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MERIDIAN HOLDINGS INC./NV

FORM 8-K
(Current report filing)

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Address	3651 LINDELL ROAD
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	LAS VEGAS, NV
Telephone	702-318-7548
CIK	0001437925
Symbol	MRDN
SIC Code	7372 - Services-Prepackaged Software
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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): **November 24, 2026**

MERIDIAN HOLDINGS INC.

(Exact name of registrant as specified in its charter)

Nevada	001-41326	46-1814729
(State or other jurisdiction of incorporation or organization)	**(Commission file number)**	**(IRS Employer IdentificationNo.)**

3651 Lindell Road, Suite D555
Las Vegas, NV89103
(Address of principal executive offices)(zip code)

Registrant's telephone number, including area code: (702) 318-7548

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, $0.00001 Par Value Per Share	MRDN	**The NASDAQ Stock Market LLC (The NASDAQ Capital Market)**

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 1.02. Termination of a Material Definitive Agreement.

At the Market Issuance Sales Agreement

As previously reported, on November 22, 2024, **Meridian Holdings Inc., formerly Golden Matrix Group, Inc.** (the "Company") entered into an Equity Distribution Agreement (the "Equity Distribution Agreement") with Craig-Hallum Capital Group LLC ("Craig Hallum", or the "Agent"). In accordance with the terms of the Equity Distribution Agreement, the Company could offer and sell from time to time through the Agent the Company's common stock having an aggregate offering price of up to $20,000,000 (the "Placement Shares"). Sales of the Placement Shares under the Equity Distribution Agreement were to be made in transactions that are deemed to be "at-the-market offerings" as defined in Rule 415 under the Securities Act of 1933, as amended (the "Securities Act"), including sales made by means of ordinary brokers' transactions, including on The Nasdaq Capital Market, at market prices or as otherwise agreed to with the Agent (the "ATM Program"). The Placement Shares were to be issued pursuant to the Company's shelf registration statement on Form S-3 (File No. 333-264446) filed on April 22, 2022, which was declared effective on May 3, 2022 (the "Registration Statement"). The Company filed a prospectus supplement, dated November 22, 2024 (the "Prospectus Supplement"), to the prospectus, dated May 3, 2022, included in the Registration Statement, with the Securities and Exchange Commission in connection with the offer and sale of the shares of common stock to be sold pursuant to the Distribution Agreement.

On November 24, 2026, the Company provided the Agent notice of the termination of the Equity Distribution Agreement, effective as of the close of business on November 24, 2026, pursuant to the terms of the Equity Distribution Agreement. As a result, the Company will no longer offer or sell shares under the related ATM Program.

The Company has decided to terminate the Sales Agreement because it does not intend to utilize the Sales Agreement to raise capital. The Company sold 204,286 Placement Shares for net proceeds under the Sales Agreement.

The Company will not incur any termination penalties as a result of its termination of the Sales Agreement.

A description of the terms and conditions of the Sales Agreement is set forth in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 25, 2024 and incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

On November 25, 2026, Meridian Holdings Inc. (the "Company") issued a press release announcing the termination of an at-the-market equity program.

A copy of the press release is furnished hereto as Exhibit 99.1, and incorporated by reference into this Item 7.01 in its entirety.

The information in this Item 7.01 of this Current Report on Form 8-K, including the information contained in Exhibit 99.1 is being furnished to the U.S. Securities and Exchange Commission, and shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by a specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1**	Press Release of Meridian Holdings Inc., dated November 25, 2026
104	Inline XBRL for the cover page of this Current Report on Form 8-K

** Furnished herewith.

The inclusion of any website address in this Form 8-K, and any exhibit hereto, is intended to be an inactive textual reference only and not an active hyperlink. The information contained in, or that can be accessed through, such website is not part of or incorporated into this Form 8-K.

FORWARD-LOOKING STATEMENTS

Certain statements made in the press release attached as Exhibit 99.1 contain forward-looking information within the meaning of applicable securities laws, including within the meaning of the Private Securities Litigation Reform Act of 1995 ("forward-looking statements"). Words such as "strategy," "expects," "continues," "plans," "anticipates," "believes," "would," "will," "estimates," "intends," "projects," "goals," "targets" and other words of similar meaning are intended to identify forward-looking statements but are not the exclusive means of identifying these statements.

Important factors that may cause actual results and outcomes to differ materially from those contained in such forward-looking statements include, without limitation, those included under "Forward-Looking Statements" in the press release furnished herewith, which are incorporated by reference herein. Although we believe that our plans, intentions and expectations reflected in or suggested by the forward-looking statements we make in this press release are reasonable, we provide no assurance that these plans, intentions or expectations will be achieved.

Other important factors that may cause actual results and outcomes to differ materially from those contained in the forward-looking statements included in this communication are described in the Company's publicly-filed reports, including, but not limited to, under the "Special Note Regarding Forward-Looking Statements," "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of the Company's periodic and current filings with the SEC, including the Form 10-Qs and Form 10-Ks, including, but not limited to, the Company's Annual Report on Form 10-K for the year ended December 31, 2025, the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2026, and future periodic reports on Form 10-K and Form 10-Q. These reports are available at www.sec.gov.

The Company cautions that the foregoing list of important factors is not complete and does not undertake to update any forward-looking statements except as required by applicable law. All subsequent written and oral forward-looking statements attributable to the Company or any person acting on behalf of the Company are expressly qualified in their entirety by the cautionary statements referenced above. Other unknown or unpredictable factors also could have material adverse effects on the Company's future results. The forward-looking statements included in the press release are made only as of the date thereof. The Company cannot guarantee future results, levels of activity, performance or achievements. Accordingly, you should not place undue reliance on these forward-looking statements. Finally, the Company undertakes no obligation to update these statements after the date of the release, except as required by law, and takes no obligation to update or correct information prepared by third parties that is not paid for by the Company. If we update one or more forward-looking statements, no inference should be drawn that we will make additional updates with respect to those or other forward-looking statements.

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.

Meridian Holdings Inc./NV

Date: November 25, 2026

By: */s/ William Scott*
William Scott
President

EXHIBIT 99.1

Meridian Holdings Ends At-the-Market Equity Program, Removing $16.9 Million of Potential Share Sales

Net cash provided by operating activities of $17.7 million in the first nine months of 2026; no shares sold under the program this year

LAS VEGAS, NV – November 25, 2026 (NEWMEDIAWIRE) – Meridian Holdings Inc. (NASDAQ: MRDN) ("Meridian Holdings" or the "Company"), a sports betting and gaming group, today announced that it has terminated its Equity Distribution Agreement with Craig-Hallum Capital Group LLC, effective November 24, 2026, thereby terminating the related at-the-market equity offering program. The termination removes the $16.9 million of common stock that remained available for sale under the program. The Company has sold no shares under the program in 2026. Net cash provided by operating activities was $17.7 million for the nine months ended September 30, 2026.

The program, set up under an Equity Distribution Agreement dated November 22, 2024, allowed the Company to sell up to $20 million of its common stock into the market. Over the life of the program, the Company sold 204,286 shares for net proceeds of $2,960,897, all in 2025.

"We have not sold a share under this program in 2026, and our operations generated $17.7 million of cash in the first nine months, so we closed it," said William Scott, President, Chief Financial Officer, Treasurer and Chairman of Meridian Holdings. "That removes $16.9 million of potential share sales for our shareholders."

Shares outstanding were 12,681,533 at September 30, 2026, within 0.3% of the 12,641,023 at December 31, 2025.

At September 30, 2026, total debt was $24.1 million, made up of $7.8 million of loans and $16.3 million of acquisition consideration payable to related parties. Cash and cash equivalents were $16.0 million, more than twice the Company's outstanding loans of $7.8 million. In the Quarterly Report on Form 10-Q for the quarter ended September 30, 2026, the Company stated that it believes its cash on hand is sufficient to meet its current working capital and capital expenditure requirements for at least twelve months.

In September 2026, the Company and the sellers of the Meridianbet group, who are related parties and include the Company's Chief Executive Officer, moved the due date of $15.6 million owed to the sellers, made up of $15.0 million of promissory notes and $625,672 of deferred purchase consideration, to November 1, 2031. These amounts bear no interest unless there is a default, and no payment to the sellers is scheduled before that date, as reported in the Company's Form 8-K filed on October 2, 2026.

About Meridian Holdings
Meridian Holdings Inc. (NASDAQ: MRDN) is a sports betting and gaming group headquartered in Las Vegas, Nevada. The Company operates online and retail sports betting and casino gaming in 19 jurisdictions across Europe, Africa and Central and South America. Its betting and casino brands include Meridianbet, founded in Serbia in 2001 and active in 18 jurisdictions, and MexPlay in Mexico. RKings runs pay-to-enter prize competitions in the United Kingdom, and Classics for a Cause runs trade promotions in Australia. The Company's B2B businesses include Expanse Studios, which develops and licenses casino games, and GMAG, which resells third-party gaming content, mainly in Asia-Pacific. For more information, visit www.meridian-holdings.com.

Forward-Looking Statements
This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including statements regarding the Company's liquidity, cash requirements, capital structure. Actual results may differ materially from those expressed or implied in these statements as a result of factors including the Company's operating performance, its cash needs and debt repayment obligations, regulatory developments in its markets, and the risks and uncertainties described in the Company's filings with the Securities and Exchange Commission, including its most recent Annual Report on Form 10-K, as updated by subsequent Quarterly Reports on Form 10-Q. The forward-looking statements in this press release speak only as of its date. Except as required by law, the Company undertakes no obligation to update or revise any forward-looking statement.

Contacts
Investors & Press: ir@meridian-holdings.com