

**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 5, 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 September 5, 2024, Flutter Entertainment plc (the “Company”) released, via the Regulatory News Service in London, an announcement (the “RNS Announcement”) regarding the submission to the Company of a notification on Standard Form TR-1 (Standard Form for Notification of Major Holdings), which is furnished as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference. 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.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	RNS Announcement dated September 5, 2024
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: September 5, 2024

By: /s/ Edward Traynor

Name: Edward Traynor

Title: General Counsel and Company Secretary

TR-1: Standard form for notification of major holdings

1. Issuer Details**ISIN**

IE00BWT6H894

Issuer Name

Flutter Entertainment Public Limited Company

UK or Non-UK Issuer

Non-UK

2. Reason for Notification

An acquisition or disposal of voting rights

3. Details of person subject to the notification obligation**Name**

Barclays PLC

City of registered office (if applicable)

London

Country of registered office (if applicable)

United Kingdom

4. Details of the shareholder

Name	City of registered office	Country of registered office
Barclays Capital Securities Limited	London	United Kingdom

5. Date on which the threshold was crossed or reached

02-Sep-2024

6. Date on which Issuer notified

04-Sep-2024

7. Total positions of person(s) subject to the notification obligation

	% of voting rights attached to shares (total of 8.A)	% of voting rights through financial instruments (total of 8.B 1 + 8.B 2)	Total of both in % (8.A + 8.B)	Total number of voting rights held in issuer
Resulting situation on the date on which threshold was crossed or reached	4.190000	2.330000	6.520000	11599711
Position of previous notification (if applicable)	5.160000	2.770000	7.930000	

Restricted - External

8. Notified details of the resulting situation on the date on which the threshold was crossed or reached**8A. Voting rights attached to shares**

<u>Class/Type of shares ISIN code (if possible)</u>	<u>Number of direct voting rights (DTR5.1)</u>	<u>Number of indirect voting rights (DTR5.2.1)</u>	<u>% of direct voting rights (DTR5.1)</u>	<u>% of indirect voting rights (DTR5.2.1)</u>
IE00BWT6H894		7454113		4.190000
Sub Total 8.A	7454113		4.190000%	

8B1. Financial Instruments according to (DTR5.3.1R.(1) (a))

<u>Type of financial instrument</u>	<u>Expiration date</u>	<u>Exercise/conversion period</u>	<u>Number of voting rights that may be acquired if the instrument is exercised/converted</u>	<u>% of voting rights</u>
Right to Recall	n/a	n/a	1002865	0.560000
Sub Total 8.B1			1002865	0.560000%

8B2. Financial Instruments with similar economic effect according to (DTR5.3.1R.(1) (b))

<u>Type of financial instrument</u>	<u>Expiration date</u>	<u>Exercise/conversion period</u>	<u>Physical or cash settlement</u>	<u>Number of voting rights</u>	<u>% of voting rights</u>
Portfolio Swap	12/11/2024 – 04/08/2031	n/a	Cash	3041699	1.710000
Equity Swap	03/09/2025	n/a	Cash	98000	0.060000
CFD	n/a	n/a	Cash	3034	0.000000
Sub Total 8.B2				3142733	1.770000%

9. Information in relation to the person subject to the notification obligation

2. Full chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held starting with the ultimate controlling natural person or legal entities (please add additional rows as necessary)

Restricted – External

Ultimate controlling person	Name of controlled undertaking	% of voting rights if it equals or is higher than the notifiable threshold	% of voting rights through financial instruments if it equals or is higher than the notifiable threshold	Total of both if it equals or is higher than the notifiable threshold
Barclays PLC	Barclays Bank PLC			
Barclays PLC	Barclays Capital Securities Limited	3.290000		5.230000%
Barclays PLC	Barclays Capital Inc.			

10. In case of proxy voting

Name of the proxy holder

The number and % of voting rights held

The date until which the voting rights will be held

11. Additional Information

Full chain of controlled undertaking:

Barclays PLC
Barclays Bank PLC (100%)

Barclays PLC
Barclays Bank PLC (100%)
Barclays Capital Securities Limited (100%)

Barclays PLC
Barclays Bank PLC (100%)
Barclays US Holdings Limited (100%)
Barclays US LLC (100%)
Barclays Group US Inc. (100%)
Barclays Capital Inc. (100%)

12. Date of Completion

04-Sep-2024

13. Place Of Completion

London

Restricted - External