



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

On June 8, 2022, OneSpan Inc. (the “Company”) held its 2022 annual meeting of stockholders (the “2022 Annual Meeting”).

At the close of business on April 11, 2022, the record date for the determination of stockholders entitled to vote at the 2022 Annual Meeting, there were 40,630,593 shares of Company common stock outstanding. At the 2022 Annual Meeting, 35,789,642 shares of Company common stock were present in person or by proxy. Set forth below is information regarding the votes cast for each proposal:

1. To elect seven directors to serve on the board of directors of the Company until the 2023 annual meeting of stockholders, until their successors are duly elected and qualified or until their earlier death, resignation or removal. Based on the votes set forth below, each of the seven director nominees was duly elected.

	Shares Voted For	Shares Voted Against	Abstentions	Broker Non-Votes
Marc Boroditsky	26,893,794	1,921,417	53,371	6,921,060
Garry L. Capers	26,443,920	2,418,095	6,567	6,921,060
Sarika Garg	28,087,866	774,633	6,083	6,921,060
Marianne Johnson	26,862,793	2,000,126	5,663	6,921,060
Michael McConnell	28,529,511	332,167	6,904	6,921,060
Alfred Nietzel	26,870,058	1,992,004	6,520	6,921,060
Marc Zenner	26,863,931	1,998,402	6,249	6,921,060

2. To approve, on an advisory (non-binding) basis, the Company’s named executive officer compensation. Based on the votes set forth below, the Company’s stockholders voted to approve this proposal.

Shares Voted For	Shares Voted Against	Abstentions	Broker Non-Votes
25,711,565	2,957,396	199,621	6,921,060

3. To ratify, on an advisory (non-binding) basis, the appointment of KPMG LLP as the Company’s independent registered public accounting firm for 2022. Based on the votes set forth below, the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022 was duly ratified.

Shares Voted For	Shares Voted Against	Abstentions	Broker Non-Votes
33,185,510	2,600,778	3,354	N/A

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

Effective immediately following the conclusion of the 2022 Annual Meeting held on June 8, 2022, the board of directors of the Company (the “Board”) increased the size of the Board to eight and appointed Matt Moynahan, the Company’s President and Chief Executive Officer, to the Board.

As an employee of the Company, Mr. Moynahan is not entitled to receive any additional compensation for his service as a director of the Company. There is no arrangement or understanding between Mr. Moynahan and any other person pursuant to which Mr. Moynahan was appointed as a director of the Company. Mr. Moynahan has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

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

(d) *Exhibits.*

<b><u>Number</u></b>	<b><u>Description</u></b>
104.1	Cover Page Interactive Data File (embedded within the Inline XBRL Document)

**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: June 13, 2022

**ONESPAN INC.**

By: /s/ Matthew P. Moynahan

Name: Matthew P. Moynahan

Title: Chief Executive Officer and President