
**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)
October 30, 2025

UPBOUND GROUP, INC.
(Exact name of registrant as specified in charter)

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

001-38047
**(Commission
File Number)**

45-0491516
**(IRS Employer
Identification No.)**

5501 Headquarters Drive
Plano, Texas 75024
(Address of principal executive offices and zip code)

(972) 801-1100
(Registrant's telephone number, including area code)

N/A
(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 |
|-------------------------------|-------------------|---|
| Common Stock, \$.01 Par Value | UPBD | 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Appointment of New EVP - Chief Financial Officer

On October 30, 2025, Upbound Group, Inc. (the "Company") announced that Mr. Hal Khouri will join the Company as its Executive Vice President - Chief Financial Officer effective November 10, 2025. Mr. Khouri will assume the Chief Financial Officer role from Mr. Fahmi Karam, the Company's Chief Executive Officer, who has also been serving as the Company's Chief Financial Officer since June 2025. Mr. Khouri will report directly to Mr. Karam.

Mr. Khouri, age 55, has over 30 years of experience in consumer-based banking, financial services, leasing, retail, consulting and government service. From August 2019 through November 2025, Mr. Khouri served as the Executive Vice President and Chief Financial Officer of goeasy Ltd. (TSX: GSY), one of Canada's leading providers of non-prime consumer leasing and lending solutions, offering a full suite of products including unsecured and secured loans as well as point-of-sale financing in automobile, powersports, retail and healthcare verticals through an omnichannel delivery network. Prior to his appointment at goeasy in 2019, Mr. Khouri was the Chief Financial Officer of Walmart Canada Bank (now known as Fairstone Bank of Canada). He has also held the position of Chief Financial Officer at JPMorgan Chase Canada Bank and previous senior roles at MBNA Canada, Deloitte, and the Ontario Ministry of Finance. Mr. Khouri holds a Bachelor of Commerce degree in Accounting from the University of Ottawa and is a Chartered Public Accountant.

In connection with his appointment, the Company entered into an offer letter with Mr. Khouri (the "Offer Letter"). Pursuant to the Offer Letter, Mr. Khouri will receive (1) an annual base salary of \$675,000, (2) starting March 2026 (for the 2025 fiscal year, which will be prorated based on an assumed nine months of service), an annual cash incentive bonus with a target opportunity equal to 60% of Mr. Khouri's base salary, (3) a one-time Long Term Incentive Plan sign-on award in restricted stock units valued at \$1,500,000 that will vest pro rata over three years in equal annual installments, and starting in February 2026, eligibility to participate in the Company's Long Term Incentive Program with an annual award amount equal to 170% of his base salary, and (4) eligibility to participate in benefit plans and programs (e.g., medical, dental, life insurance, 401(k) and Deferred Compensation Plan) that the Company provides generally to other senior executives. Mr. Khouri will also receive relocation assistance. Mr. Khouri will enter into an EVP Executive Transition Agreement with the Company upon his start date, which provides specified payments and benefits upon an involuntary termination of employment, subject to the terms and conditions of the Executive Transition Agreement.

There are no arrangements or understandings between Mr. Khouri and any other persons pursuant to which he was selected as Executive Vice President - Chief Financial Officer, and Mr. Khouri has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure.

On October 30, 2025, the Company issued a press release announcing the appointment of a new Executive Vice President – Chief Financial Officer, as described in Item 5.02 in this Current Report on Form 8-K. A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated herein by reference. The information contained in this paragraph, as well as Exhibit 99.1 referenced herein, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

| Exhibit No. | Description |
|----------------------|---|
| 99.1 | Press Release regarding the appointment of a new Chief Financial Officer, issued October 30, 2025 |
| 104 | Cover Page Interactive Data File (formatted in Inline XBRL) |

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.

UPBOUND GROUP, INC.

Date: October 30, 2025

By: /s/ Bryan Pechersky
Bryan Pechersky
Executive Vice President, General Counsel and Secretary



Upbound Group, Inc. Announces Appointment of Hal Khouri as EVP and Chief Financial Officer

PLANO, Texas--(BUSINESS WIRE)—October 30, 2025 -- Upbound Group, Inc. (the "Company" or "Upbound") (NASDAQ: UPBD), a technology and data-driven leader in accessible and inclusive financial solutions that address the evolving needs and aspirations of underserved consumers, today announced that Mr. Hal Khouri will join the Company as its Executive Vice President - Chief Financial Officer effective November 10, 2025. Mr. Khouri will assume the Chief Financial Officer role from Mr. Fahmi Karam, Chief Executive Officer, who has also been serving as the Company's Chief Financial Officer since June 2025. Mr. Khouri will report directly to Mr. Karam.

Mr. Khouri has over 30 years of experience in consumer-based banking, financial services, leasing, retail, consulting and government service. He is a seasoned chief financial officer with an extensive background in driving corporate growth and shareholder return through strategic financial governance and stewardship. Mr. Khouri is also a proven leader in the areas of audit, taxation, corporate development, strategic planning, investor relations, capital markets and treasury.

He will be responsible for overseeing Upbound's financial operations, enterprise-wide optimization, capital allocation and investor relations activities, and will play a significant leadership role in guiding the Company's financial and business strategy to support its long-term growth objectives and enhancing shareholder value.

From August 2019 through November 2025, Mr. Khouri served as the Executive Vice President and Chief Financial Officer of goeasy Ltd. (TSX: GSY), one of Canada's leading providers of non-prime consumer leasing and lending solutions, offering a full suite of products including unsecured and secured loans as well as point-of-sale-financing in automobile, powersports, retail and healthcare verticals through an omnichannel delivery network. Prior to his appointment at goeasy in 2019, Mr. Khouri was Chief Financial Officer of Walmart Canada Bank (now known as Fairstone Bank of Canada). He has also held the position of Chief Financial Officer at JPMorgan Chase Canada Bank and previous senior roles at MBNA Canada, Deloitte, and the Ontario Ministry of Finance.

"Hal brings significant experience in financial and strategic leadership in the consumer finance industry and will be instrumental as we continue to focus on delivering disciplined financial execution and growing our platform of technology-driven, scalable financial solutions for underserved consumers," said Fahmi Karam, Chief Executive Officer of Upbound Group. "Hal's proven track record of executing a strategic vision, strong business leadership, and commitment to fostering a positive culture and driving results will be invaluable as we continue to innovate and pursue growth in a rapidly evolving environment. We are excited to have Hal join our executive team and look forward to his insights and contributions to drive value to our customers, merchant partners and shareholders."

"I am excited to be joining Upbound and bring my significant experience to one of the industry leaders in technology-driven, accessible financial solutions," said Mr. Khouri. "I believe Upbound has tremendous opportunities across all three of its marquee brands, and am eager to begin integrating with the team and contributing to this important mission."

About Upbound Group, Inc.

Upbound Group, Inc. (NASDAQ: UPBD), is a technology and data-driven leader in accessible and inclusive financial solutions that address the evolving needs and aspirations of underserved consumers. The Company's customer-facing operating units include industry-leading brands such as Acima®, Brigit™, and Rent-A-Center® that facilitate consumer transactions across a wide range of store-based and digital channels in the United States, Mexico and Puerto Rico. Upbound Group, Inc. is headquartered in Plano, Texas. For additional information about the Company, please visit our website upbound.com.

Forward Looking Statements

This release contains forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995, including, among others, statements regarding our goals, plans and projections with respect to our operations, financial position and business strategy. Such forward-looking statements generally can be identified by the use of forward-looking terminology such as "may," "will," "expect," "intend," "could," "estimate," "predict," "continue," "maintain," "should," "anticipate," "believe," or "confident," or the negative thereof or variations thereon or similar terminology. Such forward-looking statements are subject to various risks and uncertainties. Factors that could cause or contribute to material and adverse differences between actual and anticipated results include, but are not limited to, (1) the general strength of the economy and other economic conditions affecting consumer preferences, spending and payment behaviors, and (2) the other risks detailed from time to time in the reports filed by us with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the year ended December 31, 2024, as well as subsequent Quarterly Reports on Form 10-Q or Current Reports on Form 8-K. You are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date of this release. Except as required by law, we are not obligated to, and do not undertake to, publicly release any revisions to these forward-looking statements to reflect any events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

Investor Contact

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