

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): May 22, 2026

HOLLEY INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39599
(Commission
File Number)

87-1727560
(IRS Employer
Identification No.)

1A Burton Hills Blvd, Suite 240, Nashville, TN
(Address of principal executive offices)

37215
(Zip Code)

(270) 782-2900
(Registrant's telephone number, including area code)
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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 Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.0001 per share	HLLY	New York Stock Exchange
Warrants, each exercisable for one share of common stock at an exercise price of \$11.50 per share	HLLY WS	New York Stock Exchange

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 8.01 Other Events.

On May 26, 2026, Holley Inc. (the “Company”) announced that its Board of Directors approved a share repurchase program that authorizes the Company to repurchase up to \$25 million of the Company’s common stock. Stock repurchases under the program may be made from time to time on the open market, in privately negotiated transactions or in any other manner that complies with applicable securities laws, at the discretion of the Company. Open market repurchases may be made in accordance with Rule 10b-18 under the Securities Exchange Act of 1934, as amended. The program has no time limit and does not require the Company to repurchase a minimum number of shares. The program may be modified, suspended or discontinued at any time without notice.

A copy of the press release announcing the stock repurchase program is attached herewith as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
<u>99.1</u>	Press Release dated May 26, 2026
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.

HOLLEY INC.

By: /s/ Jesse Weaver

Name: Jesse Weaver

Title: Chief Financial Officer

Date: May 26, 2026



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Nashville, TN 37215
Holley.com

HOLLEY PERFORMANCE BRANDS ANNOUNCES SHARE REPURCHASE PROGRAM OF UP TO \$25 MILLION

Reflects Board Confidence in the Company's Operational Transformation and Long-Term Outlook; Company Reaffirms Commitment to Year-End Net Leverage Below 3.5x

NASHVILLE, TN. - May 26, 2026 - Holley Performance Brands (NYSE: HLLY), home to a portfolio of iconic automotive brands serving enthusiasts across the high-performance aftermarket, today announced that its Board of Directors has approved a share repurchase program authorizing the Company to repurchase up to \$25 million of the Company's outstanding common stock.

"We believe that Holley today is a fundamentally stronger, more focused, and more profitable company than it was just a few years ago. We have expanded margins, generated meaningful free cash flow, reduced debt by approximately \$100 million, repositioned the portfolio toward higher-return brands, and built a deeper and more experienced leadership team. Even with that progress, we believe our share price does not fully reflect the strength of our operating model or the trajectory of the business," said Matthew Stevenson, President and CEO of Holley Performance Brands. "This repurchase program completes a three-pronged capital allocation framework that now spans opportunistic debt reduction, accretive acquisitions of complementary brands at attractive valuations, and opportunistic repurchases of our own shares. We will pursue each with the same discipline, deploying capital where we believe it will generate the highest return at a given point in time. Our commitment to reach year-end net leverage below 3.5x remains firm."

Under the repurchase program, the Company may repurchase shares from time to time on the open market, in privately negotiated transactions or in any other manner that complies with applicable securities laws, subject to market conditions, applicable legal requirements, and other factors. Open-market repurchases are expected to be conducted in accordance with Rule 10b-18 under the Securities Exchange Act of 1934. The repurchase program has no time limit and does not obligate the Company to repurchase a minimum number of shares and may be modified, suspended, or discontinued at any time without notice. The Company intends to execute repurchases opportunistically, paced against free cash flow generation and consistent with its commitment to reach net leverage below 3.5x by year-end.

A Fundamentally Stronger Business

The repurchase program authorization follows a multi-year period of operational and financial transformation. During this period, Holley has:

- Reduced debt by approximately \$100 million, with continued progress toward a year-end net leverage target below 3.5x
- Expanded Adjusted EBITDA margins through pricing discipline, structural cost actions, and operational execution
- Strengthened the executive leadership team and operating model, to support consistent free cash flow generation;
- Repositioned the portfolio through targeted divestitures and the addition of higher-return, higher-growth brands; and
- Reengaged M&A in 2026 with a focus on brands that Holley believes are well positioned to be accretive and strengthen the portfolio and the Company's competitive position.

Forward-Looking Statements

Certain statements in this press release may be considered "forward-looking statements" within the meaning of the "safe harbor" provisions of the United States Private Securities Litigation Reform Act of 1995. Such forward-looking statements are subject to risks, uncertainties, and other important factors which could cause actual results to differ materially from those expressed or implied by such forward-looking statements, including but not limited to Holley's ability to opportunistically reduce debt, complete accretive acquisitions of complementary brands at attractive valuations and opportunistically repurchase its own shares and the other risks and uncertainties set forth in the Annual Report on Form 10-K for the year ended December 31, 2025 filed with the U.S. Securities and Exchange Commission ("SEC") on March 16, 2026, and in any subsequent filings with the SEC.

About Holley Performance Brands

Holley Performance Brands (NYSE: HLLY) is home to a portfolio of iconic brands that serve enthusiasts across the high-performance aftermarket. The company designs, engineers, manufactures and markets category-leading products and solutions for automotive enthusiasts through a focused portfolio spanning four consumer vertical groupings: American Performance, Modern Truck & Off-Road, Euro & Import, and Safety & Racing. For more than a century, Holley has built its reputation through innovation, technical expertise and a deep understanding of enthusiast culture. For more information, visit holley.com.

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