

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 12, 2026

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 1.01 Entry into a Material Definitive Agreement.

Letter of Intent with FDMI

On January 12, 2026, High Roller Technologies, Inc. (the "Company") entered into a binding letter of intent (the "LOI") with Foris DAX Markets, Inc. ("FDMI") relating to a proposed strategic partnership involving derivatives contracts based on the outcome of specific and identifiable events in the "Predictions" product class offered by the North American Derivatives Exchange, Inc. d/b/a Crypto.com | Derivatives North America ("CDNA"), a subsidiary of FDMI.

Under the terms of the LOI, the parties agreed to negotiate in good faith toward definitive agreements pursuant to which CDNA would offer prediction-based derivatives contracts utilizing technology licensed from the Company. The LOI terminates upon the earlier of the execution of the definitive agreements and written notice by either party.

The LOI includes, among other things, provisions relating to exclusivity, public relations and marketing commitments, anticipated term, and public announcement of the proposed partnership. The consummation of the proposed transaction is subject to the negotiation and execution of definitive agreements, and there can be no assurance that such agreements will be executed or that the proposed transaction will be consummated.

The description above is a summary of the principal terms of the LOI and does not constitute a complete description of all terms. The terms contained in the LOI are binding and are subject to the execution of definitive agreements and closing conditions being met.

The foregoing description of the LOI is qualified in its entirety by reference to the full text of the LOI, a copy of which will be included in the Company's annual report on Form 10-K for the year ended December 31, 2025.

Item 8.01 Other Events

On January 14, 2026, the Company issued a press release announcing the execution of the LOI described above.

**Forward-Looking Statements**

This Current Report on Form 8-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding the proposed transaction, anticipated definitive agreements, product launch timing, exclusivity arrangements that could cause actual results to differ materially from those expressed or implied. The Company undertakes no obligation to update these forward-looking statements except as required by law.

**Item 9.01 Financial Statements and Exhibits**

Exhibit No.	Description
<a href="#">99.1</a>	<a href="#">Press Release, dated January 14, 2026</a>
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: January 14, 2026

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

## High Roller Technologies Partners with Crypto.com to Enter the Rapidly Growing Prediction Markets Space

*The binding strategic partnership agreement with Crypto.com to power event-based Prediction Markets, with a Mature Market Estimated to exceed \$1 Trillion in annual trading volume<sup>1</sup>*

January 14, 2026 — Las Vegas, Nevada - High Roller Technologies, Inc. ("High Roller") (NYSE: ROLR), operator of the award-winning, premium online casino brands High Roller and Fruta, today announced it has entered into a binding **Letter of Intent** (the "LOI") with Crypto.com | Derivatives North America ("CDNA"), for an exclusive partnership to launch an event-based prediction markets product in the United States of America.

The events contracts will be offered by CDNA, a CFTC-registered exchange and clearinghouse and affiliate of Crypto.com, to customers through HighRoller.com. The partnership will offer people the opportunity to trade event contracts across markets including finance, entertainment, and sports, through a legal, engaging, and user-friendly platform.

*"We're thrilled to bring High Roller to the USA through this strategic partnership with Crypto.com," commented Seth Young, Chief Executive Officer at High Roller. "Pairing the massive appeal of prediction markets with our strong distribution capabilities is an incredibly exciting opportunity, and we're looking forward to introducing our premium experience to consumers across the country."*

*"Crypto.com is a leader in prediction markets and we are thrilled to expand access to event contracts through innovative partnerships, including with High Roller," said Travis McGhee, Global Head of Predictions at Crypto.com. "Together with High Roller, we are proclaiming customers with a safe and regulated platform to trade on outcomes in sports and entertainment."*

The partnership remains subject to the execution of definitive agreements, which will include customary representations, warranties, conditions, covenants, and other provisions consistent with transactions of this nature, and there can be no assurance the parties will reach definitive agreements. Subject to the execution of definitive agreements, the parties are targeting a product launch in Q1 2026, featuring Crypto.com as the exclusive provider of Prediction Contracts across High Roller distribution channels.

<sup>1</sup> <https://next.io/news/betting/ekg-projects-1tn-annual-us-prediction-market-volume/>

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### 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 market engagement 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.

### About Crypto.com

Founded in 2016, Crypto.com is trusted by millions of users worldwide and is the industry leader in regulatory compliance, security and privacy. Our vision is simple: Cryptocurrency in Every Wallet™. Crypto.com is committed to accelerating the adoption of cryptocurrency through innovation and empowering the next generation of builders, creators, and entrepreneurs to develop a fairer and more equitable digital ecosystem. Crypto.com | Derivatives North America (CDNA) is an affiliate of Crypto.com and is registered with the Commodity Futures Trading Commission (CFTC) as a designated contract market and derivatives clearing organization; CDNA offers the trading of prediction market contracts, as well as economic and cryptocurrency event contracts.

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### 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 September 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

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