
**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): January 6, 2025



The Honest Company, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction
of Incorporation)

**12130 Millennium Drive, #500
Los Angeles, CA**

(Address of Principal Executive Offices)

001-40378

(Commission File Number)

90-0750205

(IRS Employer
Identification No.)

90094

(Zip Code)

(888) 862-8818

(Registrant's Telephone Number, Including Area Code)

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, \$0.0001 par value per share	HNST	The Nasdaq Stock Market LLC

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 2.02 Results of Operations and Financial Condition.

On January 8, 2025, The Honest Company, Inc. (the “Company”) issued a press release reaffirming its previously issued outlook for full year 2024 revenue and Adjusted EBITDA. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K (this “Report”) and incorporated herein by reference.

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

Departure of Chief Financial Officer

On January 6, 2025, David Loretta, Chief Financial Officer (“CFO”) of the Company, notified the Company of his intention to retire during the 2025 fiscal year, effective as of a date that is mutually acceptable to Mr. Loretta and the Company after a successor has been hired (the “Retirement Date”). The Company has initiated a search, with the assistance of a leading executive search firm, to identify a successor for the CFO position. Mr. Loretta will continue to serve as CFO and will continue to receive his current base salary and other benefits currently provided to him to serve as CFO until the Retirement Date. Mr. Loretta’s decision to retire was not the result of any disagreement between Mr. Loretta and the Company.

The Company anticipates that it will enter into a retirement agreement with Mr. Loretta, which will govern the terms of his retirement from the Company.

Item 7.01 Regulation FD Disclosure.

On January 8, 2025, the Company issued a press release announcing Mr. Loretta’s retirement. The press release is furnished as Exhibit 99.1 to this Report and incorporated herein by reference.

The information in Items 2.02 and 7.01 of this Report and the related Exhibit 99.1 attached hereto are being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933 (the “Securities Act”), as amended, or the Exchange Act whether made before or after the date of this Report, except as shall be expressly set forth by specific reference in such a filing.

Forward-Looking Statements

This Report contains “forward-looking statements” (within the meaning of Section 27A of the Securities Act, and Section 21E of the Exchange Act) that involve substantial risks and uncertainties. These forward-looking statements include, but are not limited to, statements concerning the timing and terms of Mr. Loretta’s retirement. In some cases, you can identify forward-looking statements because they contain words such as “anticipate,” “believe,” “contemplate,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “plan,” “potential,” “predict,” “project,” “should,” “target,” “will” or “would” or the negative of these words or other similar terms or expressions. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements that we make. These forward-looking statements involve risks and uncertainties that could cause our actual results to differ materially from those in the forward-looking statements, including, without limitation, our ability to find a suitable successor to Mr. Loretta as well as the risks and uncertainties set forth in Part I, Item 1A, “Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the Securities and Exchange Commission (“SEC”) on March 8, 2024, as updated by Part II, Item 1A, “Risk Factors” in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2024, filed with the SEC on November 12, 2024. Furthermore, such forward-looking statements speak only as of the date of this Report. Except as required by law, we undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date of such statements.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release dated January 8, 2025.
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 thereunto duly authorized.

The Honest Company, Inc.

Date: January 8, 2025

By: /s/ David Loretta

Name: David Loretta

Title: Executive Vice President, Chief Financial Officer

THE HONEST COMPANY ANNOUNCES CFO RETIREMENT AND TRANSITION PLAN IN 2025

Current CFO Dave Loretta to remain in place through search and transition of replacement

LOS ANGELES, CALIF. – January 8, 2025 – The Honest Company (NASDAQ: HNST), a personal care company dedicated to creating cleanly-formulated and sustainably-designed products, today announced that Chief Financial Officer Dave Loretta will retire from the Company this year. The Company has begun a search for Loretta’s replacement, which is being supported by a leading executive search firm. Loretta will stay with the Company through the transition of the new CFO.

“Dave joined us at a pivotal time in our Transformation Initiative with the goal of restructuring our financial model and establishing a framework for long-term financial stability. We are deeply grateful for the mark he’s left on both our financial strategy and our organization as a whole,” said Carla Vernón, CEO of The Honest Company. “Thanks to Dave’s leadership, we have an exceptional finance team in place, the business is stronger than ever, and we are well-positioned for the future, all of which gives us great confidence as we move forward with the search for our next CFO. On behalf of everyone at The Honest Company, we thank Dave for his dedication, leadership and partnership, and we wish him the very best in this next chapter.”

Loretta joined The Honest Company in 2023, helping the Company deliver increased revenue, significant expansion in gross margin, and positive operating profitability in Q4 2023, which continued quarterly through our most recently reported Q3 2024 results versus the comparable periods in the prior year.

“It has been an honor to serve as The Honest Company’s CFO and to be part of this remarkable brand, working alongside such a talented group of people,” said Dave Loretta, CFO of The Honest Company. “I am proud that in my time at Honest, I was able to advance the strength of the business model as well as the finance organization. I leave knowing that The Honest Company is well positioned for continued success, and I am committed to ensuring a smooth transition.”

Loretta will continue in his role until his retirement, and will work closely with the leadership team and the Board of Directors to facilitate a seamless transition to a new CFO.

In connection with this announcement, The Honest Company is reaffirming the following full year 2024 outlook previously provided on November 12, 2024, in conjunction with its third quarter 2024 results:

- Revenue growth of a high single digit percentage year-over-year
- Adjusted EBITDA in the range of \$20 million to \$22 million

The Honest Company’s consolidated financial statements for the year ended December 31, 2024 are not yet available. The Company’s financial closing procedures are not yet complete and, as a result, final results may vary from this outlook due to the completion of the Company’s financial closing procedures, final adjustments and other developments that may arise between now and the time the Company issues its consolidated financial statements for the year ended December 31, 2024.

Forward-Looking Statements

This press release contains forward-looking statements about us and our industry that involve substantial risks and uncertainties. All statements other than statements of historical facts contained in this press release are forward-looking statements. In some cases, you can identify forward-looking statements because they contain words such as “anticipate,” “believe,” “contemplate,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “plan,” “potential,” “predict,” “project,” “should,” “target,” “will” or “would” or the negative of these words or other similar terms or expressions. These forward-looking statements include, but are not limited to, statements concerning our expectations regarding future results of operations and financial condition, including our revenue and adjusted EBITDA outlook for 2024; the timing and terms of Mr. Loretta’s retirement and our ability to find a suitable successor to Mr. Loretta and conduct a smooth transition; and that we are well-positioned for the future and our great confidence as we move forward with the search for our next CFO.

You should not rely on forward-looking statements as predictions of future events. We have based the forward-looking statements contained in this press release and the earnings call referencing this press release primarily on our current expectations and projections about future events and trends that we believe may affect our business, financial condition and operating results.

The outcome of the events described in these forward-looking statements is subject to risks, uncertainties and other factors described in the section titled “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2023, filed with the Securities and Exchange Commission (“SEC”) on March 8, 2024, as updated by Part II, Item 1A, “Risk Factors” in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2024, filed with the SEC on November 12, 2024. New risks and uncertainties emerge from time to time, and it is not possible for us to predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this press release. The results, events and circumstances reflected in the forward-looking statements may not be achieved or occur, and actual results, events or circumstances could differ materially from those described in the forward-looking statements.

The forward-looking statements made in this press release relate only to events as of the date on which the statements are made. We undertake no obligation to update any forward-looking statements made in this press release to reflect events or circumstances after the date of this press release or to reflect new information or the occurrence of unanticipated events, except as required by law. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures or investments.

About The Honest Company

The Honest Company (NASDAQ: HNST) is a personal care company dedicated to creating cleanly-formulated and sustainably-designed products spanning categories across diapers, wipes, baby personal care, beauty, apparel, household care and wellness. Launched in 2012, the Company is on a mission to challenge ingredients, ideals, and industries through the power of the Honest brand, the Honest team, and the Honest Standard. For more information about the Honest Standard and the Company, please visit www.honest.com.

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