

FORM 8-K

(Former name, former address and former fiscal year, if changed since last report)

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 17, 2024, John Jacquemin notified the Board of Directors (the “Board”) of PENN Entertainment, Inc. (the “Company”) of his decision not to stand for reelection to the Board at the expiration of his current term at the Company’s 2024 annual meeting of stockholders (the “2024 Annual Meeting”). Mr. Jacquemin will continue to serve as a Class I director and a member of the Board’s Nominating and Corporate Governance Committee until the 2024 Annual Meeting.

As a result of Mr. Jacquemin’s decision not to stand for reelection, on April 19, 2024, the Board (i) reclassified Vimla Black-Gupta from being a member of Class III of the Board to being a member of Class I of the Board, effective immediately, and put Ms. Black-Gupta forward for re-election at the 2024 Annual Meeting, (ii) decreased the size of the Board from ten to nine members, effective as of the 2024 Annual Meeting, and (iii) appointed Mr. Jacquemin to serve as a director emeritus, effective from the expiration of his term as a director at the 2024 Annual Meeting until January 3, 2025.

In addition, on April 19, 2024, the Board appointed Ms. Black-Gupta to serve on the Nominating and Corporate Governance Committee, removed Ms. Black-Gupta from the Compliance Committee, and appointed Anuj Dhanda to serve on the Compliance Committee, in each case, effective as of the 2024 Annual Meeting.

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: April 22, 2024

PENN ENTERTAINMENT, INC.

By: /s/ Christopher Rogers

Christopher Rogers

Executive Vice President, Chief Strategy Officer and Secretary
