

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 22, 2026

Commission file number: 001-39898

**Driven Brands Holdings Inc.**  
(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation or organization)

**139898**  
(Commission File Number)

**47-3595252**  
(I.R.S. Employer Identification No.)

**440 South Church Street, Suite 700**  
**Charlotte, North Carolina**

(Address of principal executive offices)

**28202**

(Zip Code)

**(704) 377-8855**

(Registrant's Telephone Number, Including Area Code)

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 Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$0.01 par value	DRVN	The Nasdaq Global Select 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 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 7.01. Regulation FD Disclosure.**

On April 22, 2026, Driven Brands, Inc. (the “U.S. Manager”) and Driven Brands Canada Shared Services, Inc. (the “Canadian Manager” and together with the U.S. Manager, the “Managers”), indirect wholly-owned subsidiaries of the Company, received a waiver (the “WBS Waiver”) under the Second Amended and Restated Base Indenture, dated as of October 20, 2025 (as amended, restated, supplemented, or otherwise modified), by and among Driven Brands Funding, LLC (the “Issuer”), Driven Brands Canada Funding Corporation (the “Canadian Co-Issuer” and together with the Issuer, the “Co-Issuers”), and Citibank, N.A., as trustee and securities intermediary (the “Trustee”), which (i) extends the deadline for the Managers to deliver the annual financial statements of the Company for the fiscal year ended December 27, 2025 (the “2025 Form 10-K”) to the Trustee, Midland Loan Services, a division of PNC Bank, National Association (the “Servicer”), FTI Consulting, Inc. (the “Back-Up Manager”), and the applicable ratings agencies (each a “Rating Agency”) to June 10, 2026, (ii) extends the deadline for the Managers to deliver the respective quarterly financial statements of the Company, the Issuer, the Canadian Co-Issuer, and the U.S. Manager for the fiscal quarter ending on March 28, 2026 to the Trustee, the Servicer, the Back-Up Manager, and each Rating Agency until the date that is 45 days after the applicable annual financial statements for the fiscal year ended December 27, 2025 are delivered to the Trustee, the Servicer, the Back-Up Manager, and each Rating Agency, and (iii) extends the deadline for the Co-Issuers to furnish, or cause the applicable Manager to furnish, to the Trustee, the Servicer, the Back-Up Manager (to the extent such report is not being provided by the Back-Up Manager), and each Rating Agency the reports of the independent auditors or the Back-Up Manager required to be delivered to such Co-Issuer by the applicable Manager until the date that is 30 days after the latest delivery date of the annual financial statements of the Company, the Co-Issuers, and the U.S. Manager for the fiscal year ended December 27, 2025 (the “Co-Issuer Reports”). A copy of the WBS Waiver is being furnished herewith as Exhibit 99.1.

The Company currently expects to deliver the 2025 Form 10-K on or before June 10, 2026.

The information provided pursuant to Item 7.01, including the exhibits attached hereto, is being furnished and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in 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 any such filing.

***Forward Looking Statements***

The disclosure set forth in this Item 7.01 contains a number of forward-looking statements. Words such as “intends,” “expects,” 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 timing of the filing of the 2025 Form 10-K and first quarter 2026 Form 10-Q and the furnishing of the Co-Issuer Reports. 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. 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.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

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Exhibit No.	Description
99.1	<a href="#">WBS Waiver dated April 22, 2026</a>
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document

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**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.

DRIVEN BRANDS HOLDINGS INC.

Date: April 23, 2026

By: /s/ Scott O'Melia  
Name: Scott O'Melia  
Title: Executive Vice President, Chief Legal Officer, and Secretary

April 22, 2026

Driven Brands Inc., Manager  
440 S. Church Street, Suite 700  
Charlotte, NC 28202

Driven Brands Canada Shared Services Inc., as Canadian Manager  
1460 Stone Church Road E.  
Hamilton, ON L8W 3V3

With a copy to:

S&P Global Ratings  
55 Water Street  
New York, NY 10004  
Attention: Structured Credit Surveillance Group  
E-mail: [servicer\\_reports@sandp.com](mailto:servicer_reports@sandp.com)

Kroll Bond Rating Agency, LLC  
805 Third Ave, 29th Floor  
New York, NY 10022  
Attention: ABS Surveillance  
E-mail: [abssurveillance@kbra.com](mailto:abssurveillance@kbra.com)

Re:

Co-Issuers: Driven Brands Funding, LLC; Driven Brands Canada Funding Corporation  
Managers: Driven Brands Inc. (the “U.S. Manager”) and Driven Brands Canada Shared Services Inc. (the “Canadian Manager”)  
Consent Request: 2025 Audited Financial Statements, Q1 2026 Financial Reports and 2025 Annual Accountants’ Reports

Greetings:

Midland Loan Services, Inc. (“Midland”) is the Servicer and Control Party for the aforementioned transaction.

This consent request relates to (a) audited consolidated cash flow statement, balance sheet and related statements of income for the fiscal year ending in December 2025 for Driven Brands Holdings Inc. (“DBH”) and its Subsidiaries (“2025 Financials”), (b) the consolidated balance sheet and related statements of income for DBH and its Subsidiaries for the fiscal quarter ending in March 2026 (“DBH Q1 Financials”), (c) the unaudited consolidated balance sheet and unaudited consolidated statements of operations and comprehensive income, changes in members’ equity and cash flows for the fiscal quarter ending in March 2026 for the U.S. Securitization Entities



(“U.S. Securitization Entity Q1 Financials”), (d) the unaudited consolidated balance sheet and unaudited consolidated statements of operations and comprehensive income, changes in members’ equity and cash flows for the fiscal quarter ending in March 2026 for the Canadian Securitization Entities (“Canadian Securitization Entity Q1 Financials”), (e) the unaudited consolidated balance sheet and unaudited consolidated statements of operations and comprehensive income and cash flows for the fiscal quarter ending in March 2026 for the U.S. Manager (“U.S. Manager Q1 Financials”) and (f) each Annual Accountants’ Report (as defined in the Management Agreements) (such reports, collectively, the “2025 Annual Accountants’ Reports”).

Midland received the Managers’ request to extend the time to provide (a) the 2025 Financials to June 10, 2026, (b) the DBH Q1 Financials to the date that is forty-five (45) calendar days following the date on which the 2025 Financials are delivered (the “DBH Annual Financials Delivery Date”), (c) the U.S. Securitization Entity Q1 Financials to the date that is forty-five (45) calendar days following the U.S. Securitization Entity Annual Financials Delivery Date (as defined below), (d) the Canadian Securitization Entity Q1 Financials to the date that is forty-five (45) calendar days following the Canadian Securitization Entity Annual Financials Delivery Date (as defined below), (e) the U.S. Manager Q1 Financials to the date that is forty-five (45) calendar days following the U.S. Manager Annual Financials Delivery Date (as defined below) and (f) the 2025 Annual Accountants’ Reports to the date that is thirty (30) calendar days following the latest to occur of the DBH Annual Financials Delivery Date, the U.S. Securitization Entity Annual Financials Delivery Date, the Canadian Securitization Entity Annual Financials Delivery Date and the U.S. Manager Annual Financials Delivery Date (the foregoing requests pursuant to clauses (a), (b), (c), (d), (e) and (f) to extend the reporting dates collectively referred to as the “Financial Reporting Date Extension”). The “U.S. Securitization Entity Annual Financials Delivery Date” means the date on which the Co-Issuers have delivered the audited financial statements for the fiscal year ending in December 2025 for the U.S. Securitization Entities. The “Canadian Securitization Entity Annual Financials Delivery Date” means the date on which the Co-Issuers have delivered the audited financial statements for the fiscal year ending in December 2025 for the Canadian Securitization Entities. The “U.S. Manager Annual Financials Delivery Date” means the date on which the Co-Issuers have delivered the audited financial statements for the fiscal year ending in December 2025 for the U.S. Manager.

Midland acknowledges that the Co-Issuers have confirmed and agreed that (a) the 2025 Financials will be received no later than June 10, 2026, (b) the DBH Q1 Financials will be received no later than the date that is forty-five (45) calendar days following the DBH Annual Financials Delivery Date, (c) the U.S. Securitization Entity Q1 Financials will be received no later than the date that is forty-five (45) calendar days following the U.S. Securitization Entity Annual Financials Delivery Date, (d) the Canadian Securitization Entity Q1 Financials will be received no later than the date that is forty-five (45) calendar days following the Canadian Securitization Entity Annual Financials Delivery Date, (e) the U.S. Manager Q1 Financials will be received no later than the date that is forty-five (45) calendar days following the U.S. Manager Annual Financials Delivery Date and (f) the 2025 Annual Accountants’ Reports will be received no later than the date that is thirty (30) calendar days following the latest to occur of the DBH Annual Financials Delivery Date, the U.S. Securitization Entity Annual Financials Delivery Date, the Canadian Securitization Entity Annual Financials Delivery Date and the U.S. Manager Annual Financials Delivery Date, and that Midland will not declare any breach of any covenant under the Second Amended and Restated Base Indenture or any Management Agreement, in each case in effect for the Driven



Brands Securitization Entities, or any associated Rapid Amortization Event or any associated Manager Termination Event with respect to the U.S. Manager or the Canadian Manager, in each case arising solely from the Financial Reporting Date Extension as long as such Persons' financial reporting obligations are performed in accordance with the terms of the Transaction Documents by such extended reporting deadline. Midland does not waive, extend, or modify any other non-performance, default, or breach of covenant under the Transaction Documents or pursuant to this letter, it being acknowledged that this letter pertains solely to the Financial Reporting Date Extension and is conditioned upon strict performance, time being of the essence, with the undertakings set forth herein.

In consenting to this request, Midland is relying upon the Officer's Certificate and Opinion of Counsel delivered to Midland in connection with this request.

Midland's Consent Fee is \$10,000 for this request; invoice to be provided under separate email.

If you have any questions, please feel free to contact me by phone at 913-521-6547 or by email at [matthew.merritt@pnc.com](mailto:matthew.merritt@pnc.com).

*[Signature follows on next page]*

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Sincerely,

Midland Loan Services, a Division of PNC Bank, National Association, as Control Party

/s/ Wm. Dugger Schwartz  
Name: Wm. Dugger Schwartz  
Title: Senior Vice President

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