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): November 19, 2026

Viant Technology Inc.
(Exact name of registrant as specified in its charter)

Delaware	**001-40015**	**85-3447553**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

2722 Michelson Drive, Suite 100
Irvine, CA, 92612
(Address of principal executive offices and zip code)

(949) 861-8888
Registrant's telephone number, including area code

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	DSP	The Nasdaq Stock Market LLC (Nasdaq Global Select Market)

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 19, 2026, stockholders of Viant Technology Inc. (the "Company") representing (a) a majority of the voting power of the outstanding shares of the Company's Class A common stock, par value $0.001 per share (the "Class A Common Stock"), and Class B common stock, par value $0.001 per share (the "Class B Common Stock" and, together with the Class A Common Stock, the "capital stock"), entitled to vote thereon, voting together as a single class, and (b) a majority of the outstanding shares of Class B Common Stock, voting as a separate class, in each case as of the close of business on November 19, 2026 (the "Record Date"), acted by written consent in lieu of a meeting of stockholders (the "Written Consent") to approve the reincorporation of the Company from the State of Delaware to the State of Texas by conversion, in accordance with Section 266 of the General Corporation Law of the State of Delaware (the "Reincorporation").

At the effective time of the Reincorporation, the Company will cease to be governed by the General Corporation Law of the State of Delaware, its Amended and Restated Certificate of Incorporation and its Amended and Restated Bylaws, and will instead be governed by the Texas Business Organizations Code, a Texas certificate of formation (the "Texas Charter") and Texas bylaws (the "Texas Bylaws"). A description of the Reincorporation, the Texas Charter and the Texas Bylaws, including the differences between the Company's current certificate of incorporation and bylaws and the Texas Charter and Texas Bylaws, is set forth in the Company's Preliminary Information Statement on Schedule 14C filed with the Securities and Exchange Commission (the "SEC") on November 20, 2026 (the "Information Statement") under the headings "Principal Terms of the Reincorporation" and "What Changes After the Reincorporation?" and is incorporated herein by reference. In accordance with Rule 14c-2 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Reincorporation will not become effective until at least 20 calendar days after the Company commences mailing a definitive information statement to its stockholders and the Board may abandon the Reincorporation at any time prior to its completion.

Such description is qualified in its entirety by reference to the full text of the Plan of Conversion, the Texas Charter and the Texas Bylaws, included as Appendix B, Appendix E and Appendix F, respectively, to the Information Statement.

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

On November 19, 2026, Tim Vanderhook, Chris Vanderhook and Capital V LLC (formerly Four Brothers 2 LLC) (collectively, the "Consenting Stockholders") delivered the Written Consent to the Company pursuant to Section 228 of the General Corporation Law of the State of Delaware and Article VI of the Company's Amended and Restated Certificate of Incorporation (the "Delaware Charter"), approving the Reincorporation, the Plan of Conversion and the Reincorporation Resolutions, as described in Item 5.03 of this Current Report on Form 8-K, which is incorporated herein by reference. No other matters were submitted to the Company's stockholders. As of the Record Date, the Consenting Stockholders held 420,692 shares of Class A Common Stock and 42,460,106 shares of Class B Common Stock, representing approximately 66% of the voting power of the outstanding shares of capital stock, voting together as a single class, and approximately 93.8% of the outstanding shares of Class B Common Stock.

Cautionary Note Regarding Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact contained herein are forward-looking statements. These statements include, but are not limited to, statements regarding the Reincorporation, including the timing thereof. Accordingly, we caution you that any such forward-looking statements are not guarantees of future performance and are subject to risks, assumptions, and uncertainties that are difficult to predict and generally beyond our control. Although management believes that the expectations reflected in these forward-looking statements are reasonable as of the

date made, important factors could cause our actual results to differ materially from those indicated in these forward-looking statements, including, but not limited to, the factors set forth under the caption “Risk Factors” in the Company’s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2026, filed with the SEC and in the Company’s other filings with the SEC. You are cautioned not to place undue reliance on any forward-looking statements made herein. Any forward-looking statement speaks only as of the date as of which it is made, and, except as otherwise required by law, we do not undertake any obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise.

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 thereunto duly authorized.

VIANT TECHNOLOGY INC.

Date: November 20, 2026

By: /s/ Tim Vanderhook

Tim Vanderhook
Chief Executive Officer and Chairman
(Principal Executive Officer)