

**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): July 26, 2022

Direct Digital Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-41261
(Commission
File Number)

83-0662116
(IRS Employer
Identification No.)

1177 West Loop South, Suite 1310
Houston, Texas
(Address of principal executive offices)

77027
(Zip Code)

Registrant's telephone number, including area code: (832) 402-1051

1233 West Loop South, Suite 1170
Houston, Texas 77027
(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 Exchange Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, par value \$0.001 per share	DRCT	The Nasdaq Stock Market LLC
Warrants to purchase Class A common stock	DRCTW	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 (the "Exchange Act") (§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.

On July 26, 2022, Direct Digital Holdings, Inc. (the "Company") terminated its Credit Agreement, dated as of September 30, 2020 (as amended, the "Credit Agreement"), by and among the Company, Colossus Media, LLC, Huddled Masses LLC, Orange142, LLC, Universal Standards for Digital Marketing, LLC, and East West Bank ("EWB"), after having repaid in full all indebtedness under the Credit Agreement. The Company's payment to EWB was approximately \$403,696.28, inclusive of principal, interest and fees, which satisfied all of the Company's outstanding debt obligations under the Credit Agreement. The Company did not incur any prepayment fees or penalties as a result of the foregoing transactions. Simultaneous with the termination of the Credit Agreement, the Company also terminated the related (i) Revolving Credit Note, dated as of September 30, 2020, by and among the Company, Colossus Media, LLC, Huddled Masses, LLC, Orange142, LLC, Universal Standards for Digital Marketing, LLC and EWB and (ii) Preferred Equity Subordination Agreement, entered into as of September 30, 2020, among EWB, USDM Holdings, Inc. and the Company. The material terms of the Credit Agreement are described in the Company's Form 10-Q filed with the Securities and Exchange Commission on August 15, 2022.

SIGNATURE

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.

November 3, 2022
(Date)

Direct Digital Holdings, Inc.
(Registrant)

/s/ Susan Echard
Susan Echard
Chief Financial Officer and Corporate Secretary
