

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K/A

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 24, 2021

StepStone Group Inc.
(Exact name of registrant as specified in its charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	001-39510 (Commission File Number)	84-3868757 (I.R.S. Employer Identification No.)
450 Lexington Avenue, 31st Floor (Address of Principal Executive Offices)	New York, NY	10017 (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. ☐

EXPLANATORY NOTE

The sole purpose of this amendment to the Current Report on Form 8-K filed with the Securities and Exchange Commission on September 28, 2021 is to add Inline eXtensible Business Reporting Language (“XBRL”) tagging to the cover page and to furnish Exhibit 104 relating to the same. No other changes have been made.

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

On September 24, 2021, StepStone Group Inc., a Delaware corporation (the “Company”) held its 2021 Annual Meeting of Stockholders (the “Annual Meeting”) for the purposes of (i) electing the Class I directors named in the Company’s 2021 Proxy Statement (the “Proxy Statement”), and (ii) ratifying the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending March 31, 2022. As of the record date of July 26, 2021, there were 40,335,938 shares of the Company’s Class A common stock, par value \$0.001 per share (“Class A Common Stock”), and 54,480,393 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 312,737,903 votes eligible to be cast at the Annual Meeting, shares entitled to cast 310,022,896 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 Class I nominees for director named in the Proxy Statement, each to serve for a three-year term to expire at the Company’s 2024 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 two Class I directors were elected by the votes indicated.

	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Monte M. Brem	286,462,774	22,116,041	1,444,081
Valerie G. Brown	305,591,933	2,986,882	1,444,081

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, 2022. The selection was ratified by the votes indicated.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
309,669,003	345,352	8,541

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: November 10, 2021

By: /s/ Jennifer Y. Ishiguro

Jennifer Y. Ishiguro

Chief Legal Officer & Secretary