UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT Pursuant to Section 13 OR 15(d) the Securities Evaluates Act of 1034

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)) 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 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 o chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (\$240.12b-2 of this chapter). Emerging growth company ■		of the Securities Exchange Act of 19	034
Delaware	Date of Repo	rt (Date of earliest event reported):	October 28, 2024
Delaware Dollaware Commission File (I.R.S. Employer Identification No.)		Lottery.com Inc.	
(State or Other Jurisdiction of Incorporation) Source Source	(Exact	Name of Registrant as Specified in I	ts Charter)
Sol49 Edwards Ranch Rd., 4th Floor Fort Worth, Texas (737) 309-4500 (Registrant's Telephone Number, Including Area Code) (Registrant's Telephone Number,	Delaware	001-38508	No. 81-1996183
(Address of Principal Executive Offices) (737) 309-4500 (Registrant's Telephone Number, Including Area Code) (Registrant's Telephone Number, Including Area Code (17 CFR 240.14a-12b) (Registrant's Telephone Number, Including Area Code (17 CFR 240.14a-12b) (Registrant's Telephone Act (17 CFR 240.14a-12b) (Registrant's Teleph	· ·	•	· · · · · · · · · · · · · · · · · · ·
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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	Emerging growth company ⊠		
or revised financial accounting standards provided pursuant to Section 13 (a) of the Exchange Act. □	or revised financial accounting standards provided pursua	ant to Section 13 (a) of the Exchange A	Act. ⊔

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

On October 28, 2024, Lottery.com Inc. (the "Company") received a written notice (the "Notice") from the Listing Qualifications staff of the Nasdaq Stock Market LLC ("Nasdaq") indicating that based upon its review of the Company's Market Value of Publicly Held Shares ("MVPHS") for the last 30 consecutive business days, the Company no longer meets the minimum requirement of \$5,000,000 set forth in Nasdaq Listing Rule 5450(b)(1)(C). However, under the Listing Rules, the Company was provided a 180-calendar day grace period to regain compliance, through April 28, 2025.

If at anytime during the compliance period the Company's MVPHS closes at \$5,000,000 or more for a minimum of ten consecutive business days, Nasdaq will provide written confirmation of compliance and the 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.

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

November 1, 2024