
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16
OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of July 2023

Commission file number: 001-39721

NEOGAMES S.A.

(Translation of registrant's name into English)

**5, Rue De Bonnevoie
L-1260 Luxembourg
Grand Duchy of Luxembourg**
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

RESULTS OF 2023 ANNUAL GENERAL MEETING

The 2023 annual general meeting of shareholders (the “**2023 Annual General Meeting**”) of NeoGames S.A. (NASDAQ: NGMS) (the “**Company**”) was held on June 29, 2023.

At the 2023 Annual General Meeting, the Company’s shareholders voted upon the following proposals:

1. Approve the stand-alone annual statutory accounts of the Company for the year ended December 31, 2022, the approved consolidated statutory financial accounts for the year ended December 31, 2022, the report prepared by the Board of Directors (the “**Board**”) and the report of the approved statutory auditor (*réviseur d’entreprises agréé*);
2. Approve allocation of the Company’s annual results for the financial year ended December 31, 2022;
3. Grant discharge of the liability of the members of the Board for, and in connection with, the financial year ended December 31, 2022;
4. Elect the following candidate and members of the Board, as applicable, for the period starting after the 2023 Annual General Meeting and ending at the annual general meeting of the Shareholders approving the annual accounts for the financial year ending on December 31, 2023:
 - o Mr. Steve Capp (Director);
 - o Mr. Aharon Aran (Director);
 - o Mr. Mordechay (Moti) Malool (Malul) (Director);
 - o Mr. Barak Matalon (Director);
 - o Mr. Laurent Teitgen (Director); and
 - o Mr. John E. Taylor, Jr. (Director and Chair).
5. Approve the appointment of Atwell as the Luxembourg statutory auditor (*réviseur d’entreprises agréé*) and of Ziv Haft, Certified Public Accountants, Isr., BDO Member Firm, as independent registered certified public accounting firm for the period ending at the general meeting approving the annual accounts for the financial year ending December 31, 2023;
6. Approve the directors’ remuneration for the year ending December 31, 2023; and
7. Authorize and empower Allen & Overy, *société en commandite simple*, registered on list V of the Luxembourg bar, to execute and deliver, on behalf of the Company and with full power of substitution, any documents necessary or useful in connection with the annual filing and registration required by the Luxembourg laws.

Each proposal voted on at the 2023 Annual General Meeting, as further described in the Company’s Convening Notice and Proxy Statement related to the 2023 Annual General Meeting, which was attached as Exhibit 99.1 to the Company’s report of foreign private issuer on Form 6-K furnished to the Securities and Exchange Commission on May 26, 2023, was approved by the applicable required majority.

NOTICE REGARDING COMPLIANCE WITH NASDAQ CONTINUED LISTING STANDARDS

As previously announced by the Company, following the resignation of Ms. Lisbeth McNabb as a member of the Board and also as chair of the audit committee and as a member of the compensation committee and nominating and corporate governance committee, the Company was not in compliance with Nasdaq Listing Rule 5605(c)(2)(A) requiring that the audit committee be comprised of at least three independent directors. The Company relied on the cure period allowed for under Nasdaq Listing Rules to fill such vacancy with a qualified individual. Upon Mr. Capp's election to the Board at the 2023 Annual General Meeting, the Board also appointed Mr. Capp to serve as the chairperson of the audit committee. Following such appointment, the Company has received notice from Nasdaq that it has regained compliance with Nasdaq Listing Rule 5605(c)(2)(A).

PRESS RELEASE REGARDING ELECTION OF A NEW DIRECTOR

On July 6, 2023, the Company issued a press release titled "NeoGames Expands Board with the Election of Steve Capp and Regains Compliance with Nasdaq Listing Rules Related to Audit Committee Composition". A copy of this press release is attached to this Form 6-K as Exhibit 99.1.

The contents of this report of foreign private issuer on Form 6-K (other than Exhibit 99.1) are hereby incorporated by reference into the Company's Registration Statements on Form S-8 (File Nos. 333-251103 and 333-264467).

EXHIBIT INDEX

Exhibit	Description
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<u>99.1</u>	<u>Press release dated July 6, 2023, titled "NeoGames Expands Board with the Election of Steve Capp and Regains Compliance with Nasdaq Listing Rules Related to Audit Committee Composition".</u>
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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, thereunto duly authorized.

NEOGAMES S.A.

By: /s/ Moti Malul

Name: Moti Malul

Title: Chief Executive Officer

Date: July 6, 2023



NeoGames Expands Board with the Election of Steve Capp and Regains Compliance with Nasdaq Listing Rules Related to Audit Committee Composition

Luxembourg – July 6, 2023 – NeoGames S.A. (Nasdaq: NGMS) (“NeoGames” or the “Company”), a technology-driven provider of end-to-end iLottery and iGaming solutions, announced today the election of Steve Capp to its board of directors as an independent, non-executive director following the approval of the Company’s shareholders at the 2023 annual general meeting. Following his election to the board, Mr. Capp was appointed as the chairperson of the audit committee and as a member of its compensation and nominating and corporate governance committees. Following such appointment, the Company has received notice from Nasdaq that it has regained compliance with Nasdaq Listing Rule 5605(c)(2)(A) requiring that the audit committee be comprised of at least three independent directors within the requisite cure period allowed for under the Nasdaq Listing Rules.

“Steve is a highly experienced executive who brings leadership, deep expertise, and professional experience to our board,” said Moti Malul, Chief Executive Officer of NeoGames. “Steve will be a valuable addition to our board.”

Mr. Capp has 35 years of experience in the gaming and financial services industries. From January 2019 until April 2022, Mr. Capp served as EVP and CFO of Bally’s Corporation (NYSE: BALY), a regional gaming and hospitality company. During this time, Bally’s was taken public and subsequently acquired and integrated more than 20 entities, including casino hotel properties and internet-based companies in the daily fantasy sports, free-to-play, sports wagering and iCasino spaces. Prior to Bally’s, Mr. Capp was a director and financial consultant at Right Angle, a financial and strategic consulting firm, from April 2011 until December 2018. Mr. Capp served on the board of Bally’s predecessor private company, Twin River Management Group, for approximately seven years and as a director, advisor or consultant for several other private gaming, hospitality and technology companies. Within the gaming industry, Mr. Capp has also served as EVP and CFO for regional gaming and hospitality company Pinnacle Entertainment, Inc. He began his career as an investment banker with Bank of America Securities and Bear Stearns & Co. Mr. Capp holds a finance degree from the University of Arizona and an MBA from the Wharton School of the University of Pennsylvania.

About NeoGames

NeoGames is a technology-driven innovator and a global leader of iLottery and iGaming solutions and services for regulated lotteries and gaming operators. The Company offers its customers a full-service suite of solutions, including proprietary technology platforms, two dedicated game studios with an extensive portfolio of engaging games – one in lottery and one in casino games, and a range of value-added services. The recent strategic acquisition of Aspire Global Group enables NeoGames to offer the most comprehensive portfolio across iLottery, an innovative sports betting platform from BtoBet, an advanced content aggregation solution from Pariplay, and a complete set of B2B Gaming tech and Managed Services. NeoGames remains an instrumental partner to its customers worldwide, as it works to maximize their revenue potential through various offerings, including regulation and compliance, payment processing, risk management, player relationship management, and player value optimization. NeoGames strives to be the long-term partner of choice for its customers, empowering them to deliver enjoyable and profitable programs to their players, generate more revenue, and maximize proceeds to governments and good causes.

Forward-looking statement:

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The Company intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements are based upon current plans, estimates and expectations of management that are subject to various risks and uncertainties that could cause actual results to differ materially from such statements. The inclusion of forward-looking statements should not be regarded as a representation that such plans, estimates and expectations will be achieved. Words such as “anticipate,” “expect,” “project,” “intend,” “believe,” “may,” “will,” “should,” “plan,” “could,” “may,” “continue,” “target,” “contemplate,” “estimate,” “forecast,” “guidance,” “predict,” “possible,” “potential,” “pursue,” “likely,” and similar expressions or the negative of these terms or other comparable terminology are intended to identify forward-looking statements, though not all forward-looking statements use these words or expressions. All statements, other than statements of historical fact, including expectations regarding Mr. Capp’s service on the Board, are forward-looking statements.

These forward-looking statements are subject to risks, uncertainties and assumptions, some of which are beyond our control. In addition, these forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. Actual outcomes may differ materially from the information contained in the forward-looking statements as a result of a number of factors including, without limitation the risk factors set forth in Item 3.D. “Key Information- Risk Factors” in our annual report on Form 20-F for the year ended December 31, 2022, filed with the Securities and Exchange Commission (the “SEC”) on April 28, 2023, and other documents filed with or furnished to the SEC. These statements reflect management’s current expectations regarding future events and operating performance and speak only as of the date of this press release. You should not put undue reliance on any forward-looking statements. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that future results, levels of activity, performance and events and circumstances reflected in the forward-looking statements will be achieved or will occur. Except as required by applicable law, we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events.

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