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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Form 6-K**

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**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of June 2018

Commission File Number: 001-37403

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**THE STARS GROUP INC.**

(Translation of registrant's name into English)

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200 Bay Street  
South Tower, Suite 3205  
Toronto, Ontario, Canada  
M5J 2J3  
(Address of principal executive offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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On June 29, 2018, The Stars Group Inc. (the "Company") filed a Material Change Report on SEDAR at [www.sedar.com](http://www.sedar.com) with respect to the closing of the Company's previously announced underwritten public offering of common shares. A copy of the report is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

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**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, thereunto duly authorized.

**The Stars Group Inc.**

Date: June 29, 2018

By: /s/ Brian Kyle

Name: Brian Kyle

Title: Chief Financial Officer

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## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Material Change Report, dated June 29, 2018

**MATERIAL CHANGE REPORT  
FORM 51-102F3**

**1. Name and Address of Company**

The Stars Group Inc. (“**The Stars Group**”, or the “**Company**”)  
200 Bay Street  
South Tower, Suite 3205  
Toronto, Ontario, Canada  
M5J 2J3

**2. Date of Material Change**

June 21, 2018.

**3. News Release**

News releases relating to the material change were issued and disseminated on June 21, 2018 and June 26, 2018 through CNW Group and subsequently filed under the Company’s profile on the System for Electronic Document Analysis and Retrieval (SEDAR).

**4. Summary of Material Change**

On June 21, 2018, the Company announced the pricing of an underwritten public offering of common shares at a price of US\$38.00 per common share (the “**Offering**”). On June 26, 2018, the Company announced the closing of the Offering. A total of 17,000,000 common shares were sold by the Company and 8,000,000 common shares were sold by certain shareholders of the Company (the “**Selling Shareholders**”). The net proceeds to the Company, after underwriting discounts and commissions, but before estimated expenses of the Offering payable by the Company, were approximately US\$622 million.

The Company and the Selling Shareholders have granted the underwriters for the Offering an over-allotment option to purchase up to 1,875,000 and 1,875,000 additional common shares, respectively. The over-allotment option is exercisable for a period of 30 days from June 21, 2018, the date of the pricing of the Offering.

The Stars Group intends to use the net proceeds from the treasury offering, together with debt financing and cash on hand to fund the previously announced acquisition of Sky Betting & Gaming (the “**Acquisition**”). If for any reason the Acquisition does not close, the Company intends to use the net proceeds from the Offering for general corporate purposes.

**5. Full Description of Material Change**

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On June 21, 2018, the Company announced the pricing of the Offering at US\$38.00 per common share. On June 26, 2018, the Company announced the closing of the Offering. A total of 17,000,000 common shares were sold by the Company and 8,000,000 common shares were sold by the Selling Shareholders. The net proceeds to the Company, after underwriting discounts and commissions, but before estimated expenses of the Offering payable by the Company, were approximately US\$622 million.

The Company and the Selling Shareholders have granted the underwriters for the Offering an over-allotment option to purchase up to 1,875,000 and 1,875,000 additional common shares, respectively. The over-allotment option is exercisable for a period of 30 days from June 21, 2018, the date of the pricing of the Offering.

The Stars Group intends to use the net proceeds from the treasury offering, together with debt financing and cash on hand to fund the Acquisition. If for any reason the Acquisition does not

close, the Company intends to use the net proceeds from the Offering for general corporate purposes.

Morgan Stanley, J.P. Morgan and Deutsche Bank Securities acted as the joint book-running managers and representatives of the underwriters for the Offering. The additional joint book-running managers for the Offering were Goldman Sachs & Co. LLC, Barclays, BMO Capital Markets and Macquarie Capital (USA) Inc. The co-managers for the Offering were Blackstone Capital Markets, Cormark Securities (USA) Limited, Canaccord Genuity Corp., Union Gaming Securities, LLC and Investec Bank plc.

PJT Partners LP acted as strategic capital markets advisor to the Company in connection with the Offering.

The common shares were offered in each of the provinces and territories of Canada by way of a prospectus supplement dated June 21, 2018 (the “**Prospectus Supplement**”) to the Company’s short form base shelf prospectus dated January 16, 2018. The common shares were also offered in the United States pursuant to a prospectus supplement to the Company’s registration statement on Form F-10 (the “**Registration Statement**”) filed with the U.S. Securities and Exchange Commission under the U.S./Canada Multijurisdictional Disclosure System. A copy of the Prospectus Supplement and related short form base shelf prospectus, containing important detailed information about the Offering, may be found on SEDAR at [www.sedar.com](http://www.sedar.com) and on EDGAR at [www.sec.gov](http://www.sec.gov), and a copy of the Registration Statement can be found on EDGAR at [www.sec.gov](http://www.sec.gov).

**6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**7. Omitted Information**

Not applicable.

**8. Executive Officer**

For further information please contact:

David Gruberg  
Vice President, Legal Affairs  
1-786-475-9754

**9. Date of Report**

June 29, 2018.