

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): **September 27, 2021**

**DRAFTKINGS INC.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction  
of incorporation)

**001-38908**  
(Commission  
File Number)

**84-4052441**  
(IRS Employer  
Identification No.)

**222 Berkeley Street, 5th Floor**  
**Boston, MA 02116**  
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(617) 986-6744**

(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:

- 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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Class A common stock, par value \$0.0001 per share	DKNG	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 September 27, 2021, DraftKings Inc., a Nevada corporation (the “Company”), issued an announcement (the “Announcement”), pursuant to the United Kingdom City Code on Takeovers and Mergers (the “Code”), directing the attention of its shareholders to the shareholders’ disclosure obligations under Rule 8 of the Code arising from an announcement made by Entain plc (“Entain”) of a possible offer by the Company to acquire Entain. A copy of the Announcement is attached hereto as Exhibit 99.1 and is incorporated by reference into this Item 7.01.

The information in this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to liabilities under that Section, nor shall it be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing. This Current Report on Form 8-K will not be deemed an admission as to the materiality of any information in this Item 7.01, including Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.****(d) Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Announcement of DraftKings Inc., dated as of September 27, 2021.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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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 hereunto duly authorized.

**DRAFTKINGS INC.**

Date: September 27, 2021

By: /s/ R. Stanton Dodge

Name: R. Stanton Dodge

Title: Chief Legal Officer and Secretary

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**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION.**

FOR IMMEDIATE RELEASE

September 27, 2021

### **Rule 8 Announcement to Shareholders**

#### **DraftKings Inc.: Notice to Shareholders Regarding UK Disclosure Requirements**

DraftKings Inc. (“DraftKings”) wishes to direct the attention of its shareholders to certain disclosure requirements applicable to the possible offer by DraftKings for Entain plc (“Entain”), which was announced by Entain on September 21, 2021 (the “Possible Offer”). DraftKings’ Class A common stock is listed for trading on the Nasdaq Global Select Market.

The relevant disclosure requirements applicable to the Possible Offer are set out in Rule 8 of the UK City Code on Takeovers and Mergers (the “Code”), which is published and administered by the UK Takeover Panel (the “Takeover Panel”). In particular, Rule 8.3 of the Code requires that any person who is interested (directly and indirectly) in 1% or more of any class of relevant security of any party to the Possible Offer must make (a) an Opening Position Disclosure and (b) a Dealing Disclosure if they deal in any relevant security of any party to the Possible Offer during an offer period. DraftKings’ Class A common stock, Class B common stock and Convertible Senior Notes due 2028 are relevant securities for the purposes of this offer period.

Further information about the Takeover Panel's disclosure regime is available at: <http://www.thetakeoverpanel.org.uk/disclosure>. If any DraftKings shareholder has any questions regarding these disclosure requirements, the Takeover Panel's Market Surveillance Unit will be happy to answer them and should be contacted at +44 (0)20 7638 0129.

#### ***Enquiries***

**DraftKings Inc.**  
Joe DeCristofaro, Investor Relations

+1 617 986 6744

#### ***Important Notices***

This announcement is not intended to, and does not, constitute or form part of any offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities or the solicitation of any vote in any jurisdiction whether pursuant to this announcement or otherwise, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

The release, publication or distribution of this announcement in whole or in part, directly or indirectly, in, into or from certain jurisdictions outside the United Kingdom may be restricted by law and therefore persons into whose possession this announcement comes should inform themselves about, and observe, such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction.

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## **Website**

In accordance with Rule 26.1(a)(ii) of the Code, a copy of this announcement will be available (subject to certain restrictions relating to persons resident in certain restricted jurisdictions) on DraftKings' website (at <https://DraftKings.gcs-web.com>) by no later than 12 noon (London time) on September 28, 2021 (being the business day following the date of this announcement). The content of such website is not incorporated into, and does not form part of, this announcement.

## **Important Information for US Investors**

In the event that DraftKings enters into any transaction with respect to Entain (a "Transaction"), DraftKings may be required to file certain relevant documents with the U.S. Securities and Exchange Commission (the "SEC"). Such documents, however, are not currently available. INVESTORS ARE URGED TO READ ANY DOCUMENTS REGARDING A TRANSACTION IF AND WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors will be able to obtain a free copy of such filings without charge, at the SEC's website (<http://www.sec.gov>) once such documents are filed with the SEC.

No securities to be issued in connection with a Transaction have been registered under U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), and no securities will be offered or sold in the United States in connection with a Transaction unless pursuant to registration under the U.S. Securities Act or pursuant to an applicable exemption from the registration requirements of the U.S. Securities Act. A Transaction involving a scheme of arrangement may involve the issuance of securities in reliance upon the exemption from the registration requirements of the U.S. Securities Act provided by Section 3(a)(10) thereof, and would be subject to local disclosure requirements (which disclosure requirements would be different from those of the United States). A Transaction involving a tender offer would be subject to applicable rules under the U.S. Securities Exchange Act of 1934, as amended, including any applicable exemptions provided under Rule 14d-1(d) thereunder.

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