

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 29, 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)

Not Applicable
(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.

Explanatory Note

Flutter Entertainment plc (the “Company”), a public limited company incorporated under the laws of Ireland, qualifies as a foreign private issuer in the United States for purposes of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The Company voluntarily has chosen to file annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K with the United States Securities and Exchange Commission (“SEC”) instead of filing on the reporting forms available to foreign private issuers.

Item 7.01 Regulation FD Disclosure.

On January 29, 2024, the Company released an announcement in connection with the Company’s listing on the New York Stock Exchange, which is furnished as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Announcement dated January 29, 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: January 29, 2024

By: /s/ Pádraig Ó Ríordáin

Name: Pádraig Ó Ríordáin

Title: Chief Legal Officer



29 January 2024

Flutter Entertainment plc (“Flutter” or the “Company”)**Flutter commences trading on the NYSE. Proposed transition of primary listing to US****Trading to commence on NYSE**

Flutter is pleased to announce today, 29 January 2024, the listing of the Company’s ordinary shares on the New York Stock Exchange (“NYSE”), with trading to commence at 09.30 ET.

Flutter also confirms that the cancellation of the secondary listing of the Company’s ordinary shares on Euronext Dublin took effect at 08.00 GMT today. Flutter retains its premium listing on the London Stock Exchange (“LSE”) and its ordinary shares continue to trade on the Main Market of the LSE (ISIN: IE00BWT6H894).

Flutter’s shares will trade on the NYSE under the ticker symbol: “FLUT” (CUSIP No.: G3643J 108) and will trade on the LSE under its existing ticker symbol: “FLTR”.

Proposal to move primary listing to the NYSE

As outlined in February 2023, the Board believes listing on the NYSE will unlock long-term strategic and capital market benefits by:

- Enhancing the Group’s profile in the US
- Better enabling the recruitment and retention of US talent
- Giving the Group access to much deeper capital markets, and to new US domestic investors
- Providing greater overall liquidity in Flutter shares
- **Giving optionality to pursue a primary listing in the US - one of the criteria for access to important US indices.**

Since February 2023, management has engaged widely with US investors, existing and potential, along with existing shareholders globally. The feedback received has been very supportive of moving Flutter’s primary listing to the US.

As a result, the Board believes that the NYSE is now the optimal location for Flutter’s primary listing of its shares, and that the transition should be made as soon as practicable. This proposal will be put to shareholders as a Special Resolution at the 2024 AGM on 1 May 2024. Subject to shareholder approval, the transition is expected to become effective in late Q2/early Q3.

Following transition, the Board intends to retain Flutter’s UK listing as a secondary listing and believes this will ensure the greatest number of investors will be able to continue to hold Flutter shares and benefit from future value creation. Further details will be communicated in due course ahead of the AGM.

Peter Jackson, Chief Executive, commented:

“With our NYSE listing effective today, this is a pivotal moment for the Group as we make Flutter more accessible to US based investors and gain access to deeper capital markets. We believe a US primary listing is the natural home for Flutter given Fanduel’s #1 position in the US, a market which we expect to contribute the largest proportion of profits in the near future.”

Enquiries

Company Secretary: Cosec@flutter.com

Investor Relations: Investor.relations@flutter.com

Press: Corporatemedi@flutter.com