

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 30, 2026

Allied Gaming & Entertainment Inc.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-38226  
(Commission File Number)

82-1659427  
(IRS Employer  
Identification No.)

745 Fifth Avenue,Suite 500  
New York, New York 10151  
(Address of principal executive offices, including zip code)

(646) 768-4240  
(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 (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 Securities Exchange Act of 1934:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	AGAE	NASDAQ

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

On January 30, 2026, Allied Gaming & Entertainment, Inc. (the “Company”) held a Special Meeting of Stockholders (the “Special Meeting”). At the Special Meeting, the Company’s stockholders voted on one proposal and cast their votes as set forth below.

The stockholders voted to (i) approve, in a non-binding advisory vote, the preliminary determination of the Board of Directors of the Company that Knighted Pastures LLC and Roy Choi, by forming a group with Naomi Choi and Yiu-Ting So (and others) (collectively, the “Knighted Group”), have become an “Acquiring Person” under the Rights Agreement, dated February 9, 2024 (the “Rights Agreement”), by and between the Company and Continental Stock Transfer & Trust Company, as rights agent, constituting a triggering event under the Rights Agreement and (ii) find that the triggering of the Rights Agreement by the Knighted Group was not inadvertent. The results of the vote taken were as follows:

For	Against	Abstain	Broker Non-Vote
19,310,346	1,882,689	24,460	N/A

**Item 7.01 Regulation FD Disclosure.**

A press release announcing the results of the Special Meeting is attached as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
99.1	<a href="#">Press release dated February 2, 2026.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURE**

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.

**ALLIED GAMING & ENTERTAINMENT, INC.**

Date: February 4, 2026

By: /s/ Roy Anderson  
Roy Anderson  
Chief Financial Officer

February 2, 2026

**Allied Gaming & Entertainment Shareholders Approve Advisory Proposal Related to Shareholder Rights Plan (Poison Pill)**

-- Allied Gaming & Entertainment Announces Results of Special Meeting of Stockholders

NEW YORK--(BUSINESS WIRE)-- Allied Gaming & Entertainment, Inc. (NASDAQ: AGAE) ("Allied" or the "Company") today announced the results of its Special Meeting of Stockholders held on January 30, 2026.

At the Special Meeting, stockholders voted on a single proposal presented as a **non-binding advisory vote** regarding the Company's shareholder rights plan. The proposal sought stockholder approval of the Board of Directors' preliminary determination that Knighted Pastures LLC and Roy Choi, by forming a group with Naomi Choi and Yiu-Ting So (and others), became an "Acquiring Person" under the Company's Rights Agreement dated February 9, 2024, resulting in a triggering event under the Rights Agreement that was not inadvertent.

The proposal was approved by a substantial majority of the votes cast. The final voting results were as follows:

- **For:** 19,310,346 shares
- **Against:** 1,882,689 shares
- **Abstentions:** 24,460 shares

While the vote was advisory and not binding on the Board of Directors, it provides important feedback from the Company's stockholders regarding the Board's preliminary determination under the Rights Agreement.

The Company remains committed to strong corporate governance and to acting in the best interests of all stockholders. The Board will continue to evaluate and take actions consistent with its fiduciary duties and applicable law.

Additional details regarding the Special Meeting and voting results are available in the Company's Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission.

**Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the federal securities laws. Forward-looking statements are based on current expectations and assumptions and involve risks and uncertainties that could cause actual results to differ materially. The Company undertakes no obligation to update any forward-looking statements except as required by law.

**About Allied Gaming & Entertainment Inc.**

Allied Gaming & Entertainment Inc. (NASDAQ: AGAE) is a global experiential entertainment company focused on creating world-class live experiences, content, and interactive services across gaming, esports, and entertainment. The Company owns and operates a portfolio of premier assets and brands designed to connect fans, players, and communities worldwide.

View source version on businesswire.com:  
<https://www.businesswire.com/news/home/20260202936189/en/>

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Source: Allied Gaming & Entertainment Inc.