
**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): January 21, 2026

SIX FLAGS ENTERTAINMENT CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-42157
(Commission
File No.)

93-4097909
(I.R.S. Employer
Identification No.)

**8701 Red Oak Blvd.,
Charlotte, North Carolina 28217**
(Address of principal executive offices) (Zip Code)

(704) 414-4700
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

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 \$0.01 per share	FUN	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 1.01 Entry into a Material Definitive Agreement.

On January 21, 2026, Six Flags Entertainment Corporation (the “Company”) entered into an amendment (the “Amendment”) to the cooperation agreement (the “Cooperation Agreement”) with Dendur Capital LP and certain of its affiliates (together, “Dendur”), dated March 10, 2025. The following is a summary of the material terms of the Amendment. The summary does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which is attached as Exhibit 10.1 hereto and is incorporated herein by reference.

The Amendment permits Dendur to acquire derivative securities or any other rights decoupled from the underlying securities of the Company that may only be settled in cash and not shares, so long as Dendur’s aggregate economic exposure (including both shares of common stock of the Company and derivative securities or any other rights decoupled from the underlying securities of the Company) does not exceed 14.99%.

The Amendment is attached hereto as Exhibit 10.1 and is incorporated herein by reference. The description of the Amendment herein does not purport to be complete and is qualified in its entirety by reference to Exhibit 10.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
10.1	Amendment to Cooperation Agreement, dated as of January 21, 2026, by and between the Company and Dendur
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SIX FLAGS ENTERTAINMENT CORPORATION
(Registrant)

/s/ Brian C. Witherow

Name: Brian C. Witherow
Title: Chief Financial Officer

Date: January 23, 2026

AMENDMENT NO. 1 TO COOPERATION AGREEMENT

This Amendment (this "Amendment") is made and entered into as of January 21, 2026, by and among Six Flags Entertainment Corporation, a Delaware corporation (the "Corporation") and Dendur Capital LP, a Delaware limited partnership and its Affiliates set forth in the signature pages hereto (collectively, "Dendur") (each of the Corporation and Dendur, a "Party" to this Amendment, and collectively, the "Parties").

RECITALS

WHEREAS, the Corporation and Dendur are parties to that certain Cooperation Agreement, dated as of March 10, 2025 (the "Existing Agreement"), which includes certain agreements among the Parties with respect to, among other things, the composition of the Corporation's board of directors and other matters; and

WHEREAS, the Parties have agreed to certain amendments to provisions set forth in the Existing Agreement, as set forth herein.

NOW, THEREFORE, in consideration of the foregoing premises and the mutual covenants and agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereto, intending to be legally bound hereby, agree as follows:

1. Amendment to the Existing Agreement. The Corporation and Dendur hereby acknowledge and agree as follows (capitalized terms used in this Section 1 but not defined herein have the meanings assigned to them in the Existing Agreement):

Section 2(a)(i) of the Existing Agreement hereby amended and restated as follows:

"acquire, seek to acquire or agree to acquire (directly or indirectly), whether by market purchases, private purchases, tender or exchange offer, through the acquisition of control of another person, by joining a "group" (within the meaning of Section 13(d)(3) of the Exchange Act), through short sale, forward contract or any purchase, sale or grant of any option, warrant, convertible security, stock appreciation right or other similar right (including swap or hedging transactions or otherwise), any shares of Common Stock (or Beneficial Ownership thereof) or any securities convertible or exchangeable into or exercisable for any shares of Common Stock (or Beneficial Ownership thereof) (including any derivative securities or any other rights decoupled from the underlying securities of the Corporation) such that Dendur would Beneficially Own in excess of 6.0% of the shares of Common Stock outstanding at such time; provided, that Dendur may acquire derivative securities or any other rights decoupled from the underlying securities of the Corporation that may only be settled in cash and not shares, so long as Dendur's aggregate economic exposure (including both shares of Common Stock and derivative securities or any other rights decoupled from the underlying securities of the Corporation) does not exceed 14.99%."

2. No Other Modifications. Except as provided in Section 1 of this Amendment, no other modification of the Existing Agreement is intended to be effected by this Amendment, and the Existing Agreement (as amended by this Agreement) shall remain in full force and effect.

[The remainder of this page is left blank intentionally]

IN WITNESS WHEREOF, the Parties hereto have each executed this Agreement on the date first set forth above.

THE CORPORATION

SIX FLAGS ENTERTAINMENT CORPORATION

By: /s/ John Reilly

Name: John Reilly

Title: Chief Executive Officer

DENDUR

DENDUR CAPITAL LP

By: /s/ Michael Anastasio

Name: Michael Anastasio

Title: Chief Financial Officer and Chief Operating Officer

DENDUR FUND LP

By: Dendur Capital LP, as Investment Manager

By: /s/ Michael Anastasio

Name: Michael Anastasio

Title: Chief Financial Officer and Chief Operating Officer

DENDUR OPPORTUNITY FUND II LP

By: Dendur Capital LP, as Investment Manager

By: /s/ Michael Anastasio

Name: Michael Anastasio

Title: Chief Financial Officer and Chief Operating Officer

[Signature Page to Cooperation Agreement Amendment]