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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): April 7, 2025

**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)

**87-2306185**  
(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

**Not Applicable**  
(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

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.

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### Item 3.02 Unregistered Sales of Equity Securities.

Since April 1, 2025, the end of the period covered by the most recent Current Report on Form 8-K filed by Direct Digital Holdings, Inc. (**Company**) with respect to the subject of this Item 3.02, through April 7, 2025, the Company sold 500,000 shares of its Class A Common Stock, par value \$0.001 per share (the "**Class A Common Stock**") for an aggregate of \$272,107 in cash consideration after a total discount of \$11,338. This Current Report on Form 8-K is being filed because the aggregate number of shares of Class A Common Stock sold in unregistered transactions during the foregoing period exceeded five percent (5%) of the total number of such shares issued and outstanding as of April 1, 2025. Subsequently, the Company has sold 300,000 shares of Class A Common stock for an aggregate of \$139,248 in cash consideration after a total discount of \$5,802 through April 11, 2025.

The sales of Class A Common Stock referred to herein were made to New Circle Principle Investments LLC (**New Circle**) pursuant to the previously disclosed Equity Reserve Facility under the Share Purchase Agreement (the "**Purchase Agreement**") with New Circle. In the Purchase Agreement, New Circle represented to the Company, among other things, that it is an "accredited investor" (as such term is defined in Rule 501(a) of Regulation D under the Securities Act of 1933, as amended (the "**Securities Act**"). The securities referred to in this Current Report on Form 8-K were issued and sold in reliance upon the exemptions from the registration requirements of the Securities Act afforded by Section 4(a)(2) of the Securities Act.

### Item 5.08 Shareholder Director Nominations.

To the extent applicable, the information in Item 8.01 of this Current Report on Form 8-K is incorporated by reference into Item 5.08.

### Item 8.01 Other Events.

The Company has set June 9, 2025 as the date for its 2025 annual meeting of stockholders (the "**Annual Meeting**"). The time and location of the Annual Meeting will be set forth in the Company's definitive proxy statement (the "**Proxy Statement**") for the Annual Meeting to be filed with the U.S. Securities and Exchange Commission (the "**SEC**").

Stockholders intending to submit proposals for inclusion in the Proxy Statement pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**") must ensure that such proposals are received by the Company no later than April 21, 2025, which the Company has determined to be a reasonable time before it expects to begin to send its proxy materials for the Annual Meeting, and must comply with all applicable requirements of the Exchange Act and the Company's Amended and Restated Bylaws (the "**Bylaws**") to be eligible for inclusion in the Proxy Statement. Any proposal submitted after the above deadline will not be considered timely and will be excluded from the Proxy Statement.

Stockholders intending to submit a proposal outside the processes of Rule 14a-8 of the Exchange Act or a nominee for director, in each case in connection with the Annual Meeting, must provide notice of such proposals or nominees to the Company no later than the close of business on April 21, 2025, which is the 10th day following the first public announcement of the date of the Annual Meeting. In addition to satisfying the foregoing requirements under the Company's Bylaws, to comply with the universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than the Company's nominees at the Annual Meeting must provide notice to the Company's Corporate Secretary no later than April 21, 2025.

All proposals and notices must be in writing and received by the Company's Corporate Secretary at 1177 West Loop South, Suite 1310, Houston, Texas 77027, and must also comply with the applicable requirements set forth in the rules and regulations of the Exchange Act and the form and information requirements specified in the Bylaws, including Section 5 therein.

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**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.

April 11, 2025  
(Date)

**Direct Digital Holdings, Inc.**  
(Registrant)

/s/ DIANA P. DIAZ

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Diana P. Diaz  
*Chief Financial Officer*