

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): December 4, 2025

VERTIV HOLDINGS CO
Exact name of registrant as specified in its charter

Delaware
(State or other Jurisdiction of
incorporation)

001-38518
(Commission File Number)

81-2376902
(IRS Employer Identification
Number)

505 N. Cleveland Ave, Westerville, Ohio 43082
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: 614-888-0246

- Check the appropriate box below if the Form 8-K 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
Class A common stock, \$0.0001 par value per share	VRT	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. ☐

Item 2.01 Completion of Acquisition or Disposition of Assets

On December 4, 2025 (the “Closing Date”) Vertiv Corporation, an Ohio corporation (“Buyer”) and subsidiary of Vertiv Holdings Co, a Delaware corporation (the “Company”) completed the acquisition (the “Acquisition”) of all of the outstanding interests in Purge Rite Intermediate, LLC, a Delaware limited liability company (“PurgeRite”), for approximately \$1.0 billion in upfront cash consideration, subject to customary adjustments for target working capital, indebtedness and expenses, plus additional potential cash consideration of up to \$250 million in cash, which additional consideration shall be calculated based on post-closing performance metrics of the acquired business, pursuant to the terms and conditions of that previously announced Securities Purchase Agreement, dated as of October 31, 2025, by and between Buyer, the Company, Purge Rite and Purge Rite Holdings, LLC, a Delaware limited liability company (the “Acquisition Agreement”). PurgeRite provides mechanical flushing, purging and filtration services for data centers and other facilities.

The foregoing description of the Acquisition Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Acquisition Agreement, which was previously filed as Exhibit 2.1 on the Company’s Current Report on Form 8-K filed on November 3, 2025 and incorporated herein by reference. The Acquisition Agreement governs the contractual rights between the parties in relation to the Acquisition. The Acquisition Agreement is not intended to provide, modify or supplement any information about the Company, Buyer, PurgeRite or any of their respective subsidiaries or affiliates, or their respective businesses. In particular, the Acquisition Agreement is not intended to be, and should not be relied upon as, disclosures regarding any facts and circumstances relating to the Company, Buyer or PurgeRite. The representations and warranties contained in the Acquisition Agreement have been negotiated with the principal purpose of allocating risk between the parties, rather than establishing matters as facts. The representations and warranties may also be subject to contractual standards of materiality that may be different from those generally applicable under the securities laws. For the foregoing reasons, the representations and warranties should not be relied upon as statements of factual information.

Item 7.01 Regulation FD

On December 4, 2025, the Company issued a press release announcing the completion of the Acquisition of PurgeRite. The full text of the press release is attached as Exhibit 99.1 to this Current Report and is incorporated by reference herein. This information, including Exhibit 99.1 attached hereto, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 (d) Financial Statements and Exhibits

Exhibit No.	Exhibit Description
99.1	Press release of Vertiv Holdings Co, dated December 4, 2025
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

Date: December 5, 2025

Vertiv Holdings Co

/s/ Craig Chamberlin

Name: Craig Chamberlin

Title: Chief Financial Officer



News release



Vertiv Completes Acquisition of PurgeRite, Expanding Leadership in Liquid Cooling Services

~\$1.0 billion purchase strengthens Vertiv's capabilities in specialized fluid management services for high-density computing and AI applications

COLUMBUS, Ohio December 4, 2025-- Vertiv Holdings Co (NYSE: VRT), a global provider of critical digital infrastructure, today announced the successful completion of its previously reported intent to acquire Purge Rite Intermediate LLC ("PurgeRite"), a leading provider of mechanical flushing, purging and filtration services for data centers and other mission-critical facilities. The approximately \$1.0 billion acquisition enhances Vertiv's thermal management services capabilities and strengthens its position as a global leader in next-generation thermal chain services for liquid cooling systems.

"We are excited to officially welcome PurgeRite to Vertiv, expanding to deepen our fluid management services capabilities," said Gio Albertazzi, CEO at Vertiv. "PurgeRite's specialized expertise in fluid management services complements our existing portfolio and enhances our ability to provide end-to-end product and service support for customers' high-density computing and AI applications where efficient thermal management is critical to performance and reliability."

High-performance computing (HPC) and the AI factories require liquid cooling technology to operate, and it is crucial to deploy and maintain clean fluid loops to maximize cooling performance. Achieving this starts with optimal flow at commissioning by establishing ultra-clean, air-free, chemically stable coolant, and preserving that balance to maintain performance throughout the system's lifecycle.

The integration of PurgeRite's capabilities with Vertiv's existing thermal management portfolio is expected to offer significant customer benefits, including enhanced system performance through improved heat transfer and equipment efficiency, reduced risk of downtime through operational excellence, and expanded service scale supporting global operations with consistent quality.

Headquartered in Houston, Texas, PurgeRite has established itself as an industry leader in mechanical flushing, purging, and filtration for mission-critical data center applications, including strong relationships with hyperscalers and Tier 1 colocation providers. It brings engineering expertise, proprietary technologies and the ability to scale to meet the needs of challenging data center schedules, enabling complex liquid cooling applications across the thermal chain from chillers to coolant distribution units (CDUs). The company's services will join forces with Vertiv's existing liquid cooling offerings to deliver end-to-end thermal management solutions from facility to room and row to rack.

For more information about Vertiv's portfolio of solutions, visit [Vertiv.com](https://www.vertiv.com).

About Vertiv Holdings Co

Vertiv (NYSE: VRT) brings together hardware, software, analytics and ongoing services to enable its customers' vital applications to run continuously, perform optimally and grow with their business needs. Vertiv solves the most important challenges facing today's data centers, communication networks and commercial and industrial facilities with a portfolio of power, cooling and IT infrastructure solutions and services that extends from the cloud to the edge of the network. Headquartered in Westerville, Ohio, USA, Vertiv does business in more than 130 countries. For more information, and for the latest news and content from Vertiv, visit [Vertiv.com](https://www.vertiv.com).

Category: Financial News

Forward-looking statements

This release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27 of the Securities Act, and Section 21E of the Securities Exchange Act. These statements are only a prediction. Actual events or results may differ materially from those in the forward-looking statements set forth herein. Readers are referred to Vertiv's filings with the Securities and Exchange Commission, including its most recent Annual Report on Form 10-K and any subsequent Quarterly Reports on Form 10-Q for a discussion of these and other important risk factors concerning Vertiv and its operations. Those risk factors and risks related to the integration and performance of PurgeRite, among others, could cause actual results to differ materially from historical performance and include, but are not limited to: the successful integration of PurgeRite; expected expenses related to the transaction and the integration of PurgeRite; the possible diversion of management time on issues related to the transaction and integration of PurgeRite; the ability of Vertiv to maintain relationships with customers and suppliers of PurgeRite; and the ability of Vertiv to retain management and key employees of PurgeRite. Vertiv is under no obligation to, and expressly disclaims any obligation to, update or alter its forward-looking statements, whether as a result of new information, future events or otherwise.

SOURCE Vertiv Holdings Co

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