

**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): April 10, 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)

**Belfield Office Park, Beech Hill Road  
Clonskeagh, Dublin 4  
Ireland**  
(Address of Principal Executive Offices)

**D04 V972**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: +353 (87) 223 2455**

**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
<b>Ordinary Shares, nominal value of €0.09 per share</b>	<b>FLUT</b>	<b>New York Stock Exchange</b>

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.

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**Item 7.01 Regulation FD Disclosure.**

On April 10, 2024, 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 Exhibits 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	<a href="#">RNS Announcement dated April 10, 2024</a>
99.2	<a href="#">RNS Announcement dated April 10, 2024</a>

**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: April 10, 2024

By: /s/ Edward Traynor

Name: Edward Traynor

Title: General Counsel and Company Secretary

## Standard Form TR-1

## Standard form for notification of major holdings

NOTIFICATION OF MAJOR HOLDINGS (to be sent to the relevant issuer and to the Central Bank of Ireland)<sup>i</sup>**1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached<sup>ii</sup>:**

FLUTTER ENTERTAINMENT PLC

**2. Reason for the notification** (please tick the appropriate box or boxes):

- An acquisition or disposal of voting rights
- An acquisition or disposal of financial instruments
- An event changing the breakdown of voting rights
- Other (please specify)<sup>iii</sup>:

**3. Details of person subject to the notification obligation<sup>iv</sup> :**

Name:  
Bank of America Corporation

City and country of registered office (if applicable):  
Wilmington, DE, United States

**4. Full name of shareholder(s)** (if different from 3.)<sup>v</sup>:**5. Date on which the threshold was crossed or reached<sup>vi</sup>:** 04/04/24**6. Date on which issuer notified:** 08/04/24**7. Threshold(s) that is/are crossed or reached:** 3%**8. Total positions of person(s) subject to the notification obligation:**

	% of voting rights attached to shares (total of 9.A)	% of voting rights through financial instruments (total of 9.B.1 + 9.B.2)	Total of both in % (9.A + 9.B)	Total number of voting rights of issuer <sup>vii</sup>
Resulting situation on the date on which threshold was crossed or reached	0.067%	2.951%	3.017%	177,445,195
Position of previous notification (if applicable)	N/A	N/A	N/A	

9. Notified details of the resulting situation on the date on which the threshold was crossed or reached<sup>viii</sup>:

A: Voting rights attached to shares

Class/type of shares ISIN code (if possible)	Number of voting rights <sup>ix</sup>		% of voting rights	
	Direct	Indirect	Direct	Indirect
IE00BWT6H894		103,983		0.059%
US3440441026		14,234		0.008%
<b>SUBTOTAL A</b>		<b>118,217</b>		<b>0.067%</b>

B 1: Financial Instruments according to Regulation 17(1)(a) of the Regulations

Type of financial instrument	Expiration date <sup>x</sup>	Exercise/ Conversion Period <sup>xi</sup>	Number of voting rights that may be acquired if the instrument is exercised/converted.	% of voting rights
Physical Swap		N/A	1,132,077	0.638%
		<b>SUBTOTAL B.1</b>	<b>1,132,077</b>	<b>0.638%</b>

B 2: Financial Instruments with similar economic effect according to Regulation 17(1)(b) of the Regulations

Type of financial instrument	Expiration date <sup>x</sup>	Exercise/ Conversion Period <sup>xi</sup>	Physical or cash settlement <sup>xii</sup>	Number of voting rights	% of voting rights
Swaps	18/04/2024	N/A	Cash	415,853	0.234%
Swaps	19/04/2024	N/A	Cash	49,147	0.028%
Swaps	25/04/2024	N/A	Cash	417,999	0.236%
Swaps	20/05/2024	N/A	Cash	235,000	0.132%
Swaps	04/06/2024	N/A	Cash	243,112	0.137%
Swaps	24/06/2024	N/A	Cash	440,000	0.248%
Swaps	25/07/2024	N/A	Cash	402,091	0.227%
Swaps	26/07/2024	N/A	Cash	387,396	0.218%
Swaps	30/08/2024	N/A	Cash	163,791	0.092%
Swaps	23/10/2024	N/A	Cash	295,449	0.167%
Swaps	04/11/2024	N/A	Cash	303,351	0.171%
Swaps	19/11/2024	N/A	Cash	204,279	0.115%
Swaps	04/07/2025	N/A	Cash	267,881	0.151%
Swaps	26/05/2026	N/A	Cash	24,428	0.014%
Swaps	15/09/2028	N/A	Cash	13,958	0.008%
Swaps	31/01/2029	N/A	Cash	180,000	0.101%
Swaps	28/02/2029	N/A	Cash	60,000	0.034%
		<b>SUBTOTAL B.2</b>		<b>4,103,735</b>	<b>2.313%</b>

**10. Information in relation to the person subject to the notification obligation** (please tick the applicable box):

**Person subject to the notification obligation is not controlled by any natural person or legal entity and does not control any other undertaking(s) holding directly or indirectly an interest in the (underlying) issuer.**<sup>xiii</sup>

**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 entity**<sup>xiv</sup>:

<u>Name</u> <sup>v</sup>	<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	N/A	N/A	N/A
NB Holdings Corporation	N/A	N/A	N/A
BAC North America Holding Company	N/A	N/A	N/A
Bank of America, National Association	N/A	N/A	N/A
Bank of America Corporation	N/A	N/A	N/A
NB Holdings Corporation	N/A	N/A	N/A
BAC North America Holding Company	N/A	N/A	N/A
Merrill Lynch Pierce, Fenner & Smith Incorporated	N/A	N/A	N/A
Bank of America Corporation	N/A	N/A	N/A
NB Holdings Corporation	N/A	N/A	N/A
BofA Securities, Inc	N/A	N/A	N/A
Bank of America Corporation	N/A	N/A	N/A
NB Holdings Corporation	N/A	N/A	N/A
BAC North America Holding Company	N/A	N/A	N/A
Merrill Lynch, Pierce, Fenner & Smith Incorporated	N/A	N/A	N/A
Managed Account Advisors LLC	N/A	N/A	N/A
Bank of America Corporation	N/A	N/A	N/A
NB Holdings Corporation	N/A	N/A	N/A

BAC North America Holding Company	N/A	N/A	N/A
Bank of America, National Association	N/A	N/A	N/A
U.S. Trust Company of Delaware	N/A	N/A	N/A
Bank of America Corporation	N/A	N/A	N/A
NB Holdings Corporation	N/A	N/A	N/A
Merrill Lynch International, LLC	N/A	N/A	N/A
Merrill Lynch B.V.	N/A	N/A	N/A

**11. In case of proxy voting: [name of the proxy holder] will cease to hold [% and number] voting rights as of [date]**

**12. Additional information<sup>xvi</sup>:**

Done at United Kingdom on 8th April 2024.

## Standard Form TR-1

## Standard form for notification of major holdings

NOTIFICATION OF MAJOR HOLDINGS (to be sent to the relevant issuer and to the Central Bank of Ireland)<sup>i</sup>**1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached<sup>ii</sup>:**

FLUTTER ENTERTAINMENT PLC

**2. Reason for the notification** (please tick the appropriate box or boxes):

- An acquisition or disposal of voting rights
- An acquisition or disposal of financial instruments
- An event changing the breakdown of voting rights
- Other (please specify)<sup>iii</sup>:

**3. Details of person subject to the notification obligation<sup>iv</sup> :**

Name:  
Bank of America Corporation

City and country of registered office (if applicable):  
Wilmington, DE, United States

**4. Full name of shareholder(s)** (if different from 3.)<sup>v</sup>:**5. Date on which the threshold was crossed or reached<sup>vi</sup>:** 05/04/2024**6. Date on which issuer notified:** 09/04/2024**7. Threshold(s) that is/are crossed or reached:** 3%**8. Total positions of person(s) subject to the notification obligation:**

	% of voting rights attached to shares (total of 9.A)	% of voting rights through financial instruments (total of 9.B.1 + 9.B.2)	Total of both in % (9.A + 9.B)	Total number of voting rights of issuer <sup>vii</sup>
Resulting situation on the date on which threshold was crossed or reached	0.068%	2.742%	2.810%	177,445,195
Position of previous notification (if applicable)	0.067%	2.951%	3.017%	



9. Notified details of the resulting situation on the date on which the threshold was crossed or reached<sup>viii</sup>:

A: Voting rights attached to shares

Class/type of shares ISIN code (if possible)	Number of voting rights <sup>ix</sup>		% of voting rights	
	Direct	Indirect	Direct	Indirect
IE00BWT6H894		105,494		0.059%
US3440441026		14,309		0.008%
<b>SUBTOTAL A</b>		<b>119,803</b>		<b>0.068%</b>

B 1: Financial Instruments according to Regulation 17(1)(a) of the Regulations

Type of financial instrument	Expiration date <sup>x</sup>	Exercise/ Conversion Period <sup>xi</sup>	Number of voting rights that may be acquired if the instrument is exercised/converted.	% of voting rights
Physical Swap	03/06/2024	N/A	152,495	0.086%
Physical Swap	14/06/2024	N/A	144,050	0.081%
Physical Swap	26/09/2024	N/A	530,532	0.299%
Physical Swap	24/04/2024	N/A	270,000	0.152%
Physical Swap	20/05/2024	N/A	35,000	0.020%
		<b>SUBTOTAL B.1</b>	<b>1,132,077</b>	<b>0.638%</b>

**B 2: Financial Instruments with similar economic effect according to Regulation 17(1)(b) of the Regulations**

<u>Type of financial instrument</u>	<u>Expiration date<sup>x</sup></u>	<u>Exercise/ Conversion Period<sup>xi</sup></u>	<u>Physical or cash settlement<sup>xii</sup></u>	<u>Number of voting rights</u>	<u>% of voting rights</u>
Swaps	18/04/2024	N/A	Cash	415,853	0.234%
Swaps	19/04/2024	N/A	Cash	49,147	0.028%
Swaps	25/04/2024	N/A	Cash	417,999	0.236%
Swaps	20/05/2024	N/A	Cash	235,000	0.132%
Swaps	04/06/2024	N/A	Cash	243,112	0.137%
Swaps	24/06/2024	N/A	Cash	440,000	0.248%
Swaps	25/07/2024	N/A	Cash	402,091	0.227%
Swaps	26/07/2024	N/A	Cash	16,919	0.010%
Swaps	31/07/2024	N/A	Cash	831	0.000%
Swaps	30/08/2024	N/A	Cash	163,791	0.092%
Swaps	23/10/2024	N/A	Cash	295,449	0.167%
Swaps	04/11/2024	N/A	Cash	303,351	0.171%
Swaps	19/11/2024	N/A	Cash	204,279	0.115%
Swaps	04/07/2025	N/A	Cash	267,881	0.151%
Swaps	26/05/2026	N/A	Cash	24,428	0.014%
Swaps	15/09/2028	N/A	Cash	13,958	0.008%
Swaps	31/01/2029	N/A	Cash	180,000	0.101%
Swaps	28/02/2029	N/A	Cash	60,000	0.034%
			<b>SUBTOTAL B.2</b>	<b>3,734,089</b>	<b>2.104%</b>

**10. Information in relation to the person subject to the notification obligation** (please tick the applicable box):

Person subject to the notification obligation is not controlled by any natural person or legal entity and does not control any other undertaking(s) holding directly or indirectly an interest in the (underlying) issuer.<sup>xiii</sup>

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 entity<sup>xiv</sup>:

<u>Name<sup>v</sup></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	N/A	N/A	N/A
NB Holdings Corporation	N/A	N/A	N/A
BAC North America Holding Company	N/A	N/A	N/A
Bank of America, National Association	N/A	N/A	N/A
Bank of America Corporation	N/A	N/A	N/A
NB Holdings Corporation	N/A	N/A	N/A
BAC North America Holding Company	N/A	N/A	N/A
Merrill Lynch Pierce, Fenner & Smith Incorporated	N/A	N/A	N/A
Bank of America Corporation	N/A	N/A	N/A
NB Holdings Corporation	N/A	N/A	N/A
BofA Securities, Inc	N/A	N/A	N/A
Bank of America Corporation	N/A	N/A	N/A
NB Holdings Corporation	N/A	N/A	N/A
BAC North America Holding Company	N/A	N/A	N/A

Merrill Lynch, Pierce, Fenner & Smith Incorporated	N/A	N/A	N/A
Managed Account Advisors LLC	N/A	N/A	N/A
Bank of America Corporation	N/A	N/A	N/A
NB Holdings Corporation	N/A	N/A	N/A
BAC North America Holding Company	N/A	N/A	N/A
Bank of America, National Association	N/A	N/A	N/A
U.S. Trust Company of Delaware	N/A	N/A	N/A

**11. In case of proxy voting: [name of the proxy holder] will cease to hold [% and number] voting rights as of [date]**

**12. Additional information<sup>xvi</sup>:**

Done at United Kingdom on 9<sup>th</sup> April 2024.