

---

---

**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): **April 10, 2026**

**GameSquare Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-39389**  
(Commission  
File Number)

**99-1946435**  
(IRS Employer  
Identification No.)

**6775 Cowboys Way, Ste. 1335  
Frisco, Texas, USA**  
(Address of principal executive offices)

**75034**  
(Zip Code)

Registrant's telephone number, including area code: **(216) 464-6400**

**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                               | Trading Symbol(s) | Name of each exchange on which registered |
|---------------------------------------------------|-------------------|-------------------------------------------|
| <b>Common Stock, \$0.0001 par value per share</b> | <b>GAME</b>       | <b>The Nasdaq Stock Market LLC</b>        |

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On April 10, 2026, the Board of Directors (the “Board”) of GameSquare Holdings, Inc. (“GameSquare” or the “Company”) approved an amendment (the “Amendment”) to the Company’s Bylaws, effective April 10, 2026, to reduce the number of shares that are required to be present in person or by proxy at a meeting of the Company’s stockholders (a “Meeting”) for purposes of establishing a quorum. Prior to the Amendment, the presence in person or by proxy of the holders of shares of stock having a majority of the votes which could be cast by the holders of all outstanding shares of stock entitled to vote at the meeting was required to establish a quorum for the transaction of business at a Meeting. As approved in the Amendment, the presence in person or by proxy of the holders of shares of stock having not less than one-third (1/3) of the votes which could be cast by the holders of all outstanding shares of stock entitled to vote at the meeting will constitute a quorum for the transaction of business at a Meeting.

The Board adopted the Amendment to be better able to obtain a quorum and conduct business at a Meeting. The Board based its decision on the increasing prevalence of brokerage firms opting to forgo discretionary or proportionate voting of the shares held by them in street name, which is making it increasingly difficult for companies to obtain a quorum of the majority. The change to the quorum requirement was made to improve the Company’s ability to hold Meetings when called.

The foregoing description of the Amendment is qualified by reference to the full text of the Amendment, which is attached to this Current Report on Form 8-K as Exhibit 3.1, and which is incorporated herein by reference.

**Item 5.08. Shareholder Director Nominations.**

The Board of GameSquare has established June 18, 2026, as the date of the Company’s annual meeting of stockholders to be held in 2026 (the “2026 Annual Meeting”). The Board of Directors also established the record date for determining those stockholders who are entitled to notice of, and to vote at, the 2026 Annual Meeting as April 23, 2026. As the date of the 2026 Annual Meeting has advanced by more than 30 days from the anniversary date of the Company’s annual meeting of stockholders held in 2025 (the “2025 Annual Meeting”), in accordance with Rule 14a-5(f) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), the Company is informing its stockholders of such change. The time and location of the 2026 Annual Meeting will be as set forth in the Company’s definitive proxy statement for the 2026 Annual Meeting.

Since the date of the 2026 Annual Meeting changed by more than 30 days from the anniversary of the 2025 Annual Meeting, the deadlines which were set forth in the Company’s proxy statement with respect to the 2025 Annual Meeting, and filed with the United States Securities and Exchange Commission (the “SEC”) on September 8, 2025 for: (a) submission of any stockholder proposals pursuant to Rule 14a-8 under the Exchange Act, (b) submission by a stockholder of a nominee to serve as a director, or (c) submission by a stockholder of a proposal, to be considered at the meeting or for inclusion in the Company’s proxy materials outside of Rule 14a-8, no longer apply.

In order to be included in the proxy materials for the 2026 Annual Meeting, stockholder proposals submitted to us in compliance with SEC Rule 14a-8 (which concerns stockholder proposals that are requested to be included in a company’s proxy statement) must be received in written form at the Company’s executive offices on or before April 24, 2026. The Company has determined that this date is reasonable, and sufficient to allow the Company to begin to print and distribute its proxy materials prior to the 2026 Annual Meeting.

---

Finally, in accordance with the Company's Bylaws (the "Bylaws"), because the date of the 2026 Annual Meeting is more than 30 days before the anniversary of the Company's 2025 Annual Meeting, in order for a stockholder proposal to be submitted, or any nominations for election to the Company's Board of Directors at the 2026 Annual Meeting to be submitted, they must be received by our secretary no later than 10 days and not more than 60 days before the 2026 Annual Meeting. Notwithstanding the forgoing, the Company has determined notice of stockholder proposals or nominations for director for the 2026 Annual Meeting must be received no later than May 22, 2026.

Stockholders must deliver the proposals or nominations to the Company's Secretary at 6775 Cowboys Way, Ste. 1335 Frisco, Texas 75034, and must comply with all applicable rules and regulations of the SEC and the Bylaws.

#### **Item 7.01. Regulation FD Disclosure**

On April 14, 2026, GameSquare issued a press release announcing an increase in its stock repurchase program, as described in greater detail in Item 8.01 of this Current Report on Form 8-K. A copy of the press release is furnished hereto as Exhibit 99.1.

The information in Item 7.01 of this Current Report on Form 8-K (including Exhibit 99.1 attached hereto) shall not be deemed "filed" for purposes of Section 18 of the Exchange Act of 1934 (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly provided by specific reference in such a filing.

#### **Item 8.01 Other Events.**

On April 10, 2026, the Board of Directors of the Company approved a \$10 million increase in its stock repurchase program, bringing the aggregate amount that the Company may repurchase thereunder from \$5 million to \$15 million of its outstanding common stock.

As of March 31, 2026, the Company has repurchased 5.06 million shares of its common stock for \$2.5 million, representing an average repurchase price of approximately \$0.49 since the Company's initial repurchase program started in October 2025. The Company has approximately \$12.5 million remaining under its current authorization.

Under the stock repurchase program, the Company may repurchase shares of its common stock on a discretionary basis from time to time through open market repurchases, in privately negotiated transactions, or other means, including through Rule 10b5-1 trading plans.

The actual timing, number and value of shares repurchased under the stock repurchase program will depend on a number of factors, including constraints specified in a Rule 10b5-1 plan, stock price, trading volume, capital availability, and general business and market conditions. The stock repurchase program does not obligate the Company to acquire any specific number of shares in any period, and may be expanded, extended, modified or discontinued at any time.

#### **Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits.*

##### **Exhibit**

| <b>Number</b> | <b>Description</b>                                                         |
|---------------|----------------------------------------------------------------------------|
| 3.1           | <a href="#">Amendment No. 1 to the Bylaws of GameSquare Holdings, Inc.</a> |
| 99.1          | <a href="#">Press Release dated April 14, 2026.</a>                        |
| 104           | Cover Page Interactive Data File (embedded with 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.

**GAMESQUARE HOLDINGS, INC.**  
(Registrant)

Date: April 14, 2026

By: /s/ Justin Kenna  
Name: Justin Kenna  
Title: Chief Executive Officer, President and Director

---

**AMENDMENT NO. 1**  
**TO THE BYLAWS**  
**OF GAMESQUARE HOLDINGS, INC.**

The Bylaws (“**Bylaws**”) of GameSquare Holdings, Inc. (the “**Corporation**”), are hereby amended as follows, effective April 10, 2026:

1. Section 1.5 of the Bylaws of the Corporation is hereby amended and restated in its entirety to read as follows:

“1.5 **Quorum.** Except as otherwise provided by law, the Certificate of Incorporation or these bylaws, at each meeting of stockholders, the presence in person or by proxy of the holders of shares of stock having not less than one-third (1/3) of the votes which could be cast by the holders of all outstanding shares of stock entitled to vote at the meeting shall be necessary and sufficient to constitute a quorum. Where a separate vote by a class or series or classes or series is required, not less than one-third (1/3) of the outstanding shares of such class or series or classes or series, present in person or represented by proxy, shall constitute a quorum entitled to take action with respect to that vote on that matter, except as otherwise provided by law, the Certificate of Incorporation or these bylaws. If, however, such quorum is not present or represented at any meeting of the stockholders, then either (i) the chairperson of the meeting, or (ii) the stockholders entitled to vote at the meeting, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time, in the manner provided in **Section 1.6** of these bylaws, until a quorum is present or represented.”

2. Except as specifically amended herein, the Bylaws shall remain unchanged and in full force and effect.

*[Remainder of page intentionally left blank]*

---

The undersigned hereby certifies that he is the duly elected or appointed, qualified, and acting Secretary of GameSquare Holdings, Inc., a Delaware corporation, and that the foregoing Amendment to the Bylaws constitutes the entire amendment to the Bylaws, as duly adopted by the Board of Directors on April 10, 2026.

/s/ John Wilk

Name: John Wilk

Title: Secretary

---

**GameSquare Expands Share Repurchase Authorization to \$15 Million**

*Increased buyback reflects accelerating profitability, strong balance sheet, and confidence in GameSquare's long-term earnings power*

FRISCO, TX, April 14, 2026 — GameSquare Holdings, Inc. (NASDAQ: GAME) (“GameSquare” or the “Company”) today announced that the Company’s Board of Directors has authorized an increase in its stock repurchase program from \$5 million to \$15 million.

Under the repurchase program, GameSquare may purchase shares of its common stock on a discretionary basis from time to time through open market repurchases, in privately negotiated transactions, or other means, including through Rule 10b5-1 trading plans.

“The increase in our share repurchase authorization reflects the meaningful progress we made in the fourth quarter and our confidence in GameSquare’s long-term earnings power,” said Justin Kenna, CEO of GameSquare. “At recent trading levels, full utilization of our remaining authorization could represent the repurchase of approximately 40% of our current common shares outstanding, underscoring what we believe is a significant disconnect between our current market valuation and the long-term earnings power of our business.”

Consistent with its capital allocation priorities, GameSquare intends to continue to opportunistically repurchase its common stock. As of March 31, 2026, GameSquare has repurchased 5.06 million shares of its common stock for \$2.5 million, representing an average repurchase price of approximately \$0.49 since the Company’s initial repurchase program started in October 2025. The Company has approximately \$12.5 million remaining under its current authorization.

The actual timing, number and value of shares repurchased under the stock repurchase program will depend on a number of factors, including constraints specified in a Rule 10b5-1 plan, stock price, trading volume, capital availability, and general business and market conditions. The stock repurchase program does not obligate the Company to acquire any specific number of shares in any period, and may be expanded, extended, modified or discontinued at any time.

**About GameSquare Holdings, Inc.**

GameSquare (NASDAQ: GAME) is a cutting-edge media, entertainment, and technology company transforming how brands and publishers connect with Gen Z, Gen Alpha, and Millennial audiences. With a platform that spans award-winning creative services, advanced analytics, and FaZe Esports, one of the most iconic gaming organizations, we operate one of the largest gaming media networks in North America. As a digital-native business, GameSquare provides brands with unparalleled access to world-class creators and talent, delivering authentic connections across gaming, esports, and youth culture. Complementing our operating strategy, GameSquare has developed an innovative treasury management program designed to generate yield and enhance capital efficiency, reinforcing our commitment to building a dynamic, high-performing media company at the intersection of culture, technology, and next-generation financial innovation.

To learn more, visit [www.gamesquare.com](http://www.gamesquare.com).

---

**Forward-Looking Statements:**

This news release contains “forward-looking information” and “forward-looking statements” (collectively, “forward-looking statements”) within the meaning of the applicable securities legislation. All statements, other than statements of historical fact, are forward-looking statements and are based on expectations, estimates and projections as at the date of this news release. Any statement that involves discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as “expects”, or “does not expect”, “is expected”, “anticipates” or “does not anticipate”, “plans”, “budget”, “scheduled”, “forecasts”, “estimates”, “believes” or “intends” or variations of such words and phrases or stating that certain actions, events or results “may” or “could”, “would”, “might” or “will” be taken to occur or be achieved) are not statements of historical fact and may be forward-looking statements. In this news release, forward-looking statements relate, among other things, to: the Company’s future repurchases of its common stock, future performance, revenue, growth and profitability; and the Company’s ability to execute on its current and future business plans. These forward-looking statements are provided only to provide information currently available to us and are not intended to serve as and must not be relied on by any investor as, a guarantee, assurance or definitive statement of fact or probability. Forward-looking statements are necessarily based upon a number of estimates and assumptions which include, but are not limited to: the Company’s ability to grow its business and being able to execute on its business plans, the success of Company’s vendors and partners in their provision of services to the Company, the Company being able to recognize and capitalize on opportunities and the Company continuing to attract qualified personnel to supports its development requirements. These assumptions, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: the Company’s ability to achieve its objectives, the Company successfully executing its growth strategy, the ability of the Company to obtain future financings or complete offerings on acceptable terms, failure to leverage the Company’s portfolio across entertainment and media platforms, dependence on the Company’s key personnel and general business, economic, competitive, political and social uncertainties. These risk factors are not intended to represent a complete list of the factors that could affect the Company which are discussed in the Company’s most recent MD&A. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this news release. GameSquare assumes no obligation to update the forward-looking statements of beliefs, opinions, projections, or other factors, should they change, except as required by law.

**GameSquare Investor Relations**

Andrew Berger  
Phone: (216) 464-6400  
Email: [ir@gamesquare.com](mailto:ir@gamesquare.com)

**GameSquare Media Relations**

Chelsey Northern / The Untold  
Phone: (254) 855-4028  
Email: [pr@gamesquare.com](mailto:pr@gamesquare.com)

---