

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):  
August 27, 2024

F5, Inc.

(Exact name of registrant as specified in its charter)

Washington

(State or other jurisdiction  
of incorporation)

000-26041

(Commission  
File Number)

91-1714307

(IRS Employer  
Identification No.)

801 5th Avenue

Seattle, WA

(Address of principal executive offices)

98104

(Zip Code)

Registrant's telephone number, including area code (206) 272-5555

Not Applicable

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, no par value	FFIV	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**

On August 30, 2024, the Board of Directors of F5, Inc. (the “Company” or “F5”) appointed, effective August 30, 2024, Thomas D. Fountain, age 48, as the Company’s Chief Operating Officer (“COO”) (principal operating officer), and Chad Whalen, age 53, as the Company’s Chief Revenue Officer (“CRO”).

Prior to becoming COO, Mr. Fountain served as the Company’s Executive Vice President of Global Services and Chief Strategy Officer since June 2020. Mr. Fountain joined F5 in January 2018 as Executive Vice President and Chief Strategy Officer. From November 2012 to January 2018, Mr. Fountain served as Senior Vice President for Strategy and Corporate Development at McAfee LLC, Vice President of Strategy and Operations at Intel Corporation, and Senior Vice President for Strategy and Corporate Development at McAfee Incorporated. Previously, Mr. Fountain served as Vice President and General Manager of the Content and Media Business Unit at Juniper Networks from December 2011 to November 2012 and Vice President of Corporate Strategy at Juniper Networks from February 2009 to December 2011. Earlier in his career, Mr. Fountain was a venture capitalist at Mayfield Fund from June 2003 to February 2009 and co-founder and engineering leader at Ingrian Networks from December 1999 to June 2004. He holds an M.B.A., an M.S. in Computer Science, an M.S. in Electrical Engineering, and a B.S. in Computer Systems Engineering, each from Stanford University.

Prior to becoming CRO, Mr. Whalen served as the Company’s Executive Vice President of Worldwide Sales since July 2018. Mr. Whalen joined F5 in 2017 to lead the Cloud Sales team. Prior to joining F5, he ran strategic alliances at Fortinet, worldwide sales and services at Jasper, Americas sales and field operations at Ciena and global sales and marketing at World Wide Packets. He holds a B.A. in Business Administration and Management from Eastern Washington University.

There are no arrangements or understandings pursuant to which Mr. Fountain or Mr. Whalen was selected as the Company’s COO or CRO, respectively. There are no family relationships among any of the Company’s directors, executive officers, and either Mr. Fountain or Mr. Whalen. Neither Mr. Fountain nor Mr. Whalen has a direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

For additional information regarding Mr. Fountain or Mr. Whalen (including participation in the Company’s executive compensation programs), please review the relevant disclosures in the Company’s last proxy statement filed with the Securities and Exchange Commission on January 26, 2024, which disclosure is incorporated by reference.

In addition, on August 27, 2024, Kara Sprague, Executive Vice President and Chief Product Officer of F5, Inc., notified the Company that she will resign from her position effective November 2, 2024.

**Item 7.01          Regulation FD Disclosure**

On September 3, 2024, the Company issued a press release announcing certain leadership changes at the Company. A copy of the press release is furnished as Exhibit 99.1 to this Form 8-K.

The information in the preceding paragraph, as well as Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section. This information may only be incorporated by reference into another filing under the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended, if such subsequent filing specifically references this Current Report on Form 8-K.

**Item 9.01          Financial Statements and Exhibits**

(d) Exhibits:

99.1          [Press Release of F5, Inc. dated September 3, 2024.](#)

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.

F5, INC.  
(Registrant)

Date: September 3, 2024

By: /s/ Scot F. Rogers  
Scot F. Rogers  
Executive Vice President and General Counsel

Investor Contact:  
Suzanne DuLong  
(206) 272-7049  
[s.dulong@f5.com](mailto:s.dulong@f5.com)

Press Contact:  
Rob Gruening  
(206) 272-6208  
[r.gruening@f5.com](mailto:r.gruening@f5.com)

## **F5 Announces New Leadership Roles to Drive Heightened Agility, Productivity, and AI Innovation**

*Tom Fountain appointed Chief Operating Officer, Chad Whalen named Chief Revenue Officer, Kunal Anand becomes Chief Technology and AI Officer*

**SEATTLE - September 3, 2024** - F5 (NASDAQ: FFIV) today announced three new leadership roles designed to drive heightened agility, productivity, and AI innovation.

Tom Fountain, formerly F5's Executive Vice President of Global Services and Chief Strategy Officer, becomes F5's Chief Operating Officer. As COO, Fountain is responsible for driving operational velocity and advancing execution, productivity, and efficiency company wide. He will continue to oversee Global Services and lead F5's digital transformation.

F5 also is streamlining its go-to-market functions, combining sales and marketing under former Executive Vice President of Worldwide Sales, Chad Whalen, who now takes on the role of Chief Revenue Officer. As CRO, Whalen is responsible for driving revenue growth, including continued growth across F5's software solutions, and successfully executing F5's land-and-expand strategy across its more than 20,000 large enterprise, service provider, and government customers globally.

Finally, F5 is reinforcing its commitment to innovation in AI, including incorporating generative AI across its product families. Recently appointed Chief Technology Officer, Kunal Anand, becomes Chief Technology and AI Officer, expanding his responsibilities to include F5's company-wide AI strategy.

Each of these new roles is effective immediately and all will report to F5 President and CEO, François Locoh-Donou.

"Our customers rely on F5 to keep them ahead of the rapid pace of IT infrastructure change. With these leadership changes, we are setting the stage for our next phase of growth, evolving F5 to drive heightened agility and productivity while prioritizing continued rapid innovation where it matters most to customers," said François Locoh-Donou, F5 president and CEO.

F5 also announced it has launched an external search to replace current Executive Vice President and Chief Product Officer, Kara Sprague. Sprague has accepted an opportunity to become CEO of a private technology company and will be leaving F5 in November 2024.

"Kara is an incredible leader who has made innumerable contributions to F5, including serving as a driving force behind our successful transition to a software-led business," said Locoh-Donou. "In her leadership roles at F5, Kara has been instrumental in expanding and evolving our solutions portfolio with a constant focus on what matters most for customers. We wish her the very best in her future role."

For F5 executive background and biography information please visit [F5.com/company/leadership](https://www.f5.com/company/leadership).

### **Forward Looking Statements**

This press release contains forward-looking statements regarding, among other things, transitions in F5's executive leadership and business innovation. These, and other statements that are not historical facts, are forward-looking statements. These forward-looking statements are subject to the safe harbor provisions created by the Private Securities Litigation Reform Act of 1995. Actual results could differ materially from those projected in the forward-looking statements as a result of certain risk factors. Such forward-looking statements involve risks and uncertainties, as well as assumptions and other factors that, if they do not fully materialize or prove correct, could cause the actual results, performance, events (including leadership performance) or achievements (including business innovation) of the Company to be materially different from any future results, performance, events or achievements expressed or implied by such forward-looking statements. Such factors include, but are not limited to:

---

integration of and results from executive leadership changes, F5's ability to attract, train and retain qualified personnel; and other risks and uncertainties described more fully in our documents filed with or furnished to the Securities and Exchange Commission, including our most recent reports on Form 10-K and Form 10-Q and current reports on Form 8-K and other documents that we file or furnish from time to time, which could cause actual results, performance, events or achievements to vary from expectations. All forward-looking statements in this press release are based on information available as of the date hereof and qualified in their entirety by this cautionary statement. F5 assumes no obligation to revise or update these forward-looking statements.

### **About F5**

F5 is a multicloud application security and delivery company committed to bringing a better digital world to life. F5 partners with the world's largest, most advanced organizations to secure every app—on premises, in the cloud, or at the edge. F5 enables businesses to continuously stay ahead of threats while delivering exceptional, secure digital experiences for their customers. For more information, go to [f5.com](https://f5.com). (NASDAQ: FFIV)

You can also follow @F5 on X (Twitter) or visit us on LinkedIn and Facebook to learn about F5, its partners, and technologies.

F5, NGINX, and NGINX Plus are trademarks, service marks, or tradenames of F5, Inc., in the U.S. and other countries.

###

Source: F5, Inc.