
**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): May 18, 2026

✦ FISCALNOTE

FISCALNOTE HOLDINGS, INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39672
(Commission File Number)

88-3772307
(IRS Employer
Identification No.)

1201 Pennsylvania Avenue NW
6th Floor
Washington, District of Columbia
(Address of Principal Executive Offices)

20004
(Zip Code)

Registrant's Telephone Number, Including Area Code: (202) 793-5300

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
N/A	N/A	N/A
N/A	N/A	N/A

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 May 18, 2026, the Company entered into letter agreements amending its forbearance agreements dated April 21, 2026 with each of GPO FN Noteholder, LLC (“**GPO**”) and YA II PN, Ltd (together with GPO, the “**Subordinated Creditors**”). Pursuant to the forbearance agreements, as amended, each Subordinated Creditor has agreed to waive defaults under the terms of subordinated convertible debt instruments issued to the Subordinated Creditors arising from the delisting of the Company's Class A common stock from the New York Stock Exchange, and to forbear from exercising any rights relating to such defaults, until June 21, 2026.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

104 Cover Page Interactive Data File (formatted as Inline XBRL).

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.

FISCALNOTE HOLDINGS, INC.

Date: May 18, 2026

By: _____ /s/ Todd Aman

Name: Todd Aman

Title: Chief Legal & Administrative Officer
