

**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): February 16, 2024**

**FAZE HOLDINGS INC.  
(Exact name of registrant as specified in its charter)**

|  |  |  |
|--|--|--|
| <b>Delaware</b><br>(State or other jurisdiction<br>of incorporation)                         | <b>001-40083</b><br>(Commission File Number) | <b>84-2081659</b><br>(I.R.S. Employer<br>Identification No.) |
| <b>720 N. Cahuenga Blvd.<br/>Los Angeles, CA</b><br>(Address of principal executive offices) |  | <b>90038</b><br>(Zip Code)                                   |
| <b>(818) 688-6373</b><br>(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 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 Securities Exchange Act of 1934:

| Title of each class  | Trading Symbol(s) | Name of each exchange on which registered |
|--|-------------------|---|
| Common stock, par value \$0.0001 per share                             | FAZE              | The Nasdaq Stock Market                   |
| Warrants, each whole warrant exercisable for one share of common stock | FAZEW             | The Nasdaq Stock 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 5.07 Submission of Matters to a Vote of Security Holders.**

FaZe Holdings Inc. (the “Company”) held a Special Meeting of Stockholders (the “Special Meeting”) on February 16, 2024. As of January 11, 2024, the record date for the Special Meeting, there were 77,391,928 shares of common stock issued and outstanding, and entitled to vote at the Special Meeting, 60.9% of which were represented in person via live webcast or by proxy at the Special Meeting, constituting a quorum to conduct business.

At the Special Meeting, the Company’s stockholders voted on the following two proposals, each of which is described in the definitive proxy statement filed by the Company with the Securities and Exchange Commission on January 26, 2024, as follows:

*Proposal 1:* To adopt the Agreement and Plan of Merger dated as of October 19, 2023, as amended, among GameSquare Holdings, Inc., a British Columbia corporation (“GameSquare”), GameSquare Merger Sub I, Inc., a Delaware corporation and wholly owned subsidiary of GameSquare, and the Company (which is referred to as the “Merger Agreement”):

|         |            |
|---------|------------|
| For     | 43,029,234 |
| Against | 4,061,296  |
| Abstain | 53,083     |

*Proposal 2:* To adjourn the Special Meeting, from time to time, to a later date or dates, if necessary or appropriate, to solicit additional proxies if there are insufficient votes to adopt the Merger Agreement:

|         |            |
|---------|------------|
| For     | 41,829,299 |
| Against | 5,129,127  |
| Abstain | 185,187    |

Adjournment of the Special Meeting was not necessary or appropriate because there were sufficient shares voted at the Special Meeting to approve Proposal 1 with respect to the adoption of the Merger Agreement.

**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.

**FAZE HOLDINGS INC.**

Date: February 21, 2024

By: /s/ Christoph Pachler

Name: Christoph Pachler

Title: Interim Chief Executive Officer