

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): June 30, 2026

HIGH ROLLER TECHNOLOGIES, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction
of Incorporation)

001-42202

(Commission File Number)

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 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.

On June 30, 2026, the stockholders of High Roller Technologies, Inc. (the "Company") approved and adopted an amendment (the "Plan Amendment") to the Company's 2024 Equity Incentive Plan, as amended (the "Plan"), at its 2026 annual meeting of stockholders (the "Annual Meeting"). A summary of the material terms of the Plan, as amended by the Plan Amendment, is included under the heading "Proposal No. 2: The Plan Amendment Proposal" in the definitive proxy statement filed by the Company in connection with the Annual Meeting with the Securities and Exchange Commission on May 14, 2026. The summary is qualified in its entirety by reference to the full text of the Plan, as amended by the Plan Amendment, a copy of which is filed herewith as Exhibit 10.1 and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Company held the Annual Meeting on June 30, 2026. At the Annual Meeting, the Company's stockholders were asked to vote upon:

- The election of six directors, each to serve until the Company's 2027 annual meeting of stockholders and until their respective successors are duly elected and qualified. The nominees for election were Michael Cribari, Brandon Eachus, Daniel Bradtke, Jonas Martensson, Kristen Britt, and David Weild IV;
- The approval of the Plan Amendment to increase the individual award limit set forth in Section 9.8 of the Plan from 170,000 to 250,000 shares; and
- The ratification of the appointment of WithumSmith+Brown, PC as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2026.

The results of the matters voted on at the Annual Meeting, based on the presence in person or by proxy of holders of record of 7,562,064 of the 10,968,987 shares of the Company's common stock entitled to vote, were as follows:

- The stockholders approved the election of each of the director nominees to serve until the 2027 annual meeting of stockholders and until their respective successors are duly elected and qualified. The voting results were as follows:

**SECOND AMENDMENT
TO
2024 EQUITY INCENTIVE PLAN OF
HIGH ROLLER TECHNOLOGIES, INC.**

Section 9.8 Limitations on Awards and Section 11.2 Withholding Arrangements, shall be amended and restated in their entirety to read as follows:

9.8 Limitations on Awards. No Participant shall be granted an Award or Awards in any Fiscal Year in which the combined number of Shares underlying such Award(s) exceeds 250,000 Shares; provided, however, that such limitation shall be adjusted proportionately in connection with any change in the Company's capitalization as described in Section 4.3.

11.2 Withholding Arrangements. The Administrator, in its sole discretion and pursuant to such procedures as it may specify from time to time, may permit a Participant to satisfy such tax withholding obligation, in whole or in part by (without limitation) (i) paying cash, check, or other cash equivalents; (ii) electing to have the Company withhold otherwise deliverable cash or Shares having a fair market value equal to the minimum statutory amount required to be withheld or such greater amount as the Administrator may determine if such amount would not have adverse accounting consequences, as the Administrator determines in its sole discretion; (iii) delivering to the Company already owned Shares having a fair market value equal to the statutory amount required to be withheld or such greater amount as the Administrator may determine, in each case, provided the delivery of such Shares will not result in any adverse accounting consequences, as the Administrator determines in its sole discretion; (iv) selling a sufficient number of Shares otherwise deliverable to the Participant through such means as the Administrator may determine in its sole discretion (whether through a broker or otherwise) equal to the amount required to be withheld; or (v) any combination of the foregoing methods of payment. The withholding amount will be deemed to include any amount which the Administrator agrees may be withheld at the time the election is made, not to exceed the amount determined by using the maximum federal, state, or local marginal income tax rates applicable to the Participant with respect to the Award on the date that the amount of tax to be withheld is to be determined or such greater amount as the Administrator may determine if such amount would not have adverse accounting consequences, as the Administrator determines in its sole discretion. The fair market value of the Shares to be withheld or delivered will be determined as of the date that the taxes are required to be withheld.