

**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

November 8, 2024

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.)

**10845 Griffith Peak Drive
Suite 200**

Las Vegas, Nevada 89135
(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 2.02 Results of Operations and Financial Condition.

On November 8, 2024, GAN Limited (the “Company”) issued an earnings release reporting its unaudited financial results for the three and nine months ended September 30, 2024. A copy of the earnings release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information contained in this Item 2.02, including the related information set forth in the earnings release attached hereto as Exhibit 99.1 and incorporated by reference herein, is being “furnished” and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by the specific reference in such filing.

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

Exhibit Number	Description
99.1	Press Release, dated November 8, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: November 8, 2024

GAN Limited

/s/ Brian Chang

Brian Chang
Chief Financial Officer

GAN Reports Third Quarter 2024 Financial Results

*Strong profitability improvement driven by B2B revenues and continued cost rationalization
Planned Merger with SEGASAMMY now expected to close in early 2025
EGASAMMY remains expected to close late 2024 or early 2025*

Las Vegas, Nevada | November 8, 2024: GAN Limited (NASDAQ: GAN) (the “Company” or “GAN”), a leading North American B2B technology provider of real money internet gaming solutions and a leading International B2C operator of Internet sports betting, today reported its unaudited financial results for the third quarter ended September 30, 2024

Seamus McGill, GAN’s Chief Executive Officer, said “I couldn’t be more pleased with the progress our team members have made to deliver revenue growth while concurrently lowering our cost structure. Our top-line growth of 24% compared to the prior year was driven by B2B revenue growth of more than 60% while operating costs fell by nearly 10%. We remain focused on delivering a leading product offering for our US B2B clients and our international B2C business.

Mr. McGill added, “In September, we recently received approval from the Nevada Gaming Commission for our planned merger with SEGASAMMY. We continue to work through the remaining regulatory requirements and anticipate a successful closing in early 2025.”

Third Quarter 2024 Compared to Third Quarter 2023

- **Total revenue** of \$37.1 million increased 24% driven by an increase in the B2B segment.
- **B2B segment revenue** was \$16.4 million versus \$10.2 million. The increase was primarily due to an expansion of our B2B offerings in the state of Nevada and the recognition of revenue related to a partner exit in Michigan.
- **B2C segment revenue** was \$20.7 million versus \$19.6 million. Growth in Europe was driven by increased player activity, which was offset by reduced player activity and unfavorable exchange rates in Latin America.
- **Operating expenses** were \$25.1 million versus \$27.8 million. The decrease was primarily attributable to the Company's overall reduction of compensation costs and reduced headcount realized as part of ongoing cost saving initiatives, as well as lower depreciation and amortization expenses as a result of intangible assets fully amortizing in the prior year.
- **Net income** of \$2.1 million versus a net loss of \$8.2 million improved primarily due to increased revenues and decreased operating expenses.
- **Total segment contribution** was \$27.2 million versus \$20.6 million, which was driven primarily by increased revenue in the B2B segment.
- **Adjusted EBITDA** was \$5.4 million versus a loss of \$2.5 million. The increase was driven by increased revenues and lower operating expenses resulting from the aforementioned factors.
- **Cash** was \$36.5 million as of September 30, 2024, versus \$36.9 million as of June 30, 2024.
- **B2C Active Customers** declined primarily driven by limited customer acquisition in Latin America.
- **B2B Gross Operator Revenue** totaled \$610.4 million versus \$424.1 million in the prior year quarter, a 44% increase. The increase was driven primarily by organic growth in Pennsylvania, New Jersey, Ontario and Connecticut.

GAN Limited Key Financial Highlights

(Unaudited, in thousands unless otherwise specified)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Revenues				
B2B	\$ 16,375	\$ 10,178	\$ 41,711	\$ 31,353
B2C	20,723	19,639	61,598	67,351
Total revenues	<u>\$ 37,098</u>	<u>\$ 29,817</u>	<u>\$ 103,309</u>	<u>\$ 98,704</u>
Profitability Measures				
B2B segment contribution ⁽¹⁾	\$ 14,097	\$ 8,123	\$ 35,141	\$ 25,224
B2B segment contribution margin ⁽¹⁾	86.1%	79.8%	84.2%	80.5%
B2C segment contribution ⁽¹⁾	\$ 13,081	\$ 12,452	\$ 38,681	\$ 44,592
B2C segment contribution margin ⁽¹⁾	63.1%	63.4%	62.8%	66.2%
Net loss	\$ 2,083	\$ (8,160)	\$ (3,808)	\$ (25,068)
Adjusted EBITDA ⁽⁷⁾	\$ 5,412	\$ (2,522)	\$ 8,574	\$ (4,512)
Key Performance Indicators				
B2B Gross Operator Revenue ⁽²⁾ (in millions)	\$ 610.4	\$ 424.1	\$ 1,851.7	\$ 1,273.1
B2B Take Rate ⁽³⁾	2.7%	2.4%	2.3%	2.5%
B2C Active Customers (in thousands) ⁽⁴⁾	226	244	382	432
B2C Marketing Spend Ratio ⁽⁵⁾	24%	26%	23%	22%
B2C Sports Margin ⁽⁶⁾	7.2%	6.0%	7.1%	7.2%

SEGASAMMY Transaction

The merger has been approved by GAN shareholders at a special general meeting of its shareholders, has received clearance from the Committee on Foreign Investment in the U.S. (CFIUS) and received approval from several gaming regulatory agencies including the Nevada Gaming Commission. The gaming regulatory approval process continues to proceed pursuant to regulatory requirements and the transaction is expected to close, subject to customary closing conditions, in early 2025.

Conference Call Details

Due to the expected merger of the Company with SEGASAMMY, GAN will not be hosting a conference call in conjunction with its third quarter 2024 earnings release.

About GAN Limited

GAN is a leading business-to-business supplier of internet gambling software-as-a-service solutions predominantly to the U.S. land-based casino industry and is a market-leading business-to-consumer operator of proprietary online sports betting technology internationally with market leadership positions in selected European and Latin American markets. In its B2B segment, GAN has developed a proprietary internet gambling enterprise software system, GameSTACK, which it licenses to land-based U.S. casino operators as a turnkey technology solution for regulated real money internet gambling, encompassing internet gaming, internet sports betting and social casino gaming branded as Simulated Gaming.

Forward-Looking Statements

This release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained in this release that do not relate to matters of historical fact should be considered forward-looking statements, including, without limitation, statements regarding the Company's anticipated trends in revenues (including new customer launches) and operating expenses, the anticipated improvement in profitability, expectations that it will meet all closing conditions or successfully close its planned merger with SEGASAMMY, as well as statements that include the words "expect," "intend," "plan," "believe," "project," "forecast," "estimate," "may," "should," "anticipate" and similar statements of a future or forward-looking nature. These forward-looking statements are based on management's current expectations. These statements are neither promises nor guarantees, but involve known and unknown risks, uncertainties and other important factors that may cause actual results, performance, or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements including those risks detailed under "Risk Factors" in our Annual Report on Form 10-K and subsequent periodic reports. Readers are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date on which they are made. The Company undertakes no obligation to update or revise any forward-looking statements for any reason, except as required by law.

Key Performance Indicators and Non-GAAP Financial Measures

This release uses certain non-GAAP financial measures as defined in Securities and Exchange Commission rules. The Company reports financial results in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) and also communicates with investors using certain non-GAAP financial measures. These non-GAAP financial measures are not in accordance with, nor are they a substitute for or superior to, the comparable U.S. GAAP financial measures. These non-GAAP financial measures are intended to supplement the presentation of the Company’s financial results that are prepared in accordance with U.S. GAAP.

- (1) The Company excludes depreciation and amortization in certain segment calculations.
 - (2) The Company defines B2B Gross Operator Revenue as the sum of its B2B corporate customers’ gross revenue from virtual simulated gaming (SIM), gross gaming revenue from RMiG, and gross sports wins from sportsbook offerings. B2B Gross Operator Revenue, which is not comparable to financial information presented in conformity with U.S. GAAP, gives management and users of our financial statements an indication of the extent of transactions processed through the Company’s B2B corporate customers’ platforms and allows management to understand the extent of activity that the Company’s platform is processing.
 - (3) The Company defines B2B Take Rate as a quotient of B2B segment revenue retained by the Company over the total Gross Operator Revenue generated by our B2B corporate customers. The B2B Take Rate gives management and users of our financial statements an indication of the impact of the statutory terms and the efficiency of the commercial terms on the business.
 - (4) The Company defines B2C Active Customers as a user that places a wager during the period. This metric allows management to monitor the customer segmentation, growth drivers, and ultimately creates opportunities to identify and add value to the user experience. This metric allows management and users of the financial statements to measure the platform traffic and track related trends.
 - (5) The Company defines B2C Marketing Spend Ratio as the total B2C direct marketing expense for the period divided by the total B2C revenues. This metric allows management to measure the success of marketing costs during a given period. Additionally, this metric allows management to compare across jurisdictions and other subsets, as an additional indication of return on marketing investment.
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(6) The Company defines B2C Sports Margin as the ratio of wagers minus winnings to total amount wagered, adjusted for open wagers at period end. Sports betting involves a user placing a bet on the outcome of a sporting event with the chance to win a pre-determined amount, often referred to as fixed odds. Our B2C sportsbook revenue is generated by setting odds that are intended to provide a built-in theoretical margin in each sports bet offered to our users. This metric allows management to measure sportsbook performance against its expected outcome.

(7) Management uses the non-GAAP measure of Adjusted EBITDA to measure its financial performance. Specifically, it uses Adjusted EBITDA (i) as a measure to compare its operating performance from period to period, as it removes the effect of items not directly resulting from core operations, and (ii) as a means of assessing its core business performance against others in the industry, because it eliminates some of the effects that are generated by differences in capital structure, depreciation, tax effects and unusual and infrequent events. The Company defines Adjusted EBITDA as net loss before interest expense (income), net, income tax expense (benefit), depreciation and amortization, impairments, extraordinary gains or losses, share-based compensation expense and related expense, transaction costs, and other items which the Board of Directors considers to be infrequent or unusual in nature. A reconciliation of Adjusted EBITDA to Net Income (the most closely aligned measure under U.S. GAAP) is included in the tables at the end of this release. The presentation of Adjusted EBITDA is not intended to be used in isolation or as a substitute for any measure prepared in accordance with U.S. GAAP and Adjusted EBITDA may exclude financial information that some investors may consider important in evaluating the Company's performance. Because Adjusted EBITDA is not a U.S. GAAP measure, the way the Company defines Adjusted EBITDA may not be comparable to similarly titled measures used by other companies in the industry.

Investor Contacts:

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GAN Limited
Consolidated Statements of Operations (Unaudited)
(in thousands, except share and per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Revenue	\$ 37,098	\$ 29,817	\$ 103,309	\$ 98,704
Operating costs and expenses				
Cost of revenue ⁽¹⁾	9,920	9,242	29,487	28,888
Sales and marketing	6,778	7,196	19,851	21,704
Product and technology	8,467	9,150	26,220	29,966
General and administrative ⁽¹⁾	7,823	7,060	22,962	27,095
Depreciation and amortization	1,978	4,339	5,731	12,783
Total operating costs and expenses	<u>34,966</u>	<u>36,987</u>	<u>104,251</u>	<u>120,436</u>
Operating income (loss)	2,132	(7,170)	(942)	(21,732)
Interest expense, net	1,160	1,264	3,449	3,885
Other loss (income), net	—	—	1	(934)
Income (loss) before income taxes	972	(8,434)	(4,392)	(24,683)
Income tax (benefit) expense	(1,111)	(274)	(584)	385
Net income (loss)	<u>\$ 2,083</u>	<u>\$ (8,160)</u>	<u>\$ (3,808)</u>	<u>\$ (25,068)</u>
Net income (loss) per share:				
Basic	\$ 0.05	\$ (0.18)	\$ (0.08)	\$ (0.57)
Diluted	\$ 0.04	\$ (0.18)	\$ (0.08)	\$ (0.57)
Weighted average ordinary shares outstanding				
Basic	<u>45,478,359</u>	<u>44,699,951</u>	<u>45,334,921</u>	<u>43,949,594</u>
Diluted	<u>48,887,335</u>	<u>44,699,951</u>	<u>45,334,921</u>	<u>43,949,594</u>

⁽¹⁾ Excludes depreciation and amortization expense

GAN Limited
Segment Revenue and Gross Profit (Unaudited)
(in thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Revenue				
B2B				
Platform and content license fees	\$ 8,516	\$ 7,240	\$ 26,886	\$ 23,110
Development services and other	7,859	2,938	14,825	8,243
Total B2B revenue	<u>16,375</u>	<u>10,178</u>	<u>41,711</u>	<u>31,353</u>
B2C				
Gaming	20,723	19,639	61,598	67,351
Total B2C revenue	<u>20,723</u>	<u>19,639</u>	<u>61,598</u>	<u>67,351</u>
Total revenue	<u>\$ 37,098</u>	<u>\$ 29,817</u>	<u>\$ 103,309</u>	<u>\$ 98,704</u>
Gross Profit				
B2B				
Revenue	\$ 16,375	\$ 10,178	\$ 41,711	\$ 31,353
Cost of revenue ⁽¹⁾	2,278	2,055	6,570	6,129
B2B segment contribution	<u>14,097</u>	<u>8,123</u>	<u>35,141</u>	<u>25,224</u>
<i>B2B segment contribution margin</i>	<i>86.1%</i>	<i>79.8%</i>	<i>84.2%</i>	<i>80.5%</i>
B2C				
Revenue	20,723	19,639	61,598	67,351
Cost of revenue ⁽¹⁾	7,642	7,187	22,917	22,759
B2C segment contribution	<u>13,081</u>	<u>12,452</u>	<u>38,681</u>	<u>44,592</u>
<i>B2C segment contribution margin</i>	<i>63.1%</i>	<i>63.4%</i>	<i>62.8%</i>	<i>66.2%</i>
Total segment contribution	<u>\$ 27,178</u>	<u>\$ 20,575</u>	<u>\$ 73,822</u>	<u>\$ 69,816</u>
<i>Total segment contribution margin</i>	<i>73.3%</i>	<i>69.0%</i>	<i>71.5%</i>	<i>70.7%</i>

⁽¹⁾ Excludes depreciation and amortization expense

GAN Limited
Revenue by Geography (Unaudited)
(in thousands)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2024	2023	2024	2023
Revenue by geography *				
United States	\$ 14,082	\$ 7,459	\$ 33,628	\$ 23,271
Europe	12,159	10,890	37,887	35,674
Latin America	8,356	9,132	23,456	32,790
Rest of the world	2,501	2,336	8,338	6,969
Total	<u>\$ 37,098</u>	<u>\$ 29,817</u>	<u>\$ 103,309</u>	<u>\$ 98,704</u>

* Revenue is segmented based on the location of the Company's customer.

GAN Limited
Adjusted EBITDA (Unaudited)
(in thousands)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2024	2023	2024	2023
Net (loss) income	\$ 2,083	\$ (8,160)	\$ (3,808)	\$ (25,068)
Income tax (benefit) expense	(1,111)	(274)	(584)	385
Interest expense, net	1,160	1,264	3,449	3,885
Gain on amendment of Content Licensing Agreement	—	—	—	(9,719)
Loss on debt extinguishment	—	—	—	8,784
Revaluation of contingent liability	—	(509)	—	(288)
Depreciation and amortization	1,978	4,339	5,731	12,783
Share-based compensation and related expense	1,258	818	2,998	4,726
Transaction related costs	44	—	788	—
Adjusted EBITDA	<u>\$ 5,412</u>	<u>\$ (2,522)</u>	<u>\$ 8,574</u>	<u>\$ (4,512)</u>

GAN Limited
Historical Sports Margin (Unaudited)

	Three Months Ended,			
	September 30,	June 30,	March 31,	December 31,
	2024	2024	2024	2023
Sports Margin				
Actual sports margin	7.2%	8.7%	5.7%	6.5%