

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): **August 4, 2025**

GRABAGUN DIGITAL HOLDINGS INC.
(Exact name of registrant as specified in its charter)

Texas

(State or other jurisdiction
of incorporation)

001-42748

(Commission File Number)

33-4289144

(I.R.S. Employer
Identification Number)

200 East Beltline Road, Suite 403
Coppell, Texas 75019

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (972) 552-7246

(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
Common stock, par value \$0.0001 per share	PEW	New York Stock Exchange
Redeemable warrants, each whole warrant exercisable for one share of common stock at an exercise price of \$11.50 per share	PEWW	New York Stock Exchange

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. ☐

CURRENT REPORT ON FORM 8-K

GrabAGun Digital Holdings Inc.

August 4, 2025

Item 7.01. Regulation FD Disclosure.

The information contained in the Press Release issued by GrabAGun Digital Holdings Inc. on August 4, 2025, announcing the company's \$20 million share repurchase authorization, a copy of which is attached hereto as Exhibit 99.1, is incorporated herein by reference. The information in this current report (including the exhibit) is furnished pursuant to Item 7.01 and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that section.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1	Press Release of GrabAGun Digital Holdings Inc. issued on August 4, 2025.
104	Cover Page Interactive Data File (embedded within 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.

GRABAGUN DIGITAL HOLDINGS INC.

Date: August 4, 2025

By: /s/ Marc Nemati

Name: Marc Nemati

Title: President and Chief Executive Officer



GrabAGun Announces \$20 Million Share Repurchase Authorization

Coppell, Texas – August 4, 2025 – GrabAGun Digital Holdings Inc. (“GrabAGun” or the “Company”) (NYSE: PEW), an online retailer of firearms, ammunition and related accessories, today announced that its Board of Directors has unanimously authorized the repurchase of up to \$20 million of the Company’s common stock over the next 12 months.

“This repurchase authorization demonstrates our unwavering conviction in the strength of our business and firm belief that the current share price is significantly below the Company’s intrinsic value,” said Marc Nemati, Chief Executive Officer of GrabAGun “In the second quarter, we delivered growth despite significant industry headwinds. With over \$120 million in cash, no debt, and positive earnings, we are in a position to act decisively when the market presents a dislocation. Repurchasing shares at this level represents a compelling and efficient use of capital and underscores our long-term commitment to maximizing shareholder value. At the same time, we remain focused on disciplined investments in both high-return organic initiatives and accretive strategic opportunities.”

About GrabAGun

We are defenders. We are sportsmen. We are outdoorsmen. We believe that it is our American duty to help everyone, from first-time buyers to long-time enthusiasts, understand and legally secure their firearms and accessories. That’s why our arsenal is fully packed, consistently refreshed, and always loaded with high-quality affordable firearms and accessories. Industry-leading brands that GrabAGun works with include Smith & Wesson Brands, Sturm, Ruger & Co., SIG Sauer, Glock, Springfield Armory and Hornady Manufacturing, among others.

GrabAGun is a fast growing, digitally native eCommerce retailer of firearms and ammunition, related accessories and other outdoor enthusiast products. Building on its proprietary software expertise, GrabAGun’s eCommerce site has become one of the leading firearm retail websites. In addition to its eCommerce excellence, GrabAGun has developed industry-leading solutions that revolutionize supply chain management, combining dynamic inventory and order management with AI-powered pricing and demand forecasting. These advancements enable seamless logistics, efficient regulatory compliance and a streamlined experience for customers.

Forward-Looking Statements

Any statements other than statements of historical fact contained herein are forward-looking statements. Such forward-looking statements include, but are not limited to, expectations, hopes, beliefs, intentions, plans, prospects, financial results or strategies regarding GrabAGun held by GrabAGun’s management team and the products and markets, future financial condition, expected future performance and market opportunities of GrabAGun. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. Many factors could cause actual future events to differ materially from the forward-looking statements in this press release, including the possibility that the share repurchase does not accomplish its intended purposes. Recipients are cautioned not to put undue reliance on forward-looking statements, and GrabAGun does not assume any obligation to, nor intends to, update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by U.S. federal securities law.

Investors & Media

GrabAGun@icrinc.com