

PROSPECTUS SUPPLEMENT NO. 6
(to prospectus dated May 13, 2020)



267,667,978 Shares of Class A Common Stock
1,939,171 Warrants Outstanding to Purchase Class A Common Stock

This prospectus supplement is being filed to update and supplement the information contained in the prospectus dated May 13, 2020 (as supplemented or amended from time to time, the "Prospectus"), with the information contained in our Current Report on Form 8-K, which we filed with the Securities and Exchange Commission ("SEC") on October 5, 2020 (the "Current Report"). Accordingly, we have attached the Current Reports to this prospectus supplement.

The Prospectus and this prospectus supplement relate to: (a) the issuance by us of (i) 19,666,655 shares of our Class A common stock, par value \$0.0001 per share ("Class A common stock"), that may be issued upon exercise of warrants to purchase Class A common stock at an exercise price of \$11.50 per share of Class A common stock, including the public warrants, the PIPE Warrants and the private placement warrants (each as defined in the Prospectus), (ii) 120,670 shares of our Class A common stock that may be issued upon the exercise of Old DK Warrants (as defined below) to purchase Class A common stock at an exercise price of \$0.0283 per share, (iii) 6,000,000 shares of Class A common stock issuable upon the satisfaction of certain triggering events (as described in the Prospectus), (iv) 252,707 shares of Class A common stock issuable upon the exercise of outstanding options granted under the DraftKings Inc. 2017 Equity Incentive Plan (the "2017 Equity Incentive Plan") and DraftKings Inc. 2012 Stock Option & Restricted Stock Incentive Plan (the "2012 Equity Incentive Plan") held by former employees or former consultants of DraftKings Inc., a Delaware corporation, and (v) 1,386,034 shares of Class A common stock issuable upon the exercise of outstanding options granted under the SBTech (Global) Limited 2011 Global Share Option Plan held by former employees or former consultants of SBTech (Global) Limited (together with the 2017 Equity Incentive Plan and the 2012 Equity Incentive Plan, the "Plans") and (b) the offer and sale from time to time by the selling securityholders identified in the Prospectus, or their permitted transferees, of (1) up to 240,241,912 shares of our Class A common stock and (2) up to 1,939,171 warrants outstanding.

This prospectus supplement updates and supplements the information in the Prospectus and is not complete without, and may not be delivered or utilized except in combination with, the Prospectus, including any amendments or supplements thereto. This prospectus supplement should be read in conjunction with the Prospectus and if there is any inconsistency between the information in the Prospectus and this prospectus supplement, you should rely on the information in this prospectus supplement.

Our Class A common stock is traded on The Nasdaq Global Select Market under the symbol "DKNG." Our warrants have been traded on The Nasdaq Global Select Market under the symbol "DKNGZ;" however, we filed a Form 25 with the SEC on July 20, 2020 to delist and deregister the warrants from The Nasdaq Global Select Market. The delisting became effective 10 days after the filing of the Form 25 and the warrants are not trading on The Nasdaq Global Select Market pending the effectiveness of their deregistration. On October 5, 2020, the closing price of our Class A common stock was \$60.55 per share.

Investing in our securities involves risks that are described in the "Risk Factors" section beginning on page 12 of the Prospectus.

Neither the SEC nor any state securities commission has approved or disapproved of the securities to be issued under the Prospectus or determined if the Prospectus or this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is October 5, 2020.

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 5, 2020**

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
Warrants to purchase one share of Class A common stock, each at an exercise price of \$11.50 per share (1)	N/A (1)	N/A (1)

(1) DraftKings Inc. filed a Form 25 on July 20, 2020 to delist and deregister its Warrants. The delisting became effective on June 30, 2020 and the Warrants are no longer trading on Nasdaq. The deregistration of the Warrants under Section 12(b) of the Securities Exchange Act of 1934 will be effective 90 days, or such shorter period as the Securities and Exchange Commission may determine, after filing of the Form 25.

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 1.01 Entry into a Material Definitive Agreement.

On October 5, 2020, DraftKings Inc. (the “Company”) entered into an amendment (the “Amendment”) to that certain Stockholders Agreement, dated as of April 23, 2020 (the “Agreement”), by and among the Company and the stockholders party thereto. Capitalized terms used herein but not otherwise defined shall have the meaning ascribed to such terms in the Agreement.

The Amendment caused all lock-up periods applicable to the Stockholders under the Agreement to expire effective as of October 20, 2020.

The foregoing description of the Amendment does not purport to be complete and is subject to and qualified in its entirety by reference to the Amendment, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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

Exhibit Number	Description
<u>10.1</u>	<u>Amendment No. 1 to the Stockholders Agreement, dated as of April 23, 2020, by and among DraftKings Inc. and the stockholders party thereto.</u>

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: October 5, 2020

By: /s/ R. Stanton Dodge
Name: R. Stanton Dodge
Title: Chief Legal Officer and Secretary
