

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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): **January 4, 2026**

Outdoor Holding Company.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

001-13101

(Commission
File Number)

30-0957912

(IRS Employer
Identification No.)

**1100 Circle 75 Pkwy. Suite 1300
Atlanta, GA 30156**

(Address of principal executive offices)

(480) 947-0001

(Registrant's telephone number, including area code)

(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, \$0.001 par value	POWW	The Nasdaq Stock Market LLC (Nasdaq Capital Market)
8.75% Series A Cumulative Redeemable Perpetual Preferred Stock, \$0.001 par value	POWWP	The Nasdaq Stock Market LLC (Nasdaq Capital Market)

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 8.01 Other Events

On January 4, 2026, the Board of Directors of Outdoor Holding Company (the “Company”) authorized a discretionary share repurchase program pursuant to which the Company may repurchase up to \$15.0 million of its outstanding common stock over a period of twelve (12) months.

Repurchases under the program may be made from time to time, in management’s discretion, through open market purchases, privately negotiated transactions, and other means in accordance with federal securities laws, including pursuant to one or more Rule 10b5-1 trading plans. The timing, volume, and value of any repurchases will be determined by management based on factors including market conditions, the Company’s liquidity and capital needs, and other factors deemed relevant. The share repurchase program does not obligate the Company to repurchase any specific number of shares and may be modified, suspended, or terminated at any time at the discretion of the Company’s Board of Directors or management.

Any repurchases under the program will be funded from the Company’s existing cash balances, future operating cash flows, or other legally available funds. Repurchases will be conducted in accordance with the Company’s insider trading policy and applicable trading window restrictions.

A copy of the Company’s press release announcing the share repurchase program is attached as Exhibit 99.1 and incorporated herein by reference.

Cautionary Statement Concerning Forward-Looking Statements

Statements contained or incorporated by reference in this Current Report on Form 8-K that are not historical are considered “forward-looking statements” within the meaning of the federal securities laws and are presented pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as “target,” “believe,” “expect,” “will,” “may,” “anticipate,” “estimate,” “would,” “positioned,” “future,” and other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements include, among others, statements about the Company’s intent to repurchase shares of common stock, the Company’s business strategy, plans, objectives, expectations and intentions, and other statements that are not historical facts. Instead, they are based only on Company management’s current beliefs, expectations and assumptions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of the Company’s control. Important factors that could cause actual results to differ materially from those described in forward-looking statements include, but are not limited to, the Company’s ability to maintain and expand its e-commerce business, the Company’s ability to introduce new features on its e-commerce platform that match consumer preferences, the Company’s ability to retain and grow its customer base, the impact of lawsuits, including securities class action lawsuits, stockholder derivative suits and enforcement actions by regulatory authorities, the impact of adverse economic market conditions, including from social and political factors, and the occurrence of any other event, change or other circumstances that could give rise to impacts on operating results. Therefore, investors should not rely on any of these forward-looking statements and should review the risks and uncertainties described under the caption “Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended March 31, 2025, filed with the Securities and Exchange Commission (the “SEC”) on June 16, 2025, and additional disclosures the Company makes in its other filings with the SEC, which are available on the SEC’s website at www.sec.gov. Forward-looking statements are made as of the date of this report, and except as provided by law, the Company expressly disclaims any obligation or undertaking to any updated forward-looking statements.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release issued by Outdoor Holding Company, dated January 5, 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.

OUTDOOR HOLDING COMPANY

Dated: January 5, 2026

By: /s/ Paul J. Kasowski

Paul J. Kasowski

Chief Financial Officer



Outdoor Holding Company Announces Authorization of Share Repurchase Program

Atlanta, GA., January 5, 2026 (GLOBE NEWSWIRE) — Outdoor Holding Company (Nasdaq: POWW, POWWP) (“OHC,” “we,” “us,” “our” or the “Company”), the owner of GunBroker.com, the largest online marketplace for firearms, hunting and related products, today announced that its Board of Directors authorized a discretionary share repurchase program pursuant to which the Company may repurchase up to \$15 million of its outstanding common stock over the next twelve (12) months. “This authorization reflects the Board’s continued focus on disciplined capital allocation and long-term shareholder value. We believe this program provides us with additional flexibility to deploy capital opportunistically while maintaining a strong balance sheet and preserving our ability to fund operations, continue to invest in the business, and to pursue strategic opportunities as appropriate,” said Steve Urvan, Chairman and Chief Executive Officer of the Company.

Repurchases under the program may be made from time to time, in management’s discretion, through a variety of methods, including open market purchases, privately negotiated transactions, and other means in accordance with federal securities laws, including pursuant to one or more Rule 10b5-1 trading plans.

The timing, volume, and value of any repurchases will be determined based on factors including market conditions, the Company’s liquidity and capital needs, and other factors deemed relevant by management. The program does not obligate the Company to repurchase any particular number of shares and may be modified, suspended, or terminated at any time at the discretion of the Board of Directors or management.

Any repurchases will be funded from the Company’s existing cash balances, future operating cash flows, or other legally available funds. Repurchases will be conducted in accordance with the Company’s insider trading policy and applicable trading window restrictions.

About Outdoor Holding Company

Outdoor Holding Company is the publicly traded parent and operator of GunBroker.com, the largest online marketplace dedicated to firearms, hunting, shooting and related products. Third-party sellers list items on the site and federal and state laws govern the sale of firearms and other restricted items. Ownership policies and regulations are followed by using licensed firearms dealers as transfer agents. Launched in 1999, the [GunBroker.com](https://www.gunbroker.com) website is an informative, secure and safe way to buy and sell firearms, ammunition, shooting accessories and outdoor gear online. GunBroker promotes responsible ownership of firearms. For more information, visit: www.gunbroker.com.

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Contacts

For investors:

Darrow Associates

Phone: (917) 886-9071

IR@outdoorholding.com

Source: Outdoor Holding Company