

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 4, 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 |
|---|-------------------|---|
| 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 April 4, 2024, Flutter Entertainment plc (the “Company”) released, via the Regulatory News Service in London, an announcement (the “RNS Announcement”) regarding the grant of equity awards to Peter Jackson, the Company’s Chief Executive Officer, and Paul Edgecliffe-Johnson, the Company’s Chief Financial Officer, 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 April 4, 2024 |

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 4, 2024

By: /s/ Edward Traynor

Name: Edward Traynor

Title: General Counsel and Company Secretary

Flutter Entertainment plc (the “Company”)

Director/PDMR Shareholding

Notification and public disclosure of transactions by persons discharging managerial responsibilities and persons closely associated with them

1 Details of the person discharging managerial responsibilities/person closely associated

a) Name Peter Jackson

2 Reason for the notification

a) Position/status Chief Executive Officer

b) Initial notification /Amendment Initial Notification

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name Flutter Entertainment plc

b) LEI 635400EG4YIJLJMZJ782

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

a) Description of the financial instrument, type of instrument Flutter Entertainment plc ordinary shares of EUR0.09 each
Identification code IE00BWT6H894

b) Nature of the transaction Grant of nil cost options under the Flutter Entertainment plc 2015 Deferred Share Incentive Plan (“DSIP”)

| c) Price(s) and volume(s) | Price(s) | Volume(s) |
|---------------------------|-----------------|-----------------------|
| | £0.00 | 9,705 ordinary Shares |

d) Aggregated information 9,705 ordinary shares
 • Aggregated volume £0.00
 • Price

e) Date of the transaction 2024-04-02

f) Place of the transaction Outside a trading venue.

g) Additional information This award will vest equally in two tranches on 2 April 2027 and 2 April 2028.
 Vested DSIP awards normally remain exercisable until 10 years from grant

1 Details of the person discharging managerial responsibilities/person closely associated

a) Name Paul Edgecliffe-Johnson

2 Reason for the notification

a) Position/status Chief Financial Officer

b) Initial notification /Amendment Initial Notification

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name Flutter Entertainment plc

b) LEI 635400EG4YIJLJMZJ782

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

a) Description of the financial instrument, type of instrument
Flutter Entertainment plc ordinary shares of EUR0.09 each
IE00BWT6H894
Identification code

b) Nature of the transaction

- i) Grant of conditional share award under the Flutter Entertainment plc 2015 Deferred Share Incentive Plan (“DSIP”)
- ii) Grant of conditional share award under the Flutter Entertainment plc 2016 Restricted Share Plan (“RSP”)

c) Price(s) and volume(s)

| | Price(s) | Volume(s) |
|--|-----------------|-----------------------|
| | £0.00 | 4,383 ordinary shares |
| | £0.00 | 627 ordinary shares |

d) Aggregated information

- Aggregated volume 5,010 ordinary shares
- Price £0.00

e) Date of the transaction 2024-04-02

f) Place of the transaction Outside a trading venue

g) Additional information

- i) This award will vest equally in two tranches on 2 April 2027 and 2 April 2028.
- ii) This award will vest in full on 10 March 2027.

Vested DSIP and RSP awards normally remain exercisable until 10 years from grant.