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): November 12, 2026

Oscar Health, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware	001-40154	46-1315570
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

75 Varick Street, 5th Floor
New York, New York 10013
(Address of Principal Executive Offices) (Zip Code)

(646) 403-3677
(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 Symbols	Name of each exchange on which registered
Class A Common Stock, $0.00001 par value per share	**OSCR**	**New York Stock Exchange**

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

On November 12, 2026, the Board of Directors (the "Board") of Oscar Health, Inc. (the "Company") appointed Messrs. Tomer Cohen, Eric Larsen, and Rajat Taneja to the Board, effective November 13, 2026 (the "Effective Date"), and increased the size of the Board from eight to eleven directors in connection therewith. Each director will serve for a term expiring at the Company's annual meeting of stockholders to be held in 2027 and until his successor is duly elected and qualified or until his earlier death, disqualification, resignation or removal. Mr. Cohen was also appointed as a member of the Talent and Compensation Committee of the Board (the "Compensation Committee"), and Mr. Taneja was appointed as a member of the Audit Committee and the Nominating and Corporate Governance Committee (the "NCG Committee"), in each case effective as of the Effective Date. The Board determined that each of Messrs. Cohen, Larsen, and Taneja qualifies as independent under the rules of the New York Stock Exchange, including, in Mr. Cohen's case, with respect to service on the Compensation Committee, and in Mr. Taneja's case, with respect to service on the Audit Committee.

Mr. Cohen is a technology and product leader with a track record of building consumer experiences across startups and established companies. He served as LinkedIn Corporation's Senior Vice President and Chief Product Officer from 2020 to 2026, and subsequently as an Executive Advisor. In his role as Senior Vice President and Chief Product Officer, Mr. Cohen set the company's product strategy, oversaw product development, user experience design, business development, content creation, and customer operations, and advanced AI across the organization. From 2012 to 2020, he also served in various key leadership roles at LinkedIn, helping launch and scale new innovative member and customer experiences. Prior to LinkedIn, Mr. Cohen worked as an entrepreneur with Greylock Partners and founded a company in the personal CRM space. He teaches AI for product and business leaders at Stanford Graduate School of Business and serves on the board of Gusto. Mr. Cohen holds a B.S. from Ben-Gurion University of the Negev and an M.B.A. from Stanford University.

Mr. Larsen brings decades of leadership across healthcare, private equity, and venture capital, with a forward-looking perspective on frontier AI. He serves as President of TowerBrook Advisors and as a member of TowerBrook Capital Partners healthcare leadership team, having held these roles since 2023. Mr. Larsen previously served as President of The Advisory Board Company, L.P. from 2019 to 2023 and subsequently as President Emeritus. He is also a senior advisor to Thrive Capital, Oscar Health's majority stockholder, and serves on the boards of R1 RCM, eMed Population Health, Thrive Global, and as Chairman of the Washington National Opera. Mr. Larsen holds a B.S. in Foreign Service from Georgetown University.

Mr. Taneja is a seasoned technology executive with extensive experience building secure technology platforms at global scale. He has served as President of Technology at Visa, Inc., leading global technology research, product development, cybersecurity, operations and infrastructure, and technology innovation and investment strategy since 2019. Mr. Taneja was previously Executive Vice President of Technology and Operations at Visa from 2013 to 2019, Executive Vice President and Chief Technology Officer of Electronic Arts, Inc. from 2011 to 2013, and held senior leadership roles at Microsoft Corporation. He serves on the board of MSCI Inc., where he chairs the Technology and Data Committee and serves on the Audit and Risk Committee. Mr. Taneja holds a B.E. from Jadavpur University and an M.B.A. from Washington State University.

In connection with their service as non-employee directors, Messrs. Cohen, Larsen, and Taneja are each eligible to receive compensation consistent with the Company's Non-Employee Director Compensation Program, which provides for: (i) an annual cash retainer of, as applicable, (a) $70,000 for serving on the Board, (b) $10,000 for serving as a member of the Audit Committee, (c) $7,500 for serving as a member of the Compensation Committee, (d) $5,000 for serving as a member of the NCG Committee, each of which will be paid in quarterly installments in arrears and will be prorated for any partial calendar quarter of service; (ii) an initial grant of restricted stock units ("RSUs") equal in value to $200,000 (subject to proration), as measured by the closing price of the Company's Class A common stock, par value $0.00001 per share ("Class A common stock") on the grant date, which vests in full on the earlier to occur of (a) the one-year anniversary of the applicable grant date and (b) the date of the next annual meeting of stockholders following the grant date, subject to such director's continued service through the applicable vesting date; and (iii) an annual grant, on the date of the Company's annual meeting of stockholders, of RSUs equal

in value to $200,000, as measured by the closing price of the Class A common stock on the grant date, and that vests in full on the earlier to occur of (a) the one-year anniversary of the applicable grant date and (b) the date of the next annual meeting of stockholders following the grant date, subject to such director's continued service through the applicable vesting date.

The Company also expects each of Messrs. Cohen, Larsen, and Taneja to enter into the Company's standard indemnification agreement for directors and officers.

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 hereunto duly authorized.

Oscar Health, Inc.

Date: November 16, 2026

By: /s/ Adam McAnaney

Name: Adam McAnaney

Title: Chief Legal Officer