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**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): June 15, 2023

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**Duolingo, Inc.**  
(Exact name of registrant as specified in its charter)

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

**001-40653**  
(Commission  
File Number)

**45-3055872**  
(IRS Employer  
Identification Number)

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**5900 Penn Avenue**  
**Pittsburgh, Pennsylvania 15206**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (412) 567-6602

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, \$0.0001 par value per share	DUOL	The Nasdaq Stock Market

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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.**

On June 15, 2023, Duolingo, Inc. (the “Company”) held its 2023 Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, shares of the Company’s Class A common stock and Class B common stock (collectively, the “Common Stock”), representing approximately 95.75% in voting power of the Company’s outstanding Common Stock as of the April 18, 2023 record date, were present in person or represented by proxy at the Annual Meeting. Each share of Class A common stock is entitled to one vote, and each share of Class B common stock is entitled to 20 votes and voted together as a single class on each of the proposals described below. The following are the voting results for the proposals considered and voted upon at the Annual Meeting, each of which were described in the Company’s definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 28, 2023.

**Proposal 1** — Election of three Class II directors to hold office until the Company’s annual meeting of stockholders to be held in 2026 and until his or her respective successor has been duly elected and qualified.

NOMINEE	Votes FOR	Votes WITHHELD	Broker Non-Votes
Amy Bohutinsky	139,148,371	11,266,696	3,811,891
Gillian Munson	144,031,471	6,383,596	3,811,891
Jim Shelton	142,436,646	7,978,421	3,811,891

**Proposal 2** — Ratification of the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2023.

Votes FOR	Votes AGAINST	ABSTAIN	Broker Non-Votes
154,146,988	5,271	74,699	—

Based on the foregoing votes, the director nominees were elected and Proposal 2 was approved.

**Proposal 3** — Approval, on an advisory (non-binding) basis, the frequency of future advisory votes on the compensation of the Company’s named executive officers.

ONE Year	TWO Years	THREE Years	ABSTAIN
150,354,470	38,079	5,891	16,627

Based on the foregoing votes, the stockholders approved “One Year” as the frequency of future stockholder advisory votes on the compensation of the Company’s named executive officers. In light of this result, which is consistent with the Board of Directors’ recommendation, the Company has determined to hold an advisory (non-binding) vote on the compensation of our named executive officers each year until such time as the next advisory (non-binding) vote regarding the frequency of advisory (non-binding) votes on the compensation of our named executive officers is submitted to the Company’s stockholders.

No other matters were submitted for stockholder action at the Annual Meeting.

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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.

**DUOLINGO, INC.**

Date: June 21, 2023

By: /s/ Matthew Skaruppa

Matthew Skaruppa

Chief Financial Officer

(Principal Financial Officer and Principal Accounting Officer)