

**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): **June 15, 2023**

**FREEDOM HOLDING CORP.**

(Exact name of registrant as specified in its charter)

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

**001-33034**  
Commission  
File Number

**30-0233726**  
(IRS Employer  
Identification No.)

**“Esentai Tower” BC, Floor 7, 77/7 Al Farabi Ave., Almaty, Kazakhstan**

(Address of principal executive offices)

**050040**  
(Zip code)

**+7 727 311 10 64**  
(Registrant’s telephone number, including area code)

**N/A**  
(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 under Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Stock, par value \$0.001 per share</b>	<b>FRHC</b>	<b>The Nasdaq Capital Market</b>

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, indicated 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; Transfer of Listing.

On June 15, 2023, Freedom Holding Corp. (the “Company”) received a letter (the “Non-Compliance Letter”) from the Listing Qualifications Department of the Nasdaq Stock Market (“Nasdaq”) stating that the Company was not in compliance with Nasdaq Listing Rule 5250(c)(1) as a result of its failure to have timely filed its Annual Report on Form 10-K for the fiscal year ended March 31, 2023 (the “Fiscal 2023 10-K”). The Non-Compliance Letter provides the Company with 60 calendar days, or until August 14, 2023, to submit to Nasdaq a plan to regain compliance in accordance with Nasdaq’s listing requirements. If the Company’s plan is accepted, Nasdaq may grant the Company up to 180 days, or until December 12, 2023, for the Company to regain compliance. If Nasdaq does not accept the Company’s plan, the Company will have the opportunity to appeal that decision to a Nasdaq hearings panel under Nasdaq Listing Rule 5815(a). The Non-Compliance Letter has no immediate effect on the listing of the Company’s common stock on the Nasdaq Capital Market.

On June 16, 2023, the Company issued a press release regarding its receipt of the Non-Compliance Letter from Nasdaq. A copy of the press release is attached hereto as Exhibit 99.1.

#### *Cautionary Note Regarding Forward-Looking Statements*

*This Current Report on Form 8-K contains “forward-looking” statements, including with respect to the Company’s anticipated filing of the Fiscal 2023 10-K. No assurance can be given that the Fiscal 2023 10-K will be filed within 60 days, or that Nasdaq will continue to list the Company’s common stock. Forward-looking statements are subject to numerous conditions, many of which are beyond the control of the Company, including, without limitation, those risks and uncertainties described in our annual report on Form 10-K for the fiscal year ended March 31, 2022, subsequent quarterly reports on Form 10-Q, and our other reports and filings with SEC. Copies of these documents are available on the SEC’s website, [www.sec.gov](http://www.sec.gov). The Company undertakes no obligation to update these statements for revisions or changes after the date of this release, except as required by law.*

### Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press release dated June 16, 2023.</a>
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 duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

### **FREEDOM HOLDING CORP.**

Date: June 16, 2023

By:           /s/ Evgeniy Ler            
Evgeniy Ler  
Chief Financial Officer

## **Freedom Holding Corp. Receives Nasdaq Notification of Noncompliance with Listing Rule 5250(c)(1)**

June 16, 2023 2:00 PM Eastern Standard Time

ALMATY, Kazakhstan & NEW YORK--(BUSINESS WIRE)-- Freedom Holding Corp. (hereinafter referred to as the “Company”) (Nasdaq: FRHC), a diversified multi-national financial services firm, announced today that on June 15, 2023, the Company received a letter (the “Non-Compliance Letter”) from the Listing Qualifications Department of the Nasdaq Stock Market (“Nasdaq”) stating that the Company was not in compliance with Nasdaq Listing Rule 5250(c)(1) (the “Nasdaq Listing Rule”) as a result of its failure to have timely filed its Annual Report on Form 10-K for the fiscal year ended March 31, 2023 (the “Fiscal 2023 10-K”) with the Securities and Exchange Commission (“SEC”).

The Non-Compliance Letter provides the Company with 60 calendar days, or until August 14, 2023, to submit to Nasdaq a plan to regain compliance in accordance with Nasdaq’s listing requirements. If the Company’s plan is accepted, Nasdaq may grant the Company up to 180 days, or until December 12, 2023, for the Company to regain compliance. If Nasdaq does not accept the Company’s plan, the Company will have the opportunity to appeal that decision to a Nasdaq hearings panel under Nasdaq Listing Rule 5815(a). The Non-Compliance Letter has no immediate effect on the listing of the Company’s common stock on the Nasdaq Capital Market.

The Company has been working diligently to complete the procedures relating to its year-end reporting process that are necessary for completion of the audit of its financial statements and expects to file the Fiscal 2023 10-K with the SEC as soon as practicable within the 60-day period to regain compliance with the Nasdaq Listing Rule.

### ***Forward-Looking Statements***

*This press release contains “forward-looking” statements, including with respect to the Company’s anticipated filing of the Fiscal 2023 10-K. No assurance can be given that the Fiscal 2023 10-K will be filed within 60 days, or that Nasdaq will continue to list the Company’s common stock. Forward-looking statements are subject to numerous conditions, many of which are beyond the control of the Company, including, without limitation, those risks and uncertainties described in our annual report on Form 10-K for the fiscal year ended March 31, 2022, subsequent quarterly reports on Form 10-Q, and our other reports and filings with SEC. Copies of these documents are available on the SEC’s website, [www.sec.gov](http://www.sec.gov). The Company undertakes no obligation to update these statements for revisions or changes after the date of this release, except as required by law.*

### **Contacts**

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