

**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 5, 2026**

**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:

| Title of each class                               | Trading<br>Symbol(s) | Name of each exchange<br>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. ☐

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**Item 7.01 Regulation FD Disclosure.**

On January 5, 2026, 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

| <b><u>Exhibit<br/>No.</u></b> | <b><u>Description</u></b>                                                   |
|-------------------------------|-----------------------------------------------------------------------------|
| 99.1                          | <a href="#">RNS Announcement dated January 5, 2026</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: January 5, 2026

By: /s/ Fiona Gildea  
Name: Fiona Gildea  
Title: Deputy Company Secretary and Head of Governance

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 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

| Name                  | City of registered office | Country of registered office |
|-----------------------|---------------------------|------------------------------|
| Lake Michigan Limited | George Town, Grand Cayman | Cayman Islands               |
| LBS Limited           | George Town, Grand Cayman | Cayman Islands               |

5. Date on which the threshold was crossed or reached

29-Dec-2025

6. Date on which Issuer notified

02-Jan-2026

## 7. Total positions of person(s) subject to the notification obligation

|                                                                           | % of voting rights attached to shares (total of 8.A) | % of voting rights through financial instruments (total of 8.B 1 + 8.B 2) | Total of both in % (8.A + 8.B) | Total number of voting rights held in issuer |
|---------------------------------------------------------------------------|------------------------------------------------------|---------------------------------------------------------------------------|--------------------------------|----------------------------------------------|
| Resulting situation on the date on which threshold was crossed or reached | 9.493999                                             | 5.539971                                                                  | 15.033970                      | 26336677                                     |
| Position of previous notification (if applicable)                         | 9.767155                                             | 0.292961                                                                  | 10.060116                      |                                              |

## 8. Notified details of the resulting situation on the date on which the threshold was crossed or reached

### 8A. Voting rights attached to shares

| Class/Type of shares ISIN code(if possible) | Number of direct voting rights (DTR5.1) | Number of indirect voting rights (DTR5.2.1) | % of direct voting rights (DTR5.1) | % of indirect voting rights (DTR5.2.1) |
|---------------------------------------------|-----------------------------------------|---------------------------------------------|------------------------------------|----------------------------------------|
| IE00BWT6H894                                | 16631694                                | 0                                           | 9.493999                           | 0.000000                               |
| Sub Total 8.A                               | 16631694                                |                                             | 9.493999%                          |                                        |

### 8B1. Financial Instruments according to (DTR5.3.1R.(1) (a))

| Type of financial instrument | Expiration date | Exercise/conversion period | Number of voting rights that may be acquired if the instrument is exercised/converted | % of voting rights |
|------------------------------|-----------------|----------------------------|---------------------------------------------------------------------------------------|--------------------|
| Sub Total 8.B1               |                 |                            |                                                                                       |                    |

### 8B2. Financial Instruments with similar economic effect according to (DTR5.3.1R.(1) (b))

| Type of financial instrument | Expiration date  | Exercise/conversion period | Physical or cash settlement | Number of voting rights | % of voting rights |
|------------------------------|------------------|----------------------------|-----------------------------|-------------------------|--------------------|
| Total Return Swap            | October 17, 2026 |                            | Cash                        | 7801310                 | 4.453283           |
| Total Return Swap            | March 9, 2026    |                            | Cash                        | 1903673                 | 1.086688           |
| Sub Total 8.B2               |                  |                            |                             | 9704983                 | 5.539971%          |

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)

| Ultimate controlling person | Name of controlled undertaking | % of voting rights if it equals or is higher than the notifiable threshold | % of voting rights through financial instruments if it equals or is higher than the notifiable threshold | Total of both if it equals or is higher than the notifiable threshold |
|-----------------------------|--------------------------------|----------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------|
| Kenneth Bryan Dart          |                                | 0.000000                                                                   | 0.000000                                                                                                 | 0.000000%                                                             |
| Kenneth Bryan Dart          | Candle Lake Limited            | 9.493999                                                                   | 0.000000                                                                                                 | 9.493999%                                                             |
| 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%                                                             |
| Kenneth Bryan Dart          | Lake Michigan 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 and Lake Michigan Limited is wholly owned by Portfolio Services Ltd., all the shares of Portfolio Services Ltd. are owned by Kenneth B. Dart. The increased exposure to the underlying shares is due to cash-settled equity swap agreements entered into by LBS Limited and Lake Michigan Limited, which are companies directly wholly owned by Portfolio Services Ltd., which is a company wholly owned by Kenneth Dart.

**12. Date of Completion**

02-Jan-2026

**13. Place Of Completion**

Grand Cayman, Cayman Islands