

**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) **June 13, 2023**

**GAN Limited**

(Exact name of registrant as specified in its charter)

**Bermuda**

(State or other jurisdiction  
of incorporation)

**001-39274**

(Commission  
File Number)

**Not Applicable**

(I. R. S. Employer  
Identification No.)

**400 Spectrum Center Drive  
Suite 1900**

**Irvine, CA 92618**

(Address of principal executive offices, including ZIP code)

**(833) 565-0550**

(Registrant's telephone number, including area code)

**N/A**

(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:

**Title of each class**

Ordinary Shares, par value \$0.01

**Trading Symbol(s)**

GAN

**Name of each exchange on which registered**

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

At the Annual Meeting of Shareholders (the “*Annual Meeting*”) of GAN Limited (the “*Company*”) on June 13, 2023, the shareholders considered three proposals, each of which is described in more detail in the Company’s 2023 definitive proxy statement filed with the Securities and Exchange Commission on April 28, 2023 for the Annual Meeting.

The results detailed below represent the final voting results as certified by the Inspector of Elections:

**Proposal 1**

The shareholders elected the following two directors to hold office until the 2026 annual meeting of the shareholders and one director to hold office until the 2025 annual meeting of shareholders, or until their successors are duly elected and qualified based on the following votes:

<b>Director</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Seamus McGill	7,144,218	4,973,995	10,636,331
Dermot S. Smurfit	11,259,437	858,776	10,636,331
Eric Green	10,601,372	1,516,841	10,636,331

**Proposal 2**

The shareholders ratified the appointment of Grant Thornton LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023 based on the following votes:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>
22,215,944	416,246	122,354

**Proposal 3**

The shareholders did not approve the proposed amendment to the GAN Limited 2020 Equity Incentive Plan based on the following votes:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
5,453,932	6,467,358	196,923	10,636,331

---

**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.

Date: June 15, 2023

GAN Limited

*/s/ Brian Chang*

\_\_\_\_\_  
Brian Chang  
Interim Chief Financial Officer

---