

**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): October 29, 2025**

**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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
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.

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**Item 7.01 Regulation FD Disclosure.**

On October 29, 2025, Flutter Entertainment plc (the “Company”) released, via the Regulatory News Service in London, an announcement (the “RNS Announcement”) regarding the submission to the Company of a notification on Standard Form TR-1 (Standard Form for Notification of Major Holdings), 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	<a href="#">RNS Announcement dated October 29, 2025</a>
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: October 29, 2025

By: /s/ Edward Traynor  
Name: Edward Traynor  
Title: Group Company Secretary

## 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 voting rights; An acquisition or disposal of financial instruments

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

Candle Lake Limited

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

Camana Bay, George Town

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

Cayman Islands

**4. Details of the shareholder**

<u>Name</u>	<u>City of registered office</u>	<u>Country of registered office</u>
LBS Limited	George Town, Grand Cayman	Cayman Islands

**5. Date on which the threshold was crossed or reached**

23-Oct-2025

**6. Date on which Issuer notified**

28-Oct-2025

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	9.767155	0.292961	10.060116	17689726
Position of previous notification (if applicable)	5.066098	0.000000	5.066098	

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	17174582	0	9.767155	0.000000
Sub Total 8.A	17174582		9.767155%	

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>
Sub Total 8.B1				

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>
Total Return Swap	October 23, 2026		Cash	515144	0.292961
Sub Total 8.B2				515144	0.292961%

**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>
Kenneth Bryan Dart		0.000000	0.000000	0.000000%
Kenneth Bryan Dart	Candle Lake Limited	9.767155	0.000000	9.767155%
Kenneth Bryan Dart		0.000000	0.000000	0.000000%
Kenneth Bryan Dart	Portfolio Services Ltd	0.000000	0.000000	0.000000%
Kenneth Bryan Dart	LBS Limited	0.000000	0.000000	0.000000%

**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**

Candle Lake Limited is directly owned by Kenneth B. Dart. LBS Limited is wholly owned by Portfolio Services Ltd., all the shares of Portfolio Services Ltd are owned by Kenneth B. Dart.

**12. Date of Completion**

28-Oct-2025

**13. Place Of Completion**

Grand Cayman, Cayman Islands