

**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): September 11, 2024**

**Lottery.com Inc.**  
(Exact Name of Registrant as Specified in Its Charter)

<b>Delaware</b> (State or Other Jurisdiction of Incorporation)	<b>001-38508</b> (Commission File Number)	<b>No. 81-1996183</b> (I.R.S. Employer Identification No.)
<b>5049 Edwards Ranch Rd., 4th Floor</b> <b>Fort Worth, Texas</b> (Address of Principal Executive Offices)		<b>76109</b> (Zip Code)

**(737) 309-4500**  
(Registrant's Telephone Number, Including Area Code)

20808 State Hwy 71 W, Unit B  
Spicewood, Texas 78669  
(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 (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 Exchange Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	LTRY	The Nasdaq Stock Market LLC
Warrants to purchase one share of common stock, each at an exercise price of \$230.00	LTRYW	The Nasdaq Stock Market LLC

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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard**

On September 11, 2024, Lottery.com, Inc. (the “Company”) received a written notice (the “Notice”) from the Listing Qualifications Staff of The Nasdaq Stock Market LLC (“Nasdaq”) advising the Company that its bid price for its common stock had closed at less than \$1 per share over the previous 30 consecutive business days, and, as a result, the Company did not comply with Nasdaq Listing Rule 5450(a)(1). In accordance with Nasdaq Listing Rule 5810(c)(3)(A), Nasdaq is granting the Company up to 180 calendar days, or until March 10, 2025, to regain compliance with said Nasdaq Listing Rule 5450(a)(1).

If, however, at any time during said 180 calendar day period, the closing bid price of the Company’s common stock is at least \$1 for a minimum of ten consecutive business days, the Nasdaq will then provide the Company with a written confirmation of compliance and this matter will be closed.

In the event the Company does not regain compliance with the rule prior to the expiration of the compliance period, the Company will receive written notification that its securities are subject to delisting.

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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.

Lottery.com Inc.

By: /s/ Matthew McGahan

Name: Matthew McGahan

Title: Chief Executive Officer

September 13, 2024

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