
**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**

Date of Report (Date of earliest event reported): July 14, 2021

Sezzle Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-56267
(Commission
File Number)

81-0971660
(IRS Employer
Identification No.)

**251 N. 1st Ave.
Suite 200
Minneapolis, MN 55401**
(Address of principal executive offices, including zip code)

(651) 504-5402
(Registrant's telephone number, including area code)

Not Applicable
(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:

- ☐ 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 3.02. Unregistered Sales of Equity Securities.

On July 14, 2021, Sezzle Inc. (the “Company”) has agreed to sell to a subsidiary of Discover Financial Services (“Discover”) \$30,000,000 of the Company’s common stock, par value \$0.00001 per share (the “Common Stock”), at the price of \$6.58 per share, which equates to 4,559,270 shares of Common Stock to be issued by the Company. The issuance of the Common Stock will be made pursuant to Section 4(a)(2) as a transaction not involving a public offering under the Securities Act of 1933, as amended (the “Act”).

Item 7.01. Regulation FD Disclosure.

On July 15, 2021, the Company issued a press release announcing that Discover has entered into an agreement with the Company to acquire \$30 million of the Company’s Common Stock, at the price of \$6.58 per share, which equates to 4,559,270 shares of Common Stock, and the parties propose to enter into an arrangement to expand upon their current partnership. A copy of this press release is furnished as Exhibit 99.1 and is incorporated herein by reference.

The information in this Form 8-K (including Exhibit 99.1 attached hereto) 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 it be deemed incorporated by reference into any filing by the Company, under the Act or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits**(d) Exhibits.****Exhibit****No. Description**

99.1	Press Release of the Company, dated July 15, 2021.
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SIGNATURE

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 hereunto duly authorized.

SEZZLE INC.

Date: July 16, 2021

By: /s/ Charles Youakim
Charles Youakim
Chief Executive Officer



15 July 2021

ASX RELEASE

Company Announcements Platform

Discover Invests US\$30.0 million into Sezzle with Plans to Launch Buy Now, Pay Later Network Solution

Sezzle Inc. (ASX:SZL) (**Sezzle** or **Company**) is pleased to announce that it has entered into an agreement with DFS Services LLC (**Discover**), a subsidiary of Discover Financial Services (**Discover**), in which Discover will invest US\$30 million into Sezzle, based on a per share purchase price of US\$6.58 (AUD\$8.83), which equates to total shares to be issued of 4,556,210. In addition to the investment and, subject to finalising a definitive commercial agreement, the parties propose to enter into an expanded partnership, including plans for a buy now, pay later network solution on the Discover Global Network, as well as a dedicated referral program introducing Discover credit and debit products to Sezzle's consumer base.

"We are excited about our relationship with Discover, as we believe our mission, vision, and values align," stated Sezzle's Executive Chairman and CEO, Charlie Youakim. "Discover's capabilities via their network and financial products will enhance our own offerings and provide more paths to financially empower our consumers."

The shares will be issued utilising the Company's existing placement capacity under Listing Rule 7.1, therefore not requiring shareholder approval, and will rank equally with the Company's existing shares on issue. The shares will be issued early in the week commencing 19 July 2021.

About Discover

Discover Financial Services (NYSE: DFS) is a digital banking and payment services company with one of the most recognized brands in U.S. financial services. Since its inception in 1986, the company has become one of the largest card issuers in the United States. The company issues the Discover card, America's cash rewards pioneer, and offers private student loans, personal loans, home loans, checking and savings accounts and certificates of deposit through its banking business. It operates the Discover Global Network comprised of Discover Network, with millions of merchant and cash access locations; PULSE, one of the nation's leading ATM/debit networks; and Diners Club International, a global payments network with acceptance around the world. For more information, visit www.discover.com/company.

Contact Information

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About Sezzle Inc.

Sezzle is a rapidly growing fintech company on a mission to financially empower the next generation. Sezzle's payment platform increases the purchasing power for more than 2.6 million Active Consumers by offering interest-free installment plans at online stores and select in-store locations. Sezzle's transparent, inclusive, and seamless payment option allows consumers to take control over their spending, be more responsible, and gain access to financial freedom. When consumers apply, approval is instant, and their credit scores are not affected. The increase in purchasing power for consumers leads to increased sales and basket sizes for the more than 34,000 Active Merchants that offer Sezzle.

For more information visit sezzle.com.

Sezzle's CDIs are issued in reliance on the exemption from registration contained in Regulation S of the US Securities Act of 1933 (Securities Act) for offers of securities which are made outside the US. Accordingly, the CDIs have not been, and will not be, registered under the Securities Act or the laws of any state or other jurisdiction in the US. As a result of relying on the Regulation S exemption, the CDIs are 'restricted securities' under Rule 144 of the Securities Act. This means that you are unable to sell the CDIs into the US or to a US person who is not a QIB for the foreseeable future, unless the re-sale of the CDIs is registered under the Securities Act or another exemption is available. To enforce the above transfer restrictions, all CDIs issued bear a FOR Financial Product designation on the ASX. This designation restricts any CDIs from being sold on ASX to US persons excluding QIBs. However, you are still able to freely transfer your CDIs on ASX to any person other than a US person who is not a QIB. In addition, hedging transactions with regard to the CDIs may only be conducted in accordance with the Securities Act.