

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 4, 2026



**Academy Sports and Outdoors, Inc.**

(Exact name of registrant as specified in its charter)

Delaware	001-39589	85-1800912
(State or other jurisdiction of incorporation )	(Commission File No.)	(I.R.S. Employer Identification No.)

1800 North Mason Road  
Katy, Texas 77449

(Address of principal executive offices including Zip Code)

(281) 646-5200

(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:

- 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:**

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.01 par value per share	ASO	Nasdaq Global Select Market

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 7.01 Regulation FD Disclosure.**

On May 4, 2026, Academy Sports and Outdoors, Inc. (the “Company”) issued a press release announcing that its wholly-owned subsidiary, Academy, Ltd. (the “Issuer”), intends to offer for sale to eligible purchasers in a private placement pursuant to Rule 144A and Regulation S of the Securities Act of 1933, as amended (the “Securities Act”), \$500 million in aggregate principal amount of senior secured notes due 2031 (the “Notes”). The Issuer intends to use the net proceeds from the Notes to fund the redemption of all of its outstanding senior secured notes due 2027, repay all outstanding amounts owing under its term loan facility, pay related fees and expenses, and for general corporate purposes.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference. The press release attached hereto as Exhibit 99.1 shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state in which the offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state. The Notes will not be registered under the Securities Act or any state securities law and may not be offered or sold in the United States absent registration or an applicable exemption from registration under the Securities Act and applicable state securities laws.

The information contained under this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act, except as expressly set forth by specific reference in such a filing to this Current Report on Form 8-K.

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**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
<a href="#">99.1</a>	Academy Sports and Outdoors, Inc. Press Release, dated May 4, 2026, announcing the launching of offering of the Senior Secured Notes due 2031.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**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.

ACADEMY SPORTS AND OUTDOORS, INC.

May 4, 2026

By: /s/ Brandy Treadway  
Name: Brandy Treadway  
Title: Executive Vice President, Chief Legal Officer, and  
Corporate Secretary



### ***Academy Sports + Outdoors Announces Offering of Senior Secured Notes***

**KATY, Texas, (May 4, 2026)** – Academy Sports and Outdoors, Inc. (“Academy”) (Nasdaq: ASO) today announced that its wholly-owned subsidiary, Academy, Ltd. (the “Issuer”), intends to offer \$500 million aggregate principal amount of senior secured notes due 2031 (the “Notes”) in a private offering that is exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”), subject to market and other conditions.

The Issuer intends to use the net proceeds from the Notes to fund the redemption of all of its outstanding senior secured notes due 2027 (the “2027 Notes,” and such redemption, the “Redemption”), repay all outstanding amounts owing under its term loan facility, pay related fees and expenses, and for general corporate purposes.

Academy also announced today that it has delivered a notice of conditional redemption for all of the 2027 Notes at a redemption price equal to 100.00% of the principal amount of the 2027 Notes, plus accrued and unpaid interest to, but not including, the redemption date (the “Redemption Price”). The redemption date for the 2027 Notes provided in the notice of conditional full redemption is May 14, 2026 (the “Redemption Date”). The Issuer’s obligation to redeem the 2027 Notes and pay the Redemption Price is conditioned upon the completion of an offering by the Issuer of at least \$500 million aggregate principal amount of the Notes on or before the Redemption Date. The Issuer may waive this condition at its sole discretion. Academy will publicly announce and notify the holders of the 2027 Notes and the Trustee (as defined below) if the foregoing condition is not satisfied or waived, whereupon the Redemption will be revoked and the 2027 Notes will remain outstanding. The Bank of New York Mellon Trust Company, N.A. is the trustee (the “Trustee”) for the 2027 Notes and is serving as the paying agent for the Redemption.

The Notes will be guaranteed on a senior secured basis by certain of Academy’s subsidiaries that guarantee the Issuer’s credit facilities. The Notes and the related guarantees will be secured by (i) a first-priority lien on substantially all of the Issuer’s and the guarantors’ personal property, and (ii) a second-priority lien on the Issuer’s and the guarantors’ personal property securing the Issuer’s asset-based revolving credit facility on a first-priority basis.

The Notes and the related guarantees have not been and will not be registered under the Securities Act, or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state laws. The Notes and the related guarantees are being offered only to persons reasonably believed to be qualified institutional buyers in reliance on Rule 144A under the Securities Act, and to non-U.S. persons outside the United States pursuant to Regulation S under the Securities Act.

This press release does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, nor shall there be any sale of securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. This press release does not constitute a notice of redemption for the 2027 Notes. This press release is being issued pursuant to and in accordance with Rule 135(c) under the Securities Act.

**About Academy Sports + Outdoors**

Academy is a leading full-line sporting goods and outdoor recreation retailer in the United States. Originally founded in 1938 as a family business in Texas, Academy has grown to more than 300 stores across 21 states and counting. Academy's mission is to provide "Fun for All" and Academy fulfills this mission with a localized merchandising strategy and value proposition that strongly connects with a broad range of consumers. Academy's product assortment focuses on key categories of outdoor, apparel, sports & recreation and footwear through both leading national brands and a portfolio of private label brands. For more information, visit [www.academy.com](http://www.academy.com).

**Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The statements discussed in this press release that are not purely historical data are forward-looking statements, including, but not limited to, the statements regarding the Notes and the use of proceeds therefrom, including the Redemption and repayment of the term loan facility. These forward-looking statements are based on our current expectations and beliefs concerning future developments and their potential effect on Academy. The forward-looking statements are subject to various risks, uncertainties, assumptions or changes in circumstances that are difficult to predict or quantify. Actual results may differ materially from these expectations due to factors that are set forth in Academy's filings with the U.S. Securities and Exchange Commission. Any forward-looking statement in this press release speaks only as of the date of this release. Academy undertakes no obligation to publicly update or review any forward-looking statement, except as may be required by any applicable securities laws.

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