

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): May 31, 2024

Flutter Entertainment plc

(Exact Name of Registrant as Specified in its Charter)

Ireland  
(State or Other Jurisdiction  
of Incorporation)

001-37403  
(Commission  
File Number)

98-1782229  
(IRS Employer  
Identification Number)

290 Park Ave South, 14th Floor  
New York, New York  
(Address of Principal Executive Offices)

10010  
(Zip Code)

Registrant's Telephone Number, Including Area Code: (646) 930-0950

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 (see General Instruction A.2.):

- 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
Ordinary Shares, nominal value of €0.09 per share	FLUT	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 (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 7.01 Regulation FD Disclosure.**

On May 31, 2024, Flutter Entertainment plc (the “Company”) released, via the Regulatory News Service in London (the “RNS”), an announcement (the “RNS Announcement”) stating that its primary listing is on the New York Stock Exchange (the “NYSE”), effective May 31, 2024, which is furnished as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference. This follows the transfer of the Company’s listing category on the Official List of the United Kingdom Financial Conduct Authority from “Premium Listing (commercial company)” to “Standard Listing (shares)” as of 8:00 a.m. BST / 3:00 a.m. ET on May 31, 2024. The Company’s shares remain eligible for and continue to trade on the Main Market of the London Stock Exchange (the “LSE”) on the Standard Listing segment. The RNS Announcement was made in order to comply with disclosure requirements pursuant to the United Kingdom Financial Conduct Authority’s Disclosure Guidance and Transparency Rules.

On May 31, 2024, the Company also released, via the RNS, an additional announcement regarding a change of the Company’s Chief Financial Officer, which is furnished as Exhibit 99.2 to this Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">RNS Announcement regarding primary listing, dated May 31, 2024</a>
99.2	<a href="#">RNS Announcement regarding directorate/CFO change, dated May 31, 2024</a>
104	The cover page of this Current Report on Form 8-K, formatted in Inline XBRL.

**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.

**Flutter Entertainment plc**  
(Registrant)

Date: May 31, 2024

By: /s/ Edward Traynor

Name: Edward Traynor

Title: General Counsel and Company Secretary

New York, United States, May 31, 2024

### **Flutter's primary listing now on the New York Stock Exchange**

Flutter Entertainment plc ("Flutter" or the "Company") (NYSE: FLUT; LSE:FLTR) announced today that its primary listing is now on the New York Stock Exchange ("NYSE"). This follows the transfer of the Company's listing category on the Official List of the Financial Conduct Authority from "Premium Listing (commercial company)" to "Standard Listing (shares)" as of 08.00 a.m. BST / 03.00 a.m. ET today. The Company's shares remain eligible for and continue to trade on the Main Market of the London Stock Exchange ("LSE") on the Standard Listing segment.

Today's announcement follows the passing of the relevant resolution by shareholders at the Company's Annual General Meeting held on May 1, 2024.

### **Peter Jackson, CEO of Flutter Entertainment, said:**

*"Today marks an important milestone in the evolution of Flutter with the commencement of our primary listing on the New York Stock Exchange. This closely follows the recent move of our operational headquarters to New York, with both reflecting the increasing importance of the US sports betting and iGaming market to our business. We have a fantastic position in the US, with FanDuel the clear number one operator, and we look forward to this next step on our journey."*

### **Listing changes**

As previously announced, since February 2023, management has engaged widely with U.S. investors, existing and potential, along with existing shareholders globally. The feedback received has been very supportive of moving Flutter's primary listing to the United States. The first step in this process was achieved on January 29, 2024, with the additional listing of Flutter's ordinary shares on the NYSE. On May 1, 2024, shareholders passed the special resolution to transfer Flutter's listing category from a Premium Listing to a Standard Listing on the LSE, which has taken effect today. Hereafter, Flutter's primary listing will be on the NYSE.

### **About Flutter Entertainment plc**

Flutter is the world's leading online sports betting and iGaming operator, with leading positions in markets across the world, including the US. Our ambition is to leverage our significant scale and our challenger mindset to change our industry for the better. By Changing the Game, we believe we can deliver long-term growth while promoting a positive, sustainable future for all our stakeholders. We are well-placed to do so through the distinctive, global competitive advantages of the Flutter Edge, which gives our brands access to group-wide benefits to stay ahead of the competition, as well as our clear vision for sustainability through our Positive Impact Plan.

Flutter operates a diverse portfolio of leading online sports betting and iGaming brands including FanDuel, Sky Betting & Gaming, Sportsbet, PokerStars, Paddy Power, Sisal, Tombola, Betfair, MaxBet, Jungle Games and Adjarabet. We are the industry leader with \$11,790 million of revenue globally for fiscal 2023, up 25% YoY, and \$3,397 million of revenue globally for the quarter ended March 31, 2024.

### **Forward-looking statements**

This press release may include forward-looking statements. These forward looking statements can be identified by the use of forward looking terminology, including the terms "outlook," "believe(s)," "expect(s)," "potential," "continue(s)," "may," "will," "should," "could," "would," "seek(s)," "predict(s)," "intend(s)," "trends," "plan(s)," "estimate(s)," "anticipates," "projection," "goal," "target," "aspire," "will likely result" and other words and terms of similar meaning or the negative versions of such words or other comparable words of a future or forward-looking nature. These forward-looking statements include all matters that are not historical facts and include statements regarding Flutter's or its affiliates' intentions, beliefs or current expectations concerning, among other things, Flutter's or its affiliates' results of operations, financial condition, liquidity, prospects, growth, strategies and the industries in which they operate. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Readers are cautioned that forward-looking statements are not guarantees of future performance and that Flutter's or its affiliates' actual results of operations, financial condition and liquidity, and the development of the industries in which they operate may differ materially from those made in or suggested by the forward-looking statements

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contained in this press release. In addition, even if Flutter's or its affiliates' results of operations, financial condition and liquidity, and the development of the industries in which they operate are consistent with the forward-looking statements contained in this press release, those results or developments may not be indicative of results or developments in subsequent periods.

**Enquiries**

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Media Relations: [corporatecomms@flutter.com](mailto:corporatecomms@flutter.com)

New York, United States, May 31, 2024

**Flutter Entertainment plc (“Flutter” the “Group”)**

**Directorate Change - Group CFO Transition**

Flutter Entertainment plc, the leading global sports betting and gaming operator, announced today that Group CFO, Paul Edgecliffe-Johnson, will leave the Group and be succeeded by Rob Coldrake with immediate effect.

In anticipation of the Company’s US Primary Listing on 31st May 2024 and the consequent need for extensive executive management time to be spent in the United States, the Board has recently engaged in a discussion with Paul Edgecliffe-Johnson concerning his ability to meet that requirement in light of his family commitments in the U.K. Following this discussion, the Board has concluded that it is in the Company’s best interests for Paul Edgecliffe-Johnson to step down from his role as Group CFO and Executive Director.

Rob Coldrake is currently Chief Financial Officer of Flutter International, a role he has held since joining the Group in 2020. He previously spent 14 years in TUI Travel plc in a variety of financial roles, having started his career with PricewaterhouseCoopers.

Commenting on the appointment, CEO Peter Jackson said: “I am delighted that Rob will become our next Group CFO. During his four years at Flutter, he has shown himself to be a CFO of exceptional calibre and his skills and experience will help us to take advantage of the significant opportunities before us. I would like to thank Paul for his contribution to the Group, particularly in relation to achieving our US primary listing, and I wish him and his family well.”

John Bryant, Chair, commented: “The Board welcomes the appointment of Rob as Group CFO and is especially delighted we were able to develop such a high-quality executive within our own business. We look forward to working with him and the team into the future. I would also like to take the opportunity to wish Paul well and to thank him for his contribution to the Group.”

**Enquiries:**

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