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): August 25, 2026

Digital Turbine, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware	**001-35958**	**22-2267658**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

110 San Antonio Street, Suite 160, Austin, TX	**78701**
(Address of Principal Executive Offices)	(Zip Code)

(512) 387-7717
(Registrant's Telephone Number, Including Area Code)

(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	APPS	NASDAQ

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

(e) On August 25, 2026, at the annual stockholders meeting of Digital Turbine, Inc. (the "Company"), the Company's stockholders approved a fourth amendment (the "Fourth Amendment") to the Company's 2020 Equity Incentive Plan to increase the number of shares of common stock authorized for issuance thereunder by 10,630,000 shares, from 20,560,000 shares to 31,190,000 shares and to make certain other changes.

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

Presented below are the voting results for the proposals, described in detail in the Definitive Proxy Statement of the Company filed with the Securities and Exchange Commission on July 13, 2026 submitted to our stockholders at the Company's 2026 annual meeting of stockholders held on August 25, 2026 (the "Annual Meeting").

As of the close of business on July 1, 2026, the record date for the Annual Meeting, a total of 120,936,038 shares of our common stock and 100,000 shares of our Series A preferred stock ("Preferred Stock"), which are convertible into 20,000 shares of common stock, were outstanding and entitled to vote at our Annual Meeting. Preferred Stock is entitled to vote together with the common stock as a single class (on an as-converted to common stock basis) on any matters submitted to the holders of our common stock.

At the Annual Meeting, the aggregate number of shares present or represented by valid proxy was 90,149,520 shares or 74.54% of shares entitled to vote. Therefore, a quorum was present for purposes of the Annual Meeting.

Proposal 1 Election of Directors

The stockholders elected seven directors to serve until the annual meeting of stockholders in 2027 with the following vote:

Name of Director Elected	Votes For	Votes Withheld	Broker Non-Votes
Roy H. Chestnutt	63,221,678	1,511,991	25,415,851
Robert Deutschman	62,176,231	2,557,438	25,415,851
Holly Hess Groos	62,973,053	1,760,616	25,415,851
Mohan S. Gyani	63,760,404	973,265	25,415,851
Jeffrey Karish	62,486,683	2,246,986	25,415,851
Michelle M. Sterling	63,535,917	1,197,752	25,415,851
William G. Stone III	64,133,355	600,314	25,415,851

Proposal 2 Advisory Vote on Executive Compensation

The non-binding advisory resolution approving the compensation of the Company's named executive officers, commonly referred to as "say-on-pay", was approved with the following vote:

For	Against	Abstain	Broker Non-Votes
37,927,832	26,468,367	337,470	25,415,851

Proposal 3 Advisory Vote on the Frequency of Future Advisory Votes on Executive Compensation

The non-binding advisory vote on the frequency of future advisory votes on executive compensation was submitted to the stockholders with the following vote. The option of one year received the greatest number of votes.

1 Year	2 Years	3 Years	Abstain
53,106,923	967,540	9,785,382	873,824

Proposal 4 Appointment of Grant Thornton LLP as Independent Registered Public Accounting Firm

The appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2027, was ratified with the following vote:

For	Against	Abstain	Broker Non-Votes
85,073,825	5,029,347	46,348	—

Proposal 5 Amendment to the Company's 2020 Equity Incentive Plan

The amendment to the Company's 2020 Equity Incentive Plan was approved with the following vote:

For	Against	Abstain	Broker Non-Votes
61,343,305	3,148,536	241,828	25,415,851

After considering the voting results on Proposal No. 3, the Company will continue to hold an advisory vote on executive compensation every year.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
10.1	Fourth Amendment to 2020 Equity Incentive Plan.

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.

8/25/2026	Digital Turbine, Inc.	
	By:	/s/ Joshua Kinsell
		Joshua Kinsell
		Chief Financial Officer (Interim) and Chief Accounting Officer

FOURTH AMENDMENT TO THE
2020 EQUITY INCENTIVE PLAN OF
DIGITAL TURBINE, INC.

This Fourth Amendment (this "Fourth Amendment") to the 2020 Equity Incentive Plan of Digital Turbine, Inc., as amended to date (the "Plan"), is made by Digital Turbine, Inc., a Delaware corporation (the "Company"), pursuant to the authorization of the Board of Directors of the Company (the "Board").

WHEREAS, pursuant to Section 4.1 of the Plan, a total of 20,560,000 shares of common stock of the Company ("Shares") have been authorized and reserved for issuance under the Plan;

WHEREAS, the Board desires to increase the number of Shares available for grant under the Plan by 10,630,000 Shares, from 20,560,000 Shares to 31,190,000 Shares, including Shares previously issued thereunder, and make certain other changes;

WHEREAS, Section 10.1 of the Plan authorizes the Board to amend the Plan from time to time, subject to certain limitations specified therein, including stockholder approval of certain amendments; and

WHEREAS, the Board intends to submit this Fourth Amendment to the Company's stockholders for their approval.

NOW, THEREFORE, pursuant to the authority granted to the Board in Section 10.1 of the Plan, the Plan is hereby amended as follows:

1. This Fourth Amendment shall be effective as of July 10, 2026, subject to approval by the Company's stockholders at the Company's 2026 Annual Meeting of Stockholders and shall be void in the absence of such approval.

2. Section 4.1 of the Plan is hereby amended and restated in its entirety as follows:

   "4.1 Number of Shares. Subject to adjustment, as provided in Section 4.3, the total number of Shares reserved and available for grant under the Plan shall be 31,190,000 (the "Total Share Reserve"). Shares granted under the Plan may be authorized but unissued Shares or reacquired Shares bought on the market or otherwise. Subject to adjustment, as provided in Section 4.3, the entirety of the Total Share Reserve may be issued pursuant to the exercise of Incentive Stock Options (the "ISO Limit")."

3. A new Section 9.8 has been added to the Plan as follows:

   "9.8 Limitation on Nonemployee Director Awards. No Nonemployee Director may be paid or granted any Award or Awards denominated in Shares in any calendar year, when taken together with all cash retainers and other fees paid for services for the same year, that exceed in the aggregate (i) $1,000,000 for any Nonemployee Director who serves as Chairman, (ii) $750,000 for each other Nonemployee Director, and (iii) $1,000,000 for each Nonemployee Director during the year of their initial appointment (with the value of equity-based Awards computed as of the Grant Date in accordance with applicable financial accounting rules). For the avoidance of doubt, any compensation that is deferred shall be counted toward this limit for the year in which it was earned, and not a later year of settlement. Any cash compensation paid or Awards (or other equity awards) granted to an individual for his or her services as an employee shall not be subject to this limit."

4. A new Section 9.18 has been added to the Plan as follows:

"9.18 Minimum Vesting. The Administrator, in its sole discretion, shall establish the vesting terms applicable to an Award, provided that any such vesting terms shall not be inconsistent with the terms of the Plan, including, without limitation, this Section 9.18. Except as otherwise provided herein, no equity-based Award may vest earlier than one year after the Grant Date (excluding, for this purpose, (i) Substitute Awards, (ii) Awards to Nonemployee Directors for their service as Nonemployee Directors made on the date of the annual meeting of the Company's shareholders that vest on or before the earlier of the first anniversary of the Grant Date or the next annual meeting of the Company's shareholders which is at least 50 weeks after the Grant Date, and (iii) Awards covering, in the aggregate, a number of Shares not to exceed five percent (5%) of the total number of Shares authorized for issuance under the Plan); provided, that the foregoing restriction does not apply to the Administrator's discretion to provide for accelerated exercisability or vesting of any Award, including in cases of death, Disability, retirement (as such term is defined in the Participant's applicable Award Agreement) or upon a Change in Control, in the terms of the Award or otherwise."

5. Except as provided above, the Plan shall remain unchanged and in full force and effect.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Company, by its duly authorized officer has executed this Fourth Amendment on this 25th day of August, 2026.

DIGITAL TURBINE, INC.

By:	/s/ Joshua Kinsell
Name:	Joshua Kinsell
Title:	Interim Chief Financial Officer

Signature Page for Digital Turbine Inc.—Fourth Amendment to 2020 Equity Incentive Plan