

**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 31, 2024

INTUIT INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other Jurisdiction
of Incorporation)

000-21180
(Commission
File Number)

77-0034661
(I.R.S. Employer
Identification No.)

2700 Coast Avenue, Mountain View, CA 94043
(Address of principal executive offices, including zip code)

(650) 944-6000
(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:

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Exchange on Which Registered</u>
Common Stock, \$0.01 par value	INTU	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 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS;
COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

Amendment to Non-Employee Director Compensation Program

On October 31, 2024, Intuit's Board of Directors approved an amended Non-Employee Director Compensation Program, effective January 23, 2025, and attached to this Report as Exhibit 99.01.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

99.01	Amended Non-Employee Director Compensation Program, effective January 23, 2025
104	Cover Page Interactive Data File (the cover page XBRL tags are 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.

Date: November 4, 2024

INTUIT INC.

By: /s/ Kerry J. McLean
Kerry J. McLean
Executive Vice President,
General Counsel and Corporate Secretary

INTUIT INC.**2025 NON-EMPLOYEE DIRECTOR COMPENSATION**
as amended by the Board of Directors on October 31, 2024,
*with an effective date of January 23, 2025***Director Stock Grants**

- Each year, following the annual meeting of Intuit's stockholders, each appointed or elected non-employee director shall automatically receive a grant (a "Annual Director Grant") of Intuit restricted stock units equal in number to \$280,000 divided by the closing stock price on the grant date, with the exception of Chair of the Board of Directors, who shall automatically receive a grant (an "Annual Board Chair Grant") of restricted stock units equal in number to \$350,000 divided by the closing stock price on the grant date. The grant date for these awards (collectively, the "Grants") shall be the first business day following the annual meeting of Intuit's stockholders. If a director joins the board mid-year, the director will receive a pro-rated Annual Director Grant or Annual Board Chair Grant for that year, as applicable. Each Annual Director Grant and Annual Board Chair Grant will generally vest in full on the first business day of the 12th month following the grant date except for those Grants awarded mid-year, which will vest in full on the first business day of the 12th month following the most recent annual meeting of Intuit's stockholders. All of a director's Grants will become fully vested in the event of death or disability of the director or upon a Corporate Transaction. Payment of the Grants shall be automatically deferred until the earliest of: (a) five years from the grant date; (b) termination (for any reason); or (c) a Corporate Transaction. Additional voluntary deferrals will also be permitted.
- Within the later of five years after the director joins the Board, each director is required to hold shares of Intuit common stock with an aggregate value of ten times the amount of the annual Board member cash retainer. Owned shares, outstanding restricted stock units, and any deferred cash retainers ultimately paid as restricted stock units (see below) count towards the ownership requirement.

Cash Retainers

- Non-employee directors in good standing are paid their annual cash retainers in four equal installments.
 - Non-employee directors serving on Committees (as chair or member) or as Chair of the Board of Directors are paid annual retainers in addition to the annual cash compensation for service as a member of the Board, as set forth below.
 - Non-employee directors may elect to defer cash retainers and instead receive restricted stock units, except for cash retainers to be paid in the first calendar year for a non-employee director joining the Board mid-year. Such election must be made prior to the start of the calendar year, and is irrevocable once made. Payment of any cash fees converted into restricted stock units shall be automatically deferred until the
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earliest of: (a) five years from the grant date; (b) termination (for any reason); or (c) a Corporate Transaction. Additional voluntary deferrals may also be permitted.

- Annual cash compensation for service as a non-employee director of the Board: \$75,000
- Annual cash retainer for Chair of the Board of Directors: \$90,000
- Annual cash retainers for non-employee director committee service:
 - Audit and Risk Committee: Chair – \$52,500; Member – \$20,000
 - Acquisition Committee: Chair – \$32,500; Member – \$15,000
 - Compensation and Organizational Development: Chair – \$40,000; Member – \$15,000
 - Nominating and Governance Committee: Chair – \$27,500; Member – \$10,000