
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of **May 2020**

Commission File Number 001-39274

GAN LIMITED

(Translation of registrant's name into English)

**Axe & Bottle Court
70 Newcomen Street
London SE1 1YT
+44 (0) 20 72926262**

(Address of Principal Executive Offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

GAN LIMITED

EXPLANATORY NOTE

Attached to this report on Form 6-K as Exhibit 99.1 is a copy of the press release of GAN Limited dated May 7, 2020 titled “GAN Limited Announces Closing of IPO and Full Exercise of Underwriters’ Option to Purchase Additional Shares.”

This report on Form 6-K (including the exhibits hereto) shall not be deemed to be “filed” for purposes of the Securities Exchange Act of 1934, as amended, and shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

EXHIBITS

Exhibit

Number

Description

99.1	Press Release of GAN Limited dated May 7, 2020
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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, thereunto duly authorized.

GAN LIMITED

By: /s/ Karen Flores

Name: Karen Flores

Title: Chief Financial Officer

Date: May 7, 2020



GAN Limited Announces Closing of IPO and Full Exercise of Underwriters' Option to Purchase Additional Shares

London | May 7, 2020: GAN Limited (the "Company" or "GAN") (NASDAQ: GAN), a leading business-to-business supplier of internet gambling software-as-a-service solutions primarily to the US land-based casino industry, today announced the closing of its previously announced upsized initial public offering of 7,337,000 ordinary shares, which includes the exercise in full of the underwriters' option to purchase 957,000 ordinary shares, at a price to the public of \$8.50 per share. All of the ordinary shares were sold by GAN. The gross proceeds from the offering, before deducting underwriting discounts and commissions and estimated offering expenses payable by GAN, were approximately \$62.4 million. The ordinary shares of GAN began trading on The Nasdaq Capital Market on May 5, 2020, under the symbol "GAN."

In connection with this offering, GAN effected a reorganization and share exchange in which GAN plc became a wholly-owned subsidiary of GAN Limited and the former shareholders of GAN plc received one ordinary share of GAN Limited for every four ordinary shares of GAN plc and an aggregate of £2 million in cash. In addition, the ordinary shares of GAN plc that previously traded on the London Stock Exchange were delisted as of May 6, 2020.

The offering was made through an underwriting group led by B. Riley FBR, who acted as sole bookrunner, Macquarie Capital, who acted as lead manager, and Craig-Hallum Capital Group who acted as a co-manager.

Sheppard, Mullin, Richter & Hampton LLP and Walkers (Bermuda) Limited acted as legal counsel to GAN. The NBD Group, Inc. acted as legal counsel to the underwriting group.

A registration statement on Form F-1 relating to the offering has been filed with the Securities and Exchange Commission and became effective on May 4, 2020. The offering was made only by means of a prospectus. Copies of the final prospectus may be obtained from: B. Riley FBR, Inc., Attention: Prospectus Department, 1300 17th St. North, Ste. 1300, Arlington, VA 22209, or by email at prospectuses@brileyfbr.com, or by telephone at (703) 312-9580.

This press release does not constitute an offer to sell or a solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful before registration or qualification under the securities laws of any such state or jurisdiction.

About GAN Limited

GAN is a leading business-to-business supplier of internet gambling software-as-a-service solutions predominantly to the US land-based casino industry. GAN has developed a proprietary internet gambling enterprise software system, GameSTACK™, which it licenses to land-based casino operators as a turnkey technology solution for regulated real-money internet gambling, encompassing internet gaming, internet sports gaming and virtual Simulated Gaming.

Investor Contacts:

GAN

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