nexus of marketing, media, and technology for over three decades. His distinguished career includes significant roles at major corporations, including IBM, where he served as Senior Vice President, Chief Digital Officer, and Senior Vice President of IBM's Worldwide Ecosystems & Cognitive Applications. Earlier, he was President of AOL, where he was responsible for AOL Technology Platforms, building one of the first industry-leading programmatic media platforms. Previously, Lord held a number of leadership roles at Razorfish from 2002 to 2013, serving most recently as Global CEO.

"We are excited to expand our Board and welcome Bob, a visionary technology leader with a wealth of experience in digital transformation," said Lisa Utzschneider, CEO of IAS. "Bob is deeply knowledgeable about how data and emerging technologies can transform customer engagement, and we look forward to the insights we believe he'll bring as we continue to pursue innovation and seek to drive forward the future of media measurement and optimization."

"I am honored to join the IAS Board of Directors and collaborate with such a knowledgeable and diverse team," said Lord. "IAS's mission of providing greater trust and transparency in digital media quality is increasingly important in the evolving media landscape, and I'm eager to contribute to their mission and assist with driving growth and success."

In addition to his executive leadership, Mr. Lord contributes his expertise as a Board Member for Finance of America, Inc. His academic credentials include an MBA from Harvard University and a B.S. in Industrial Engineering and Operations Research from Syracuse University. He is an Executive Fellow at the Harvard Business School where he teaches "Scaling Technology Ventures" in the Entrepreneurial program.

### **About Integral Ad Science**

Integral Ad Science (IAS) is a leading global media measurement and optimization platform that delivers the industry's most actionable data to drive superior results for the world's largest advertisers, publishers, and media platforms. IAS's software provides comprehensive and enriched data that ensures ads are seen by real people in safe and suitable environments, while improving return on ad spend for advertisers and yield for publishers. Our mission is to be the global benchmark for trust and transparency in digital media quality. For more information, visit [integralads.com](https://integralads.com).

### **Forward-Looking Statements**

This press release contains forward-looking statements. These statements are not historical facts but are based on IAS's current expectations and projections regarding its business, operations and expected contributions of members of the Board of Directors. These statements may include words such as "anticipate," "estimate," "expect," "project," "plan," "intend," "believe," "may," "will," "should," "can have," "likely." These statements are only predictions and as such are not guarantees of future performance and involve risks, including those risks contained in IAS's annual report on Form 10-K and other reports filed with the SEC, uncertainties and assumptions that are difficult to predict which may cause actual results to differ materially.