



**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 21, 2021, Mark S. Hoyt notified OneSpan Inc. (the “*Company*”) that he will be leaving the Company to become the Chief Financial Officer at a private company. Mr. Hoyt has indicated that he will continue to serve as Executive Vice President, Chief Financial Officer and Treasurer of the Company through early June 2021. Mr. Hoyt’s departure is not related to any disagreement with the Company or its auditors on any matter relating to the Company’s operations, policies or practices.

**Item 7.01. Regulation FD Disclosure.**

On April 23, 2021, the Company issued a press release announcing Mr. Hoyt’s departure. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#">Press Release issued by OneSpan Inc. on April 23, 2021.</a>
104.1	Cover Page Interactive Data File (embedded within the Inline XBRL Document).

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**SIGNATURE**

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: April 23, 2021

OneSpan Inc.

/s/ Steven R. Worth

Name: Steven R. Worth

Title: General Counsel, Chief Compliance Officer and  
Corporate Secretary

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**OneSpan Announces Chief Financial Officer Leadership Transition**

**CHICAGO, April 23, 2021** -- OneSpan Inc. (NASDAQ: OSPN), the global leader in securing remote banking transactions, today announced that Mark Hoyt, its Chief Financial Officer, will be leaving the company to become the CFO at a private company. OneSpan is initiating a search process to replace Mr. Hoyt, who has agreed to remain in his role through early June to ensure a smooth transition.

Scott M. Clements, Chief Executive Officer and President of OneSpan, stated, "On behalf of the Board of Directors and the entire OneSpan team, I want to thank Mark for his professionalism, expertise and many contributions to OneSpan throughout his tenure. Since joining OneSpan, Mark has been a major contributor as we have executed our transformation, enhanced our transparency and driven significant increases in recurring, higher margin revenue. We are grateful for Mark's support and partnership and wish him well. As we begin our search, we will seek out high-quality candidates with significant cloud-based software solutions experience to support continued momentum around our transformation."

Mr. Hoyt added, "I have been fortunate to be part of such a talented and driven team throughout my time at OneSpan, and I am immensely proud of what we have accomplished together. As a result of the collaborative efforts among our Board, management team and employees, along with OneSpan's compelling value proposition and strong financial position, I am confident that OneSpan will see continued success."

**About OneSpan**

OneSpan helps protect the world from digital fraud by establishing trust in people's identities, the devices they use and the transactions they execute. We make digital banking accessible, secure, easy and valuable. OneSpan's Trusted Identity platform and security solutions significantly reduce digital transaction fraud and enable regulatory compliance for more than half of the top 100 global banks and thousands of financial institutions around the world. Whether automating agreements, detecting fraud or securing financial transactions, OneSpan helps reduce costs and accelerate customer acquisition while improving the user experience. Learn more at [OneSpan.com](https://www.onespan.com).

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### **Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of applicable U.S. securities laws. Forward-looking statements may be identified by words such as “seek,” “believe,” “plan,” “estimate,” “anticipate,” “expect,” “intend,” “continue,” “may,” “will,” “should,” “could,” “might” and other similar expressions. Forward-looking statements involve risks and uncertainties, as well as assumptions, that could cause our actual results or events to differ materially from those expressed or implied by forward-looking statements including those factors described in the Risk Factors section of our most recent Form 10-K filed with the U.S. Securities and Exchange Commission (the “SEC”). Our SEC filings and other important information can be found on the Investor Relations section of our website at [investors.OneSpan.com](http://investors.OneSpan.com). We do not have any intent, and disclaim any obligation, to update forward-looking statements to reflect events that occur, circumstances that exist or changes in our expectations after the date of this press release, except as required by law.

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