
**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 16, 2026

Commission File Number 001-43062

EquipmentShare.com Inc

(Exact Name of Registrant as Specified in Its Charter)

Texas

(State of Incorporation)

47-2405753

(I.R.S. Employer Identification No.)

**5710 Bull Run Dr
Columbia, Missouri, 65201
(573) 299-5222**

(Address, including Zip Code, and telephone number, including area code, of registrant's principal executive offices)

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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.00000125 par value	EQPT	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 12b-2 of the Exchange Act.

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 June 16, 2026, EquipmentShare.com Inc (the “Company”) announced that it upsized and priced its previously announced private offering of \$1,350 million aggregate principal amount of new senior secured second lien notes due 2034 (the “Notes”), representing an increase of \$300 million in aggregate principal amount from the previously announced proposed offering size. The Notes will bear interest at a rate of 7.125% per year, and the offering price for the Notes was 100% of the principal amount thereof. The Notes were offered in the United States (the “U.S.”) to qualified institutional investors pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and outside the U.S. to non-U.S. persons pursuant to Regulation S under the Securities Act.

The Company also issued a press release pursuant to Rule 135c under the Securities Act relating to the offering of the Notes. A copy of the press release is attached hereto as Exhibit 99.1 in accordance with Rule 135c(d) under the Securities Act, which is incorporated herein by reference. The foregoing is qualified by reference to the press release that is attached as Exhibit 99.1 to this Current Report on Form 8-K.

This Current Report on Form 8-K and the press release attached hereto as Exhibit 99.1 do not constitute an offer to sell or the solicitation of an offer to buy the Notes, nor shall there be any offer, solicitation or sale of the Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful. The Notes will not be registered under the Securities Act or any securities laws of any state or other jurisdiction and, unless so registered, may not be offered or sold in the U.S. except pursuant to an exemption from the registration requirements of the Securities Act and applicable securities laws of any state or other jurisdiction.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press release announcing the upsize and pricing of the Notes, dated June 16, 2026.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EquipmentShare.com Inc

Date: June 16, 2026

By: /s/ David Marquardt
Name: David Marquardt
Title: Chief Financial Officer and
Chief Accounting Officer



EquipmentShare Announces Upsize and Pricing of Private Offering of Notes

June 16, 2026

COLUMBIA, Mo. – EquipmentShare.com Inc (Nasdaq: EQPT) (“EquipmentShare”), a leader in connected jobsite technology and one of the largest construction equipment rental providers in the United States (the “U.S.”), announced today that it has priced its previously announced offering (the “Offering”) of \$1,350 million in aggregate principal amount of 7.125% senior secured second lien notes due 2034 (the “Notes”), representing an increase of \$300 million in aggregate principal amount from the previously announced proposed offering size. The Notes will be sold to investors at a price of 100% of the principal amount thereof. EquipmentShare intends to use the net proceeds from the Offering to repay borrowings under its asset-based revolving credit facility, pay fees and expenses in connection with the foregoing and for general corporate purposes.

The Notes will be secured on a second priority basis by liens on substantially all of the assets that secure any first priority lien obligations of EquipmentShare.

The Notes have not been and will not be registered under the Securities Act of 1933, as amended (the “Securities Act”), or any securities laws of any state or other jurisdiction and may not be offered or sold in the U.S. absent registration or an applicable exemption from registration under the Securities Act and applicable securities laws of any state or other jurisdiction. The Notes were offered in the U.S. only to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act and outside the U.S. to non-U.S. persons pursuant to Regulation S under the Securities Act.

This press release does not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

About EquipmentShare

Founded in 2015 and headquartered in Columbia, Missouri, EquipmentShare (Nasdaq: EQPT) is a nationwide construction technology and equipment solutions provider dedicated to transforming the construction industry through innovative tools, platforms and data-driven insights. By empowering contractors, builders and equipment owners with its proprietary technology, T3[®], EquipmentShare aims to drive productivity, efficiency and collaboration across the construction sector. With a comprehensive suite of solutions that includes a fleet management platform, telematics devices and a best-in-

class equipment rental marketplace, EquipmentShare continues to lead the industry in building the future of construction.

Forward-Looking Statements

This press release includes certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are based on management's current expectations and assumptions and are subject to risks and uncertainties. Any statements that are not historical or current facts are forward-looking statements, including those related to the terms, timing and completion of the Offering and the use of the proceeds therefrom. In many cases, you can identify forward-looking statements by terms such as "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "plan," "should," "will," or "would," or the negative of these terms and similar expressions intended to identify forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any future results, performances or achievements expressed or implied by the forward-looking statements. There can be no assurance that the Offering will be consummated on the terms described herein or at all. More information about potential risks and uncertainties that could affect our business and results of operations is included in the "Risk Factors" and "Forward-Looking Statements" sections in EquipmentShare's filings with the Securities and Exchange Commission. All forward-looking statements, expressed or implied, included in this press release are made as of the date of this press release and are expressly qualified in their entirety by this cautionary statement. Except as otherwise required by applicable law, EquipmentShare disclaims any duty to update any forward-looking statements, all of which are expressly qualified by the statements in this section, to reflect events or circumstances after the date of this press release.

Press Inquiries:

Amy N. Susán

press@equipmentshare.com

Investor Inquiries:

Rhett Butler

ir@equipmentshare.com