

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 12b-25

NOTIFICATION OF LATE FILING

(Check one): ☐ Form 10-K ☐ Form 20-F ☐ Form 11-K ☒ Form 10-Q ☐ Form 10-D ☐ Form N-CEN
☐ Form N-CSR

For Period Ended: March 28, 2026

- ☐ Transition Report on Form 10-K
☐ Transition Report on Form 20-F
☐ Transition Report on Form 11-K
☐ Transition Report on Form 10-Q

For the Transition Period Ended: N/A

Read Instruction (on back page) Before Preparing Form. Please Print or Type.
Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I — REGISTRANT INFORMATION

Driven Brands Holdings Inc.

Full Name of Registrant

N/A

Former Name if Applicable

440 South Church Street, Suite 700

Address of Principal Executive Officer (Street and Number)

Charlotte, North Carolina 28202

City, State and Zip Code

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- ☐ (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- ☐ (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-CEN or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- ☐ (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III — NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-CEN, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Driven Brands Holdings Inc. (the "Company") needs additional time to prepare its Form 10-Q for the quarter ended March 28, 2026 (the "2026Q1 Form 10-Q") as a result of the restatement (the "Restatement") of previously issued financial statements and the related delay in filing its Form 10-K for the year ended December 27, 2025 (the "2025 Form 10-K"), which has not been completed as of the date of this notification. Management expects to report that it did not maintain effective internal control over financial reporting or disclosure controls and procedures because of material weaknesses in our control environment and this contributed to additional material weaknesses related to (i) controls related to account reconciliations, (ii) controls over leases, (iii) controls related to intercompany and consolidation transactions, and (iv) controls over manual journal entries.

The Company continues to dedicate significant resources to the 2025 Form 10-K and the 2026Q1 Form 10-Q and is working diligently to file each as soon as practicable.

Forward-Looking Statements

This filing contains a number of forward-looking statements. Words such as "intends," "expect," or "will," and variations of such words and similar future or conditional expressions are intended to identify forward-looking statements. These forward-looking statements include, but are not limited to, statements regarding our beliefs and expectations relating to the filing of the 2025 Form 10-K and the 2026Q1 Form 10-Q and the results of the ongoing review. These forward-looking statements are not guarantees of future results and are subject to a number of risks and uncertainties, many of which are difficult to predict and beyond our control. Important factors that may cause actual results to differ materially from those in the forward-looking statements include, but are not limited to, a material delay in the Company's financial reporting, and the possibility that the Company's review of the financial statements and evaluation of its internal controls over financial reporting is ongoing and the Company may identify further material errors. We disclaim and do not undertake any obligation to update or revise any forward-looking statement in this report, except as required by applicable law or regulation.

PART IV — OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification

Michael Diamond

(Name)

704

(Area Code)

377-8855

(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes ☐ No ☒

The Company has not filed its 2025 Form 10-K.

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes ☒ No ☐

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

As disclosed in the Company's Current Report on Form 8-K filed under Item 4.02 on February 25, 2026, management has identified several errors in its financial statements. The Company expects that net revenue for Q1 2025 to be between \$441M - \$451M, adjusted for restatement and discontinued operations. The Company previously reported Q1 2025 net revenue of \$516M. Approximately \$65-\$70M of this decrease relates to discontinued operations and \$1 - \$5M relates to restatement impacts.

Driven Brands Holdings Inc.
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date May 8, 2026

By /s/ Michael Diamond
Name: Michael Diamond
Title: Executive Vice President, Chief Financial Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

ATTENTION
Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).