

**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): **October 31, 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 1.02 Termination of a Material Definitive Agreement.**

As previously disclosed, on February 15, 2023, Freedom Holding Corp. (the “Company”) entered into a Membership Interest Purchase Agreement (the “Purchase Agreement”) with Maxim Partners LLC and MJR Holdings, Inc. (the “Sellers”), Wallace LLC and Michael Rabinowitz as the sellers’ representative for the purchase by the Company of 100% of the membership interests of Maxim Group LLC, a leading full-service investment bank, securities, and wealth management firm headquartered in New York, and its registered investment advisory affiliate Maxim Financial Advisors LLC.

The Company and the Sellers have determined that the conditions to closing set out in the Purchase Agreement will not be fulfilled by December 31, 2023. Accordingly, effective October 31, 2023, the Company and the Sellers terminated the Purchase Agreement by their mutual written consent in accordance with Section 9.01(a) thereof and subject to the terms and provisions thereof and provided mutual releases.

**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: November 6, 2023

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