

**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): January 28, 2026

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)

One Madison Avenue
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 January 28, 2026, Flutter Entertainment plc (the “Company”) released, via the Regulatory News Service in London, two announcements (the “RNS Announcements”) regarding the submission to the Company of notifications on Standard Form TR-1 (Standard Form for Notification of Major Holdings), which are furnished as Exhibit 99.1 and 99.2 to this Form 8-K and are incorporated herein by reference. The RNS Announcements were 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 January 28, 2026
99.2	RNS Announcement dated January 28, 2026
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: January 28, 2026

By: /s/ Fiona Gildea
Name: Fiona Gildea
Title: Deputy Company Secretary and Head of Governance

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 financial instruments

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

Bank of America Corporation

City of registered office (if applicable)**Country of registered office (if applicable)**

US

4. Details of the shareholder**Full name of shareholder(s) if different from the person(s) subject to the notification obligation, above****City of registered office (if applicable)****Country of registered office (if applicable)****5. Date on which the threshold was crossed or reached**

23-Jan-2026

6. Date on which Issuer notified

26-Jan-2026

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

	<u>% of voting rights attached to shares (total of 8.A)</u>	<u>% of voting rights through financial instruments (total of 8.B 1 + 8.B 2)</u>	<u>Total of both in % (8.A + 8.B)</u>	<u>Total number of voting rights held in issuer</u>
Resulting situation on the date on which threshold was crossed or reached	1.163244	11.721823	12.885067	22577738
Position of previous notification (if applicable)	0.645113	5.049954	5.695067	

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		2038284		1.163244
Sub Total 8.A	2038284		1.163244%	

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	38637	0.022050
Physical Swaps	10/02/2026	n/a	418000	0.238552
Physical Call Option	20/03/2026	n/a	27000	0.015409
Sub Total 8.B1			483637	0.276011%

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>
Swaps	15/10/2027	n/a	Cash	37912	0.021636
Swaps	15/04/2027	n/a	Cash	45028	0.025697
Swaps	18/12/2026	n/a	Cash	2655668	1.515584
Swaps	23/02/2026	n/a	Cash	1114778	0.636201

Swaps	05/05/2026	n/a	Cash	30380	0.017338
Swaps	06/01/2027	n/a	Cash	293278	0.167373
Swaps	20/03/2026	n/a	Cash	82535	0.047103
Swaps	25/11/2026	n/a	Cash	8747	0.004992
Swaps	25/03/2026	n/a	Cash	313	0.000179
Swaps	26/05/2026	n/a	Cash	4425	0.002525
Swaps	16/03/2026	n/a	Cash	510000	0.291056
Swaps	29/01/2026	n/a	Cash	509953	0.291029
Swaps	13/04/2026	n/a	Cash	23000	0.013126
Swaps	09/03/2026	n/a	Cash	6233041	3.557183
Swaps	10/03/2026	n/a	Cash	19000	0.010843
Swaps	12/03/2026	n/a	Cash	24000	0.013697
Swaps	19/03/2026	n/a	Cash	260000	0.148381
Swaps	22/06/2026	n/a	Cash	421886	0.240769
Swaps	18/09/2026	n/a	Cash	435026	0.248268
Swaps	15/01/2027	n/a	Cash	14700	0.008389
Swaps	07/04/2026	n/a	Cash	16000	0.009131
Swaps	19/10/2026	n/a	Cash	100000	0.057070
Swaps	04/01/2027	n/a	Cash	163406	0.093255
Swaps	01/11/2027	n/a	Cash	12708	0.007252
Swaps	30/11/2027	n/a	Cash	332321	0.189655
Swaps	15/02/2028	n/a	Cash	26353	0.015040
Swaps	15/05/2028	n/a	Cash	190	0.000108
Swaps	07/03/2029	n/a	Cash	308	0.000176
Swaps	01/03/2027	n/a	Cash	210544	0.120157

Swaps	20/11/2026	n/a	Cash	142014	0.081047
Swaps	30/03/2026	n/a	Cash	5436222	3.102440
Swaps	08/12/2026	n/a	Cash	38631	0.022047
Swaps	14/07/2026	n/a	Cash	45554	0.025998
Swaps	01/04/2027	n/a	Cash	28360	0.016185
Swaps	01/10/2026	n/a	Cash	240	0.000137
Swaps	31/12/2026	n/a	Cash	24076	0.013740
Swaps	15/06/2027	n/a	Cash	13860	0.007910
Swaps	21/01/2027	n/a	Cash	50000	0.028535
Swaps	29/05/2026	n/a	Cash	140	0.000080
Swaps	22/04/2026	n/a	Cash	84256	0.048085
Swaps	16/02/2026	n/a	Cash	12166	0.006943
Swaps	24/03/2026	n/a	Cash	106511	0.060786
Swaps	12/02/2027	n/a	Cash	63046	0.035980
Swaps	30/11/2026	n/a	Cash	135	0.000077
Swaps	15/05/2026	n/a	Cash	10281	0.005867
Swaps	14/09/2026	n/a	Cash	10785	0.006155
Swaps	30/01/2026	n/a	Cash	15405	0.008792
Swaps	04/06/2027	n/a	Cash	6313	0.003603
Swaps	06/05/2030	n/a	Cash	177	0.000101
Swaps	30/01/2029	n/a	Cash	104501	0.059638
Swaps	27/02/2029	n/a	Cash	19743	0.011267
Swaps	02/04/2029	n/a	Cash	14306	0.008164
Swaps	30/08/2029	n/a	Cash	2180	0.001244
Swaps	30/10/2029	n/a	Cash	8910	0.005085

Swaps	26/06/2028	n/a	Cash	33700	0.019233
Swaps	27/06/2028	n/a	Cash	22295	0.012724
Swaps	19/07/2028	n/a	Cash	52820	0.030144
Swaps	30/10/2028	n/a	Cash	14000	0.007990
Swaps	06/11/2028	n/a	Cash	45240	0.025818
Swaps	07/11/2028	n/a	Cash	14640	0.008355
Swaps	08/11/2028	n/a	Cash	7044	0.004020
Swaps	30/04/2026	n/a	Cash	12925	0.007376
Swaps	29/12/2026	n/a	Cash	62	0.000038
Swaps	01/02/2027	n/a	Cash	29446	0.016805
Swaps	07/05/2030	n/a	Cash	333	0.000190
Sub Total 8.B2				20055817	11.445812%

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)

<u>Ultimate controlling person</u>	<u>Name of controlled undertaking</u>	<u>% of voting rights if it equals or is higher than the notifiable threshold</u>	<u>% of voting rights through financial instruments if it equals or is higher than the notifiable threshold</u>	<u>Total of both if it equals or is higher than the notifiable threshold</u>
Bank of America Corporation	Bank Of America, National Association			
Bank of America Corporation	BofA Securities, Inc.			
Bank of America Corporation	Managed Account Advisors, LLC			

Bank of America Corporation	Merrill Lynch, Pierce, Fenner & Smith Inc.
Bank of America Corporation	U.S. Trust Co of Delaware
Bank of America Corporation	Merrill Lynch International
Bank of America Corporation	BofA Securities Europe SA

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

12. Date of Completion

26-Jan-2026

13. Place Of Completion

United Kingdom

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

Other

Comments

Legal Entity level crossing—See Section 9.

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

Bank of America Corporation

City of registered office (if applicable)**Country of registered office (if applicable)**

US

4. Details of the shareholder**Full name of shareholder(s) if different from the person(s) subject to the notification obligation, above****City of registered office (if applicable)****Country of registered office (if applicable)****5. Date on which the threshold was crossed or reached**

26-Jan-2026

6. Date on which Issuer notified

27-Jan-2026

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

	<u>% of voting rights attached to shares (total of 8.A)</u>	<u>% of voting rights through financial instruments (total of 8.B 1 + 8.B 2)</u>	<u>Total of both in % (8.A + 8.B)</u>	<u>Total number of voting rights held in issuer</u>
Resulting situation on the date on which threshold was crossed or reached	1.194393	12.056328	13.250721	23218452
Position of previous notification (if applicable)	1.163244	11.721823	12.885067	

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		2092864		1.194393
Sub Total 8.A	2092864		1.194393%	

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	24685	0.014088
Physical Swaps	10/02/2026	n/a	418000	0.238552
Physical Call Option	20/03/2026	n/a	27000	0.015409
Sub Total 8.B1			469685	0.268049%

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>
Swaps	15/10/2027	n/a	Cash	30918	0.017646
Swaps	15/04/2027	n/a	Cash	33528	0.019135
Swaps	18/12/2026	n/a	Cash	2655668	1.515584
Swaps	23/02/2026	n/a	Cash	1114778	0.636201
Swaps	05/05/2026	n/a	Cash	30380	0.017338
Swaps	06/01/2027	n/a	Cash	293278	0.167373
Swaps	20/03/2026	n/a	Cash	82535	0.047103
Swaps	25/11/2026	n/a	Cash	8747	0.004992
Swaps	25/03/2026	n/a	Cash	313	0.000179
Swaps	26/05/2026	n/a	Cash	4425	0.002525
Swaps	16/03/2026	n/a	Cash	510000	0.291056
Swaps	29/01/2026	n/a	Cash	509953	0.291029
Swaps	13/04/2026	n/a	Cash	23000	0.013126
Swaps	09/03/2026	n/a	Cash	6892963	3.933799
Swaps	10/03/2026	n/a	Cash	19000	0.010843
Swaps	12/03/2026	n/a	Cash	24000	0.013697
Swaps	19/03/2026	n/a	Cash	260000	0.148381
Swaps	22/06/2026	n/a	Cash	421886	0.240769
Swaps	18/09/2026	n/a	Cash	435026	0.248268
Swaps	15/01/2027	n/a	Cash	14700	0.008389
Swaps	07/04/2026	n/a	Cash	16000	0.009131
Swaps	19/10/2026	n/a	Cash	100000	0.057070
Swaps	04/01/2027	n/a	Cash	163406	0.093255
Swaps	01/11/2027	n/a	Cash	12550	0.007162
Swaps	30/11/2027	n/a	Cash	332321	0.189655
Swaps	15/02/2028	n/a	Cash	27058	0.015442
Swaps	15/05/2028	n/a	Cash	190	0.000108

Swaps	07/03/2029	n/a	Cash	308	0.000176
Swaps	01/03/2027	n/a	Cash	174478	0.099574
Swaps	20/11/2026	n/a	Cash	142014	0.081047
Swaps	30/03/2026	n/a	Cash	5436222	3.102440
Swaps	08/12/2026	n/a	Cash	38631	0.022047
Swaps	14/07/2026	n/a	Cash	45554	0.025998
Swaps	01/04/2027	n/a	Cash	28360	0.016185
Swaps	01/10/2026	n/a	Cash	240	0.000137
Swaps	31/12/2026	n/a	Cash	20834	0.011890
Swaps	15/06/2027	n/a	Cash	13860	0.007910
Swaps	21/01/2027	n/a	Cash	50000	0.028535
Swaps	29/05/2026	n/a	Cash	140	0.000080
Swaps	22/04/2026	n/a	Cash	84256	0.048085
Swaps	16/02/2026	n/a	Cash	12166	0.006943
Swaps	24/03/2026	n/a	Cash	106511	0.060786
Swaps	12/02/2027	n/a	Cash	63046	0.035980
Swaps	30/11/2026	n/a	Cash	135	0.000077
Swaps	15/05/2026	n/a	Cash	10281	0.005867
Swaps	14/09/2026	n/a	Cash	10324	0.005892
Swaps	30/01/2026	n/a	Cash	15407	0.008793
Swaps	04/06/2027	n/a	Cash	6313	0.003603
Swaps	06/05/2030	n/a	Cash	177	0.000101
Swaps	30/01/2029	n/a	Cash	104501	0.059638
Swaps	27/02/2029	n/a	Cash	19743	0.011267
Swaps	02/04/2029	n/a	Cash	14306	0.008164

Swaps	30/08/2029	n/a	Cash	2180	0.001244
Swaps	30/10/2029	n/a	Cash	8910	0.005085
Swaps	26/06/2028	n/a	Cash	33700	0.019233
Swaps	27/06/2028	n/a	Cash	22295	0.012724
Swaps	19/07/2028	n/a	Cash	52820	0.030144
Swaps	30/10/2028	n/a	Cash	14000	0.007990
Swaps	06/11/2028	n/a	Cash	45240	0.025818
Swaps	07/11/2028	n/a	Cash	14640	0.008355
Swaps	08/11/2028	n/a	Cash	7044	0.004020
Swaps	30/04/2026	n/a	Cash	10871	0.006204
Swaps	29/12/2026	n/a	Cash	62	0.000035
Swaps	01/02/2027	n/a	Cash	29446	0.016805
Swaps	07/05/2030	n/a	Cash	265	0.000151
Sub Total 8.B2				20655903	11.788279%

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)

<u>Ultimate controlling person</u>	<u>Name of controlled undertaking</u>	<u>% of voting rights if it equals or is higher than the notifiable threshold</u>	<u>% of voting rights through financial instruments if it equals or is higher than the notifiable threshold</u>	<u>Total of both if it equals or is higher than the notifiable threshold</u>
Bank of America Corporation	Bank of America, National Association			
Bank of America Corporation	BofA Securities, Inc.			
Bank of America Corporation	Managed Account Advisors, LLC			
Bank of America Corporation	Merrill Lynch, Pierce, Fenner & Smith Inc.			
Bank of America Corporation	U.S. Trust Co of Delaware			
Bank of America Corporation	Merrill Lynch International		5.205968	5.336641%
Bank of America Corporation	BofA Securities Europe SA			

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

12. Date of Completion

27-Jan-2026

13. Place Of Completion

United Kingdom