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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): AMay 01, 2023**

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**RYAN SPECIALTY HOLDINGS, INC.**

(Exact name of Registrant as Specified in Its Charter)

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

**001-40645**  
(Commission File Number)

**86-2526344**  
(IRS Employer  
Identification No.)

**155 North Wacker Drive, Suite 4000  
180 N. Stetson Avenue, Suite 4600  
Chicago, Illinois**  
(Address of Principal Executive Offices)

**60606**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: 312 784-6001**

(Former Name or Former Address, if Changed Since Last Report)

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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<br>Symbol(s) | Name of each exchange on which registered |
|---|----------------------|---|
| Class A Common Stock, \$0.001 par value | RYAN                 | The New York Stock Exchange               |

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.

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

On April 30, 2024, Ryan Specialty Holdings, Inc. (the “Company”) held its 2024 Annual Meeting of Stockholders (the “Annual Meeting”), at which a quorum was present. At the Annual Meeting, the stockholders of the Company voted on the following proposals:

**Proposal 1 - Election of Directors**

The following nominees were elected to the Company’s board of directors (the “Board”) to hold office for terms to expire upon the annual meeting of stockholders’ to be held in 2027 or until their successors are elected and qualified, or until their earlier death, resignation or removal. The votes cast at the Annual Meeting were as follows:

| <b>Nominee</b>      | <b>For</b>    | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|---------------------|---------------|-----------------|-------------------------|
| Patrick G. Ryan     | 1,260,999,489 | 26,119,575      | 13,894,915              |
| Michelle L. Collins | 1,286,449,567 | 706,503         | 13,857,909              |
| D. Cameron Findlay  | 1,250,038,260 | 36,424,585      | 14,551,134              |
| John W. Rogers, Jr. | 1,256,347,263 | 30,776,784      | 13,889,932              |

The following nominees were elected to the Board to hold office for terms to expire upon the annual meeting of stockholders’ to be held in 2026 or until their successors are elected and qualified, or until their earlier death, resignation or removal. The votes cast at the Annual Meeting were as follows:

| <b>Nominee</b>       | <b>For</b>    | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|----------------------|---------------|-----------------|-------------------------|
| Francesca Cornelli   | 1,286,935,089 | 220,981         | 13,857,909              |
| Anthony J. Kuczinski | 1,283,306,266 | 3,849,804       | 13,857,909              |

The following nominee was elected to the Board to hold office for a term to expire upon the annual meeting of stockholders’ to be held in 2025 or until his successor is elected and qualified, or until his earlier death, resignation or removal. The votes cast at the Annual Meeting were as follows:

| <b>Nominee</b>       | <b>For</b>    | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|----------------------|---------------|-----------------|-------------------------|
| Patrick G. Ryan, Jr. | 1,259,127,969 | 27,350,021      | 14,535,989              |

**Proposal 2 - Ratification of Appointment of Independent Registered Public Accounting Firm**

The proposal to ratify the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024 was approved based upon the following votes:

| <b>For</b>    | <b>Against</b> | <b>Abstain</b> |
|---------------|----------------|----------------|
| 1,300,632,790 | 361,782        | 19,407         |

**Proposal 3 - Advisory Vote on Executive Compensation**

The proposal to approve, on an advisory basis, the compensation paid to the Company’s named executive officers was approved based upon the following votes:

| <b>For</b>    | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|---------------|----------------|----------------|-------------------------|
| 1,280,310,458 | 6,808,369      | 37,243         | 13,857,909              |

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**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.

RYAN SPECIALTY HOLDINGS, INC.

Date: May 7, 2024

By: /s/ Mark S. Katz  
Mark S. Katz  
Executive Vice President, General Counsel and Corporate Secretary

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