

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

September 10, 2024
Date of Report (date of earliest event reported)

STEPSTONE GROUP INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-39510 (Commission File Number)	84-3868757 (I.R.S. Employer Identification No.)
277 Park Avenue, 45th Floor (Address of Principal Executive Offices)	New York, NY	10172 (Zip Code)
(212) 351-6100 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:

- 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
Class A common stock, par value \$0.001 per share	STEP	The Nasdaq Stock Market LLC

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

On September 10, 2024, StepStone Group Inc., a Delaware corporation (the “Company”) held its 2024 Annual Meeting of Stockholders (the “Annual Meeting”) for the purposes of (i) electing five director nominees named in the Company’s 2024 Proxy Statement (the “Proxy Statement”) to serve for a one-year term, (ii) ratifying the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending March 31, 2025; (iii) approving, on a non-binding and advisory basis, the compensation of our named executive officers (“Say-on-Pay”); and (iv) approving for purposes of complying with Nasdaq Listing Rule 5635, the issuance of shares of the Company’s Class A common stock pursuant to the terms of the Option Agreement, dated November 2, 2022, between the Company and the other parties thereto (the “Nasdaq Proposal”). As of the record date of July 16, 2024, there were 67,931,869 shares of the Company’s Class A common stock, par value \$0.001 per share (“Class A Common Stock”), and 45,889,135 shares of the Company’s Class B common stock, par value \$0.001 per share (“Class B Common Stock”), outstanding. Stockholders were entitled to one vote per share of Class A Common Stock held and five votes per share of Class B Common Stock held on the matters presented at the Annual Meeting. The Class A Common Stock and Class B Common Stock voted as a single class on all matters presented at the Annual Meeting. Of the total 297,377,544 votes eligible to be cast at the Annual Meeting, shares entitled to cast 295,551,827 votes were represented. The final results of the stockholder vote are set forth below.

Proposal 1 — Election of Directors

The Company’s stockholders elected each of the nominees for director named in the Proxy Statement, each to serve for a one-year term to expire at the Company’s 2025 annual meeting of stockholders and until his or her successor has been duly elected and qualified, or until his or her earlier death, resignation, removal, retirement or disqualification. The following five directors were elected by the votes shown below.

	<u>FOR</u>	<u>WITHHELD</u>	<u>BROKER NON-VOTES</u>
Monte M. Brem	257,079,747	35,296,399	3,175,681
Valerie G. Brown	286,363,703	6,012,443	3,175,681
Scott W. Hart	271,828,151	20,547,995	3,175,681
David F. Hoffmeister	285,034,076	7,342,070	3,175,681
Anne L. Raymond	286,363,838	6,012,308	3,175,681

Proposal 2 — Ratification of Appointment of Independent Registered Public Accounting Firm

The Company’s stockholders ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending March 31, 2025. The selection was ratified by the votes shown below.

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
292,390,781	3,139,637	21,409

Proposal 3 — Say-on-Pay

The Company’s stockholders, on a non-binding and advisory basis, voted to approve the compensation of the Company’s named executive officers. The Say-on-Pay proposal was approved by the votes shown below.

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
289,861,949	2,453,032	61,165	3,175,681

Proposal 4 — Nasdaq Proposal

The Company's stockholders voted to approve the Nasdaq Proposal. The Nasdaq Proposal was approved by the votes shown below.

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
265,129,682	27,242,488	3,976	3,175,681

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 hereunto duly authorized.

STEPSTONE GROUP INC.

Date: September 13, 2024

By: /s/ Jennifer Y. Ishiguro

Jennifer Y. Ishiguro

Chief Legal Officer & Secretary