

**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) **December 1, 2021**

**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, California**

(Address of principal executive offices)

**92618**

(Zip Code)

**(702) 964-5777**

(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, \$0.01 par value

**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 8.01 Other Events.**

On December 1, 2021, GAN Limited (the "Company") issued a blog post announcing the execution of an agreement with a top-three ranked U.S. market position 'podium player' business-to-consumer operator of U.S. online casino gaming ("iGaming") and sports betting, by commonly-accepted U.S. market metrics, to deploy the Company's platform which is already certified for sports betting and iGaming in various U.S. states. Subject to securing a requisite regulatory license, the Company expects to launch the client-branded website and accompanying mobile app offering online sports betting and iGaming in Ontario that leverages GAN's enterprise software in the first quarter of 2022.

The full text of the blog post announcing the agreement is attached as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits*

Exhibit Number	Description
99.1	<a href="#">Blog post dated December 1, 2021</a>

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**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: December 1, 2021

GAN Limited  
(Registrant)

*/s/ Karen E. Flores*

Karen E. Flores

Chief Financial Officer

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## **GAN's Technology Platform to Support Top 3 U.S. iGaming & online sports betting operator in Ontario**

*Internet casino & sportsbook expected to launch on 'Day One' of Ontario online market commencement*

**Irvine, California | December 1, 2021:** GAN Limited (the "Company" or "GAN") (NASDAQ: GAN), a leading full-service internet gaming software-as-a-service provider to the real money internet gaming, online sports betting, and simulated gaming industries, today announced the execution of an agreement with a top-three ranked U.S. market position 'podium player' B2C Operator of U.S. iGaming and online sports betting, by commonly-accepted U.S. market metrics, to deploy the GAN Platform which is already certified for sports betting and iGaming in various U.S. states. Subject to securing a requisite regulatory license, GAN expects to launch the client-branded website and accompanying mobile app offering Internet sports betting and iGaming in Ontario that leverages GAN's enterprise software in the first quarter of 2022.

GAN Limited, through its wholly-owned subsidiary, GAN Ontario, Inc. intends to apply for the appropriate gaming registration under the new iGaming regime in Ontario in connection with this matter. GAN Limited is in the process of obtaining that gaming registration now.

Ontario has a population of more than 13 million people, equivalent to the population of Pennsylvania, which is the fifth largest U.S. state. The Company anticipates being operational on Day One of the Ontario iGaming market in early 2022.

### **Dermot Smurfit, CEO of GAN, commented:**

*"We are very excited to sign our first B2B client in the newly regulated Ontario iGaming market, which we have been working towards for some months. This B2C Operator in the U.S. is ranked within the top three market positions and wishes to remain anonymous until they receive the requisite operating license in Ontario. Due to the nature of our Platform business operating as the client's Platform (or 'PAM') we are required to make this announcement now due to the necessary operational industrial disclosures to be made by GAN to third party suppliers of payments, content and other regulatory technical services. We expect the Ontario iGaming and online sports betting market to be an important source of future growth due to the province's population size and we are thrilled to have a trusted and proven-at-scale tier-1 operator as a partner."*

### **About GAN Limited**

GAN is a leading business-to-business supplier of internet gaming software-as-a-service solutions predominantly to the U.S. land-based casino industry. Coolbet, a division of GAN, is a market-leading operator of proprietary online sports betting technology with market leadership positions in select European and Latin American markets. GAN has developed a proprietary internet gaming enterprise software system, GameSTACK™, which it licenses to land-based casino operators as a turnkey technology solution for regulated real money internet gaming, encompassing internet gaming, internet

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sports gaming, and virtual Simulated Gaming. Additional information about GAN can be found online at [www.GAN.com](http://www.GAN.com).

#### **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 statements regarding future business opportunities 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. Please refer to the Company’s annual, quarterly and current reports filed on Forms 10-K, 10-Q and 8-K from time to time with the Securities and Exchange Commission for a further discussion of the factors and risks associated with the business. 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.

#### **Investor Contacts:**

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