

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): March 1, 2024

MARQETA, INC.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-40465  
(Commission  
File Number)

27-4306690  
(IRS Employer  
Identification No.)

180 Grand Avenue, 6th Floor  
Oakland, California 94612

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (877) 962-7738

N/A  
(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
Class A common stock, \$0.0001 par value per share	MQ	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 (§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 4.01 Changes in Registrant's Certifying Accountant.

##### *(a) Dismissal of Previous Independent Registered Public Accounting Firm*

On March 1, 2024, the Audit Committee (the "Audit Committee") of the Board of Directors of Marqeta, Inc. (the "Company") dismissed Ernst & Young LLP ("EY") as the Company's independent registered public accounting firm, effective immediately. The dismissal was not related to any disagreements with EY on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure.

Other than as described below, the reports of EY on the consolidated financial statements of the Company as of and for the fiscal years ended December 31, 2023 and 2022 did not contain an adverse opinion or a disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope, or accounting principles.

During the fiscal years ended December 31, 2023 and 2022, there were no disagreements within the meaning of Item 304(a)(1)(iv) of Regulation S-K between the Company and EY on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, any of which, if not resolved to EY's satisfaction, would have caused EY to make reference thereto in their reports.

During the fiscal years ended December 31, 2023 and 2022, there were no "reportable events" (as described in Item 304(a)(1)(v) of Regulation S-K), except for:

- The material weakness in the Company's internal control over financial reporting as initially reported in Part I, Item 4 of the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2023, as filed with the Securities and Exchange Commission (the "SEC") on May 9, 2023, related to its business combination accounting.
- The material weakness in the Company's internal control over financial reporting as initially reported in Part II, Item 9A of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023, as filed with the SEC on February 28, 2024, related to information technology ("IT") general controls in user access over certain IT systems that support the Company's revenue and related financial reporting processes. As a result, the related process-level IT dependent manual controls, certain change management controls, and automated application controls for certain key IT systems were also deemed ineffective for the period ended December 31, 2023.

The above reportable events were discussed between the Audit Committee and EY. EY has been authorized by the Company to respond fully to the inquiries of KPMG LLP ("KPMG"), the successor independent registered public accounting firm, concerning these reportable events.

The Company provided EY with a copy of the disclosures it is making in this Current Report on Form 8-K and requested that EY furnish the Company with a letter addressed to the SEC stating whether it agrees with the statements made herein and, if not, stating the respects in which it does not agree. A copy of such letter provided by EY, dated March 7, 2024, is filed as Exhibit 16.1 to this Current Report on Form 8-K.

##### *(b) Appointment of New Independent Registered Public Accounting Firm*

On March 1, 2024, the Audit Committee approved the engagement of KPMG as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024, effective immediately. During the Company's two most recent fiscal years ended December 31, 2023 and 2022, neither the Company nor anyone acting on its behalf consulted with KPMG regarding any of the matters described in Items 304(a)(2)(i) and (ii) of Regulation S-K.

#### Item 9.01 Financial Statements and Exhibits.

##### (d) Exhibits

Exhibit Number	Description
<a href="#">16.1</a>	<a href="#">Letter from Ernst &amp; Young LLP dated March 7, 2024.</a>
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.

Date: March 7, 2024

**MARQETA, INC.**

/s/ Michael (Mike) Milotich

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Michael (Mike) Milotich

Chief Financial Officer

March 7, 2024

Securities and Exchange Commission  
100 F Street, N.E.  
Washington, DC 20549

Commissioners:

We have read Item 4.01 of Form 8-K dated March 7, 2024, of Marqeta, Inc., and are in agreement with the statements contained in paragraphs one through six therein. We have no basis to agree or disagree with other statements of the registrant contained therein.

/s/ Ernst & Young LLP