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

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

**Date of report (Date of earliest event reported): March 2, 2026**

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**TRAEGER, INC.**

(Exact name of registrant as specified in its charter)

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

**001-40694**  
(Commission  
File Number)

**82-2739741**  
(I.R.S. Employer  
Identification No.)

**533 South 400 West,**  
**Salt Lake City, Utah**  
(Address of principal executive offices)

**84101**  
(Zip Code)

**(Registrant's telephone number, include area code) (801) 701-7180**

**N/A**  
(Former Name or Former Address, if Changed Since Last Report)

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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, par value \$0.0001 per share	COOK	The 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.

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**Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On March 5, 2026, Traeger, Inc. (the “Company”) received written notice (the “Notice”) from the New York Stock Exchange (the “NYSE”) that it is not in compliance with the continued listing standard set forth in Section 802.01C of the NYSE’s Listed Company Manual (“Section 802.01C”) because the average closing price of the Company’s common stock was less than \$1.00 per share over a consecutive 30 trading-day period ended March 4, 2026. The Notice does not result in the immediate delisting of the Company’s common stock from the NYSE.

The Company intends to remain listed on the NYSE and is evaluating available options to regain compliance with the NYSE’s continued listing standards, including a reverse stock split. At a special meeting of stockholders held on March 2, 2026, the Company’s stockholders approved a reverse stock split of the Company’s common stock, subject to approval by the Company’s Board of Directors.

In accordance with applicable NYSE rules, the Company can regain compliance at any time within a six-month cure period following its receipt of the Notice if, on the last trading day of any calendar month during such cure period (or the last trading day of the cure period), the Company has both: (i) a closing price of at least \$1.00 and (ii) an average closing share price of at least \$1.00 over the 30 trading-day period ending on the last trading day of the applicable calendar month or the cure period. Under the NYSE’s rules, if the Company determines that it will cure the stock price deficiency by taking an action requiring shareholder approval at its next annual meeting, the price condition will be deemed cured if the price promptly exceeds \$1.00 per share and the price remains above that level for at least the next 30 trading days.

The Notice has no immediate impact on the listing of the Company’s common stock, which will remain listed and traded on the NYSE during the six-month cure period, subject to the Company’s compliance with the other continued listing requirements of the NYSE. The Notice does not affect the Company’s ongoing business operations, reporting requirements with the Securities and Exchange Commission, nor does it trigger any violation of its debt obligations.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On March 2, 2026, the Company held a special meeting of stockholders (the "Special Meeting"). The stockholders of the Company voted on the following two proposals at the Special Meeting, each of which is more fully described in the Company's definitive proxy statement filed with the Securities and Exchange Commission on January 26, 2026.

*Proposal One – Approval of Reverse Stock Split.* The proposal to approve amendments to the Company's Amended and Restated Certificate of Incorporation to effect a reverse stock split of the Company's common stock, \$0.0001 par value per share, at a ratio ranging from any whole number between 1-for-10 and 1-for-50, as determined by the Company's Board of Directors in its discretion, was approved.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
124,775,696	2,117,704	241,662	0

*Proposal Two – Approval of Adjournment of the Special Meeting.* The proposal to approve the adjournment of the Special Meeting, if necessary, to solicit additional proxies if there were not sufficient votes at the time of the Special Meeting to approve Proposal One, was approved.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
124,726,243	2,153,788	255,031	0

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**Item 7.01. Regulation FD Disclosure.**

As required by Section 802.01C, the Company issued a press release on March 6, 2026, announcing its receipt of the Notice. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information contained in Item 7.01 and Exhibit 99.1 of this Current Report on Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities under the Section and shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

**Forward-Looking Statements**

This Current Report on Form 8-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained in this Current Report on Form 8-K that do not relate to matters of historical fact should be considered forward-looking statements, including without limitation statements regarding the Company’s plans with respect to the NYSE notice of non-compliance, including a potential reverse stock split. In some cases, you can identify forward-looking statements by terms such as “may,” “will,” “should,” “expects,” “plans,” “anticipates,” “could,” “intends,” “targets,” “projects,” “contemplates,” “believes,” “estimates,” “predicts,” “potential” or “continue” or the negative of these terms or other similar expressions. These statements are neither promises nor guarantees, and involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements, including, but not limited to, the following: reactions from our employees, vendors, customers, lenders and investors to the Company’s receipt of the NYSE notice of non-compliance, the Company’s ability to regain compliance with the minimum share price requirement within the applicable cure period; the Company’s ability to comply with other NYSE listing standards and maintain the listing of its common stock on the NYSE; the impact of management transitions on our common stock; our ability to manage our future growth effectively; our ability to expand into additional markets; our ability to maintain and strengthen our brand to generate and maintain ongoing demand for our products; our ability to cost-effectively attract new customers and retain our existing customers; the highly competitive market in which we operate; and the ability of our stockholders to influence corporate matters. These and other important factors discussed under the caption “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2025. Any such forward-looking statements represent management’s expectations and estimates as of the date of this Current Report on Form 8-K. While the Company may elect to update such forward-looking statements at some point in the future, the Company disclaims any obligation to do so, even if subsequent events cause the Company’s views to change.

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release, dated March 6, 2026</a>
104	Cover Page Interactive Data File (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.

**Traeger, Inc.**

Date: March 6, 2026

By: /s/ Michael J. Hord

Michael J. Hord  
Chief Financial Officer



## **Traeger Receives NYSE Continued Listing Standard Notice**

### *Notice Has No Immediate Impact on the Listing or Trading of Traeger Common Stock*

**SALT LAKE CITY, UT – March 6, 2026** (BUSINESS WIRE) – Traeger, Inc. (“Traeger” or the “Company”) (NYSE: COOK) today announced that it has received a notice (the “Notice”) from the New York Stock Exchange (the “NYSE”) on March 5, 2026 indicating that the average closing price per share of its common stock, \$0.0001 par value per share (the “Common Stock”), was below \$1.00 over a consecutive 30-day period, as required for continued listing under Section 802.01C of the NYSE Listed Company Manual.

In anticipation of addressing the minimum share price requirement, the Company held a special meeting of stockholders on March 2, 2026, at which the Company’s stockholders approved a reverse stock split of the Company’s issued and outstanding Common Stock at a ratio ranging between 1-for-10 and 1-for-50, with the final ratio to be determined by the Company’s Board of Directors in its discretion. The reverse stock split is intended, among other things, to enable the Company to regain compliance with the NYSE’s minimum share price requirement.

The Company’s Board of Directors will determine whether and when to effect the reverse stock split and the specific ratio within the approved range. The reverse stock split, if effected, will be subject to the satisfaction of applicable conditions and the filing of an amendment to the Company’s certificate of incorporation.

The Company intends to continue to monitor the trading price of its Common Stock and to take such actions as may be necessary to regain compliance with the NYSE’s continued listing standards within the applicable cure period.

The NYSE notice does not affect the Company’s ongoing business operations, its reporting obligations with the Securities and Exchange Commission, nor does it trigger any violation of its debt obligations.

## Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained in this Current Report on Form 8-K that do not relate to matters of historical fact should be considered forward-looking statements, including without limitation statements regarding the Company's plans with respect to the NYSE notice of non-compliance, including a potential reverse stock split and estimated annualized run-rate savings from Project Gravity. In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "expects," "plans," "anticipates," "could," "intends," "targets," "projects," "contemplates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of these terms or other similar expressions. These statements are neither promises nor guarantees, and involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements, including, but not limited to, the following: reactions from our employees, vendors, customers, lenders and investors to the Company's receipt of the NYSE notice of non-compliance, the Company's ability to regain compliance with the minimum share price requirement within the applicable cure period; the Company's ability to comply with other NYSE listing standards and maintain the listing of its common stock on the NYSE; the impact of management transitions on our common stock; our ability to manage our future growth effectively; our ability to expand into additional markets; our ability to maintain and strengthen our brand to generate and maintain ongoing demand for our products; our ability to cost-effectively attract new customers and retain our existing customers; the highly competitive market in which we operate; and the ability of our stockholders to influence corporate matters. These and other important factors discussed under the caption "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2025. Any such forward-looking statements represent management's estimates as of the date of this press release. While we may elect to update such forward-looking statements at some point in the future, we disclaim any obligation to do so, even if subsequent events cause our views to change.

### CONTACT:

#### Investors:

Stephanie Read  
Traeger, Inc.

[investor@traeger.com](mailto:investor@traeger.com)

#### Media:

The Brand Amp

[Traeger@thebrandamp.com](mailto:Traeger@thebrandamp.com)