

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): September 9, 2025

Couchbase, Inc.

(Exact name of registrant as specified in charter)

Delaware  
(State or other jurisdiction of Incorporation or organization)

001-40601  
(Commission File Number)

26-3576987  
(I.R.S. Employer Identification No.)

3155 Olsen Drive, San Jose, California 95117  
(Address of principal executive offices, including zip code)

(650) 417-7500  
(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, par value \$0.00001 per share	BASE	The Nasdaq Stock Market LLC (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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 5.07 Submission of Matters to a Vote of Security Holders.

On June 20, 2025, Couchbase, Inc. (“Couchbase”) announced its entry into an Agreement and Plan of Merger, dated as of June 20, 2025 (the “Merger Agreement”), by and among Cascade Parent Inc. (“Parent”), Cascade Merger Sub Inc. (“Merger Sub”) and Couchbase. The Merger Agreement provides for Merger Sub to be merged with and into Couchbase, with Couchbase surviving as a wholly owned subsidiary of Parent (the “Merger”). Parent and Merger Sub are affiliates of Haveli Investments, L.P.

In connection with the Merger, Couchbase held a special meeting of stockholders on September 9, 2025, at 9:00 a.m., Pacific time (the “Special Meeting”).

As of close of business on July 28, 2025, the record date for the Special Meeting (the “Record Date”), there were 55,248,577 shares of Couchbase common stock issued, outstanding and entitled to vote at the Special Meeting (the “Shares”). Each Share was entitled to one vote on each proposal at the Special Meeting. At the Special Meeting, 46,264,923 Shares were present in person or represented by proxy, representing approximately 83.73% of the Shares and constituting a quorum to conduct business.

The following are the voting results of the proposals considered and voted on at the Special Meeting, each of which is described in Couchbase’s proxy statement, dated August 7, 2025, filed by Couchbase with the Securities and Exchange Commission (the “Proxy Statement”).

	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON- VOTES</b>
<b>Proposal 1: To adopt the Merger Agreement.</b>	46,126,854	52,010	86,059	NA
Proposal 1 was approved.				
<b>Proposal 2: To approve, on a non-binding, advisory basis, the compensation that will or may become payable by Couchbase to its named executive officers in connection with the Merger.</b>	45,485,223	686,006	93,694	NA
Proposal 2 was approved.				

Proposal 3 described in the Proxy Statement (relating to the adjournment of the Special Meeting, if necessary or appropriate) was rendered moot and was not presented at the Special Meeting as a result of the approval of Proposal 1.

### Item 8.01 Other Events.

On September 10, 2025, Couchbase issued a press release announcing approval of the Merger Agreement by its stockholders. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference in its entirety.

### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">99.1</a>	Press Release, dated September 10, 2025.
104	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.

**COUCHBASE, INC.**

By: /s/ Margaret Chow

Name: Margaret Chow

Title: SVP, Chief Legal Officer and Corp. Secretary

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Date: September 10, 2025

## Couchbase Shareholders Approve Acquisition by Haveli Investments

SAN JOSE, California – September 10, 2025 / PR NEWSWIRE / -- Couchbase, Inc. (“Couchbase”), the developer data platform for critical applications in our AI world, today announced that its shareholders have voted to approve the acquisition by Haveli Investments in an all-cash transaction valued at \$1.5 billion.

The transaction was previously announced on June 20, 2025. With the completion of the acquisition, Couchbase will become a privately held company, and shareholders will be entitled to receive \$24.50 per share of Couchbase common stock owned immediately prior to closing. Couchbase’s common stock will cease trading and will be delisted from the Nasdaq Stock Market.

Complete official results of the vote are included in a current report on Form 8-K filed by Couchbase with the U.S. Securities and Exchange Commission (the “SEC”). The transaction is expected to be completed following receipt of remaining required regulatory approvals and satisfaction of customary closing conditions.

### Advisors

Morgan Stanley & Co. LLC served as exclusive financial advisor to Couchbase, and Wilson Sonsini Goodrich & Rosati, Professional Corporation served as legal counsel.

Latham & Watkins LLP served as legal counsel and Jefferies LLC served as the lead financial advisor to Haveli Investments.

### About Couchbase

As industries race to embrace AI, traditional database solutions fall short of rising demands for versatility, performance and affordability. Couchbase is seizing the opportunity to lead with Capella, the developer data platform architected for critical applications in our AI world. By uniting transactional, analytical, mobile and AI workloads into a seamless, fully managed solution, Couchbase empowers developers and enterprises to build and scale applications and AI agents with confidence – delivering exceptional performance, scalability and cost-efficiency from cloud to edge and everything in between. Couchbase enables organizations to unlock innovation, accelerate AI transformation and redefine customer experiences wherever they happen. Discover why Couchbase is the foundation of critical everyday applications by visiting [www.couchbase.com](http://www.couchbase.com) and following us on [LinkedIn](#) and [X](#).

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## About Haveli Investments

Haveli Investments is an Austin-based private equity firm that seeks to invest in the highest quality companies in the technology sector through control, minority or structured equity and debt investments with a focus on software, data, gaming and adjacent industries. The firm seeks to partner with innovative companies, entrepreneurs and management teams throughout a company's life cycle. Haveli's experienced team of investors and diverse industry experts will provide operational and strategic support, enabling portfolio companies to focus on driving innovation and increasing growth, scale and operating margins. Underscoring Haveli's investments is an unwavering focus on a culture of inclusivity and sustainability. For more information, please visit [www.haveliinvestments.com](http://www.haveliinvestments.com), or follow Haveli on LinkedIn, [@Haveli Investments](https://www.linkedin.com/company/haveli-investments).

## Forward-Looking Statements

*All statements included in this press release other than statements of historical fact are forward-looking statements and may be identified by terms such as "may," "will," "should," "expects," "plans," "anticipates," "could," "intends," "target," "projects," "contemplates," "believes," "estimates," "predicts," "potential," "continue," "might," "ongoing" or similar expressions and the negatives of those terms. These forward-looking statements are based on Couchbase's management's beliefs and assumptions and on information currently available, including in regard to the expectations for Couchbase following the closing of the transaction with Haveli Investments (the "Merger"). There can be no assurance that the Merger will be consummated. Risks and uncertainties that could cause actual results to differ materially from those indicated in the forward-looking statements, include: (i) the possibility that the conditions to the closing of the Merger are not satisfied, including the risk that required regulatory approvals to consummate the Merger are not obtained, on a timely basis or at all; (ii) the occurrence of any event, change or other circumstance that could give rise to a right to terminate the Merger, including in circumstances requiring Couchbase to pay a termination fee; (iii) possible disruption related to the Merger to Couchbase's current plans, operations and business relationships, including through the loss of customers and employees; (iv) the amount of the costs, fees, expenses and other charges incurred by Couchbase related to the Merger; (v) the risk that Couchbase's stock price may fluctuate during the pendency of the Merger and may decline if the Merger is not completed; (vi) the diversion of Couchbase management's time and attention from ongoing business operations and opportunities; (vii) the response of competitors and other market participants to the Merger; (viii) potential litigation relating to the Merger; (ix) uncertainty as to timing of completion of the Merger and the ability of each party to consummate the Merger; and (x) other risks and uncertainties detailed in the periodic reports that Couchbase files with the SEC, including Couchbase's Annual Report on Form 10-K and Couchbase's Quarterly Report on Form 10-Q. All forward-looking statements in this press release are based on information available to Couchbase as of the date of this press release, and, except as required by law, Couchbase does not assume any obligation to update the forward-looking statements provided to reflect events that occur or circumstances that exist after the date on which they were made.*

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