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): November 19, 2026

Sports Entertainment Gaming Global Corporation
(Exact Name of Registrant as Specified in Its Charter)

Delaware	001-38508	No. 81-1996183
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

5049 Edwards Ranch Rd., 4th Floor Fort Worth, Texas	76109
(Address of Principal Executive Offices)	(Zip Code)

(737) 787-3798
(Registrant's Telephone Number, Including Area Code)

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 (see General Instruction A.2. below):

☐ 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
Common Stock, par value $0.001 per share	SEGG	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 (§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 November 19, 2026, Sports Entertainment Gaming Global Corporation (the "Company") delivered written notice to Generating Alpha Ltd., a St. Kitts and Nevis company ("Generating Alpha"), terminating the Stock Purchase Agreement dated November 21, 2024, between the Company (then known as Lottery.com Inc.) and Generating Alpha, as amended by the Amended Stock Purchase Agreement dated June 16, 2025 (as amended, the "Purchase Agreement"). The termination is effective November 19, 2026.

The Purchase Agreement provided an equity line under which Generating Alpha committed to purchase, at the Company's direction, up to $300,000,000 of the Company's registered common stock, par value $0.001 per share (the "Common Stock"). The purchase price was 94% of the lowest daily volume-weighted average price of the Common Stock during a valuation period of up to five trading days, and Generating Alpha could not beneficially own more than 4.99% of the outstanding Common Stock. The Company issued commitment fee shares and pre-funded warrants to Generating Alpha as consideration for its commitment. The Company described the Purchase Agreement in Current Reports on Form 8-K filed on November 29, 2024 and June 23, 2025, and filed the agreements as Exhibits 10.40 and 10.41 to its Annual Report on Form 10-K for the year ended December 31, 2025.

From the inception of the Purchase Agreement through the termination date, the Company received aggregate gross proceeds of approximately $5.9 million, before fees and expenses.

Section 10.2(a) of the Purchase Agreement requires the Company to pay Generating Alpha a termination fee only if it terminates before selling at least $5,000,000 of Common Stock under the Purchase Agreement. Because the Company sold more than that amount, no termination fee is payable. The commitment fee shares and pre-funded warrants previously issued to Generating Alpha were fully earned when issued and are not affected by the termination. The Company did not incur any material early termination penalties in connection with the termination.

Generating Alpha is also party to a Securities Purchase Agreement, a Short-Term Convertible Note, a Common Stock Purchase Warrant and a Registration Rights Agreement, each dated September 22, 2025, with the Company (filed as Exhibits 10.42 through 10.45 to the Company's Annual Report on Form 10-K for the year ended December 31, 2025). These agreements are not affected by the termination of the Purchase Agreement. As of the date of this report, $0 of principal and accrued interest remained outstanding under the Short-Term Convertible Note.

Forward-Looking Statements

This Current Report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements about the payment of any termination fee and the filing of a post-effective amendment. These statements are subject to risks and uncertainties, including those described under "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2025 and its subsequent filings with the SEC. Actual results may differ materially. The Company undertakes no obligation to update these statements, except as required by law.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99.1	Press release dated November 19, 2026
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.

Sports Entertainment Gaming Global Corporation

By: */s/ Robert J. Stubblefield*
Name: Robert J. Stubblefield
Title: Interim Chief Executive Officer

November 19, 2026

Exhibit 99.1

FOR OFFICIAL RELEASE
5049 Edwards Ranch Rd, 4th Floor
Fort Worth, TX 76109

SEGG Media Terminates $300 Million Equity Line of Credit (ELOC) and Pivots Towards Enhanced Growth Funding

- ***November 18 Lottery.com roll-out and affiliate expansion funded exclusively by direct partnership commitments***

- ***SEGG Media secures separate financing commitments to support Veloce and Quadrant and the pending official rollout of Sports.com, Concerts.com and TicketStub.com.***

FORT WORTH, Texas – Sports Entertainment Gaming Global Corporation ("SEGG Media" or the "Company") (Nasdaq: SEGG) today announced the termination of its stock purchase and registration rights agreements with Generating Alpha Ltd originally executed in November 2024 and amended in June 2025(the "Agreement"). The Company's election to cancel the Agreement decisively reduces potential shareholder dilution and market overhang. The termination is the latest step in management's effort to exit financing arrangements that were entered by the previous Chief Executive Officer, which the current management believes the Company has graduated from, and fund its growth with far superior financing structures that are more aligned with shareholders' interests.

The Agreement termination follows the Company's January 2026 exit from its financing arrangement with United Capital Investments London Limited ("UCIL") and its agreement to terminate other financing arrangements. Management is prioritizing financing structures that control dilution and support long-term shareholder returns.

Funding for Lottery.com, Veloce and Quadrant and SEGG's Additional Platforms

Lottery.com was relaunched worldwide on November 18, 2026. International Gaming Alliance ("IGA"), the first partner under the Lottery.com global affiliate program which was announced in July, has privately raised capital to develop the master affiliate program, launch Lottery.com in new markets beginning with Canada and Latin America, and expand its existing presence in Mexico. IGA will fund this work directly.

Separate from IGA's commitment, SEGG Media has secured additional strategic financing commitments to fund growth for Veloce Media Group and Quadrant and the rollout of the Sports.com, Concerts.com and TicketStub.com platforms. As reported in the Company's second-quarter Form 10-Q, revenue was $3.2 million, up 1,584% year over year. The increase was driven primarily by the first full quarter of including consolidated results from Veloce following the acquisition of a controlling interest in mid-February 2026.

Robert Stubblefield, Chief Financial Officer and Interim President and Chief Executive Officer of SEGG Media, said:

"The Generating Alpha ELOC, as most ELOCs, inherently exposes public companies to share dilution and downward price pressure. The Company is healthier and stronger today than it was when it entered this ELOC a couple of years ago. We have available enhanced financing that supports growth while limiting the cost and potential impact on share price and dilution to existing shareholders. IGA's commitment backs Lottery.com's expansion, and the additional committed financing will help us build upon Veloce's contribution to our second-quarter results, grow Veloce and Quadrant, and roll out Sports.com, Concerts.com and TicketStub.com ."

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About SEGG Media Corporation

SEGG Media (Nasdaq: SEGG) is a global sports, entertainment, and gaming group operating a portfolio of digital assets including Sports.com, Concerts.com, TicketStub.com, Lottery.com, and Veloce Media Group. Focused on immersive fan engagement, ethical gaming, and technology-driven live experiences, SEGG Media is redefining how global audiences interact with the content they love.

For additional information

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737-587-3391

SEGG Investors
ir@seggmedia.com
737-787-3891

Important Notice Regarding Forward-Looking Statements

This press release contains statements that constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including statements regarding the Company's funding strategy, the commitment and deployment of capital by International Gaming Alliance, the availability, terms and deployment of additional financing for Veloce Media Group and Quadrant, the scheduled expansion of Lottery.com into new markets, and the Company's approach to future financing. These forward-looking statements are based on management's current expectations and assumptions and are subject to risks and uncertainties that could cause actual results to differ materially, including, among others: the ability of IGA to fund and execute the planned market expansion; the ability to obtain or maintain licenses and regulatory approvals in new markets; the Company's ability to secure, close and deploy the anticipated financing for Veloce Media Group and Quadrant; the Company's need for additional capital and its ability to obtain financing on acceptable terms, which may include financing that dilutes existing shareholders; the Company's ability to continue as a going concern; the Company's ability to maintain compliance with Nasdaq Listing Rules and remain current with its SEC reports; and the other risks and uncertainties described under "Risk Factors" in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2025, its subsequent Quarterly Reports on Form 10-Q, and its other filings with the SEC. These forward-looking statements speak only as of the date of this press release. Except as required by law, the Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.