

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): August 25, 2025



HIGH ROLLER TECHNOLOGIES, INC.
(Exact Name of Registrant as Specified in Charter)

001-42202
(Commission File Number)

Delaware
(State or Other Jurisdiction
of Incorporation)

87-4159815
(I.R.S. Employer
Identification Number)

400 South 4th Street, Suite 500-#390
Las Vegas, Nevada 89101
(Address of principal executive offices, with zip code)

(702) 509-5244
(Registrant's telephone number, including area code)

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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	ROLR	NYSE American LLC

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.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Departure of Chief Executive Officer

On August 25, 2025, Ben Clemes notified the Company of his decision to resign from his position as Chief Executive Officer of High Roller Technologies, Inc. (the “Company”), effective August 31, 2025. Mr. Clemes’ resignation as Chief Executive Officer was not the result of any disagreements with the Company regarding any matters related to its operations, policies, practices, or otherwise.

Appointment of Chief Executive Officer

On August 26, 2025, the Board of Directors (the “Board”) of the Company appointed Seth Young (age 41) as Chief Executive Officer of the Company, effective September 1, 2025.

Mr. Young, previously served as the Company’s Chief Strategy Officer since April 2025. Prior to joining the Company, Mr. Young served as Chief Innovation Officer at PointsBet (ASX: PBH), from November 2018 to August 2021, where he was responsible for strategic corporate development efforts including fundraising, partnerships, government and regulatory affairs, product development, M&A initiatives, and more. Mr. Young previously served as Chief Operating Officer at FSG Digital from August 2021 to April 2025, and Executive Director of Online Gaming at Foxwoods Resort Casino from August 2016 to November 2018. Prior to those roles, Mr. Young helped pioneer the daily fantasy sports industry in the USA as Chief Operating Officer and Executive Director of Flower City Gaming, and served as the Director of Strategy for TexasHoldem.com from 2005 to 2009. Mr. Young currently serves on the board of directors for Kinectify, EQL Games, and Kindbridge Behavioral Health.

Mr. Young was the recipient of the Innovation Group’s 2018 Emerging Leaders of Gaming Award and was named to Global Gaming Business Magazine’s 40 Under 40 in the same year. Mr. Young holds a Bachelor’s degree in Political Science, with a double minor in Internet Studies and Legal Studies, from Brandeis University, and attended Harvard Business School for Mergers and Acquisitions, Strategy, Execution, and Post-Merger Management

There are no arrangements or understandings between Mr. Young and any other person pursuant to which he was appointed as Chief Executive Officer of the Company. There are no family relationships between Mr. Young and any director or executive officer of the Company, and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 7.01. Regulation FD Disclosure.

A copy of the press release issued by the Company, dated August 27, 2025, relating to Mr. Young’s appointment as the Chief Executive Officer of the Company is attached hereto as Exhibit 99.1 to this Form 8-K.

The information under this Item 7.01 and the press release attached to this Form 8-K as Exhibit 99.1 shall be deemed to be “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 the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01 Financial Statements and Exhibits

Exhibit No.	Description
99.1	Press Release of High Roller Technologies, Inc., dated August 27, 2025
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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.

HIGH ROLLER TECHNOLOGIES, INC.

Date: August 28, 2025

By: /s/ Adam Felman
Adam Felman
Chief Financial Officer



High Roller Names Seth Young CEO in Planned Leadership Transition

Las Vegas, Nevada, August 27, 2025 – High Roller Technologies (“High Roller” and the “Company”) (NYSE: ROLR), operator of the award-winning, premium online casino brands High Roller and Fruta, today announced that its Board of Directors has named Seth Young as the Company’s next Chief Executive Officer in a planned leadership transition effective September 1st, succeeding Ben Clemes.

Mr. Clemes, who has served as CEO since 2024, is stepping down from his role to devote more time to his family. Under his leadership, High Roller achieved a long list of accomplishments, and Clemes leaves the company well-positioned for its next chapter of growth.

“It has been an honor and a privilege to serve as High Roller’s CEO, and my decision to step away comes at a time when the Company is healthy,” said Clemes. “I’m proud of what we have accomplished together and I’m confident that Seth is the right leader to guide High Roller forward. I’m looking forward to focusing more on my family while knowing that the business is in strong hands.”

Mr. Young, who previously served as Chief Strategy Officer at High Roller, has been working closely with Mr. Clemes and the leadership team to ensure a smooth transition. He brings more than 20 years of experience in gaming to the role, and is recognized for his vision, operational discipline, and leadership.

“I want to thank Ben for his dedication, his achievements, and his thoughtful approach to this transition,” said Young. “Because of his leadership, the Company is positioned for growth and success, and I’m excited to continue building on the foundation he built to drive future growth and value for our shareholders, employees, and customers.”

The Board of Directors expressed its appreciation for Mr. Clemes’ tenure as CEO and his contributions to the Company’s success.

“Ben has been an outstanding leader who guided High Roller through critical growth phases and positioned the Company for long-term success,” said Michael Cribari, Chairman. “We are grateful for his service and for ensuring a seamless transition. We’re thrilled to welcome Seth to the role of CEO with full confidence in his ability to lead High Roller into the future.”

Prior to joining High Roller, Young served as Chief Innovation Officer at PointsBet (ASX: PBH) where he was responsible for strategic corporate development efforts including fundraising, partnerships, government and regulatory affairs, product development, M&A initiatives, and more. Young previously served as Chief Operating Officer at FSG Digital, Executive Director of Online Gaming at Foxwoods Resort Casino, and other executive roles throughout his career. Young currently serves on the board of directors for Kinectify, EQL Games, and Kindbridge Behavioral Health.

Young was the recipient of the Innovation Group’s 2018 Emerging Leaders of Gaming Award and was named to Global Gaming Business Magazine’s 40 Under 40 in the same year. Young holds a Bachelor’s degree in Political Science, with a double minor in Internet Studies and Legal Studies, from Brandeis University, and attended Harvard Business School for Mergers and Acquisitions, Strategy, Execution, and Post-Merger Management.

About High Roller Technologies, Inc.

High Roller Technologies, Inc. is a leading global online gaming operator known for its innovative casino brands, [High Roller](#) and [Fruta](#), listed under the ticker ROLR on the NYSE. The Company delivers a cutting-edge real-money online casino platform that is intuitive and user-friendly. With a diverse portfolio of over 6,000 premium games from more than 90 leading game providers, High Roller Technologies serves a global customer base, offering an immersive and engaging gaming experience in the rapidly expanding multi-billion iGaming industry. The online casino features enhanced search engine optimization, machine learning, seamless direct API integrations, faster load times, and superior scalability.

As an award-winning operator, High Roller Technologies continues to redefine the future of online gaming through innovation, performance, and a commitment to excellence. For more information, please visit the High Roller Technologies, Inc. investor relations [website](#), [X](#), [Facebook](#), and [LinkedIn](#) pages.

Forward Looking Statements

Certain statements in this press release constitute "forward-looking statements" within the meaning of the federal securities laws. Words such as "may," "might," "will," "should," "believe," "expect," "anticipate," "estimate," "continue," "predict," "forecast," "project," "plan," "intend" or similar expressions, or statements regarding intent, belief, or current expectations, are forward-looking statements. Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. Our actual results and financial condition may differ materially from those indicated in the forward-looking statements. Therefore, you should not rely on any of these forward-looking statements. Important factors that could cause our actual results and financial condition to differ materially from those indicated in the forward-looking statements include such factors as discussed throughout Part I, Item 1A. Risk Factors and Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations of our Annual Report on Form 10-K for the year ended December 31, 2024 and throughout Part I, Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations and in Part II, Item 1A. Risk Factors of our Quarterly Report on Form 10-Q for the quarter ended June 30, 2025. Any forward-looking statement made by us in this press release is based only on information currently available to us and speaks only as of the date on which it is made. We undertake no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise.

Contact

ir@highroller.com

800-460-1039
