

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):  
August 7, 2023



**BREAD FINANCIAL HOLDINGS, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-15749**  
(Commission  
File Number)

**31-1429215**  
(IRS Employer  
Identification No.)

**3095 LOYALTY CIRCLE**  
**COLUMBUS, Ohio 43219**  
(Address and Zip Code of Principal Executive Offices)

**(614) 729-4000**  
(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 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
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

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

Title of each class	Trading symbol	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	BFH	NYSE

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 5.04 Temporary Suspension of Trading Under Registrant’s Employee Benefit Plans.**

On August 7, 2023, T. Rowe Price, the plan administrator of the Bread Financial 401(k) Plan (the “**Plan**”), provided a notice informing Plan participants of an upcoming blackout period in which they will be temporarily unable to make any changes to their accounts, such as directing or diversifying investments in individual accounts (including investments in the common stock of Bread Financial Holdings, Inc. (the “**Company**”)) or obtaining a loan or distribution from the Plan. The blackout period is necessary to facilitate the transition of applicable Plan services, including trustee and recordkeeper functions, to T. Rowe Price.

The blackout period is expected to commence at 4:00 pm ET on September 8, 2023, and is expected to end on or before October 13, 2023.

As required by Section 306 of the Sarbanes-Oxley Act of 2002 and Rule 104(b)(2) of Regulation BTR promulgated under the Securities and Exchange Commission, on August 8, 2023, the Company sent a notice to members of its board of directors and executive officers informing them of the blackout period and certain restrictions on their trading in the Company’s equity or derivative securities during the blackout period. The form of notice is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

During the blackout period and for a period of two years after the ending date of the blackout period, stockholders or other interested persons may obtain, without charge, information regarding the blackout period, including the beginning and ending dates, by contacting the General Counsel’s office by mail at Bread Financial Holdings, Inc., 7500 Dallas Parkway, Suite 700, Plano, Texas 75024 or by telephone at 214-494-3000.

#### **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Document Description</u>
<a href="#">99.1</a>	Form of Notice of Blackout Period, dated as of August 8, 2023, to directors and executive officers.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

---

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.

Bread Financial Holdings, Inc.

Date: August 8, 2023

/s/ Joseph L. Motes III

Joseph L. Motes III  
Executive Vice President, Chief  
Administrative Officer, General  
Counsel and Secretary



To: Members of the Board of Directors and Executive Officers of Bread Financial Holdings, Inc.  
From: Tracy A. Crum, VP and Assistant General Counsel  
Date: August 8, 2023

---

### Notice of Blackout Period and Regulation BTR Trading Restrictions

As a director or executive officer of Bread Financial Holdings, Inc. (the "**Company**"), you are subject to Section 306(a) of the Sarbanes-Oxley Act of 2002 and Regulation BTR as promulgated by the Securities and Exchange Commission, which prohibit certain transactions involving equity securities of the Company during benefit plan "blackout" periods. Please note the following in connection with the upcoming blackout period:

**Reason for the Blackout Period.** The blackout period is being imposed due to the transition of certain services relating to the Bread Financial 401(k) Plan (the "**Plan**"), including trustee and recordkeeping functions, from Principal Financial Group to T. Rowe Price.

**Length of the Blackout Period.** The blackout period is expected to commence at 4:00 pm ET on September 8, 2023, and end on or before October 13, 2023. We will notify you of any changes that affect the dates of the blackout period.

**Impact on Plan Participants.** During the blackout period, participants in the Plan will be unable to make any changes to their accounts such as directing or diversifying investments in individual accounts (including investments in the Company's common stock) or obtaining a loan or distribution from the Plan.

**Restrictions on Directors and Executive Officers During the Blackout Period.** During the blackout period, you will be subject to the trading restrictions imposed under Section 306(a) of the Sarbanes-Oxley Act of 2002 and Regulation BTR. These restrictions generally prohibit the direct or indirect purchase, sale or other acquisition or transfer of any equity security of the Company (or derivative securities of those equity securities) acquired in connection with your service as a director or employment as an executive officer of the Company.

Please note the following:

- This prohibition also applies to any transaction in which you have a direct or indirect pecuniary interest, such as transactions by immediate family members living with you, or held in trust, or by controlled partnerships or corporations.
- Any such security you sell or otherwise transfer will be automatically treated as acquired in connection with your service or employment unless you establish that the securities were acquired from another source and this identification is consistent with your treatment of the securities for tax purposes and all other disclosure and reporting requirements.

- **Under the law, any profit realized by a director or executive officer from any purchase, sale or other transfer of any equity securities of the Company in violation of these blackout period restrictions will result in the profit inuring to and being recoverable by the Company, regardless of your reason for entering into the transaction.**

If you have any questions regarding this Notice, please contact me at (214) 494-3000 or by mail at Bread Financial Holdings, Inc., 7500 Dallas Parkway, Suite 700, Plano, Texas 75024.

---

© 2023 Bread Financial | Confidential & Proprietary. For internal use only.