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

August 18, 2026
Date of Report
(Date of earliest event reported)

Jefferson Capital, Inc.
(Exact name of registrant as specified in its charter)

DELAWARE	**001-42718**	**33-1923926**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

600 SOUTH HIGHWAY 169, SUITE 1575, **MINNEAPOLIS, MINNESOTA 55426** (Address of principal executive offices)	**55426** (Zip Code)

Registrant's telephone number, including area code: **(320) 229-8505**

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:

Title of each class:	Trading Symbol	Name of each exchange on which registered:
Common stock, $0.0001 par value per share	JCAP	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 8.01. Other Events.

On August 18, 2026, Jefferson Capital, Inc. (the "Company") issued a press release regarding the proposed offering by its indirect wholly-owned subsidiary, Jefferson Capital Holdings, LLC (the "Issuer"), of $100 million aggregate principal amount of 8.250% senior notes due 2030 (the "Add-On Notes"). The Add-On Notes are proposed to be issued as additional notes under the Indenture, dated as of May 2, 2025, pursuant to which the Issuer previously issued $500 million in aggregate principal amount of 8.250% senior notes due 2030 (the "Existing Notes" and, together with the Add-On Notes, the "Notes"). A copy of the press release is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K.

On August 18, 2026, the Company issued a press release regarding the pricing of the proposed offering of the Add-On Notes described above. A copy of the press release is furnished herewith as Exhibit 99.2 to this Current Report on Form 8-K.

The information contained in this Current Report on Form 8-K, including Exhibits 99.1 and 99.2, is provided solely for informational purposes and does not constitute an offer of securities for sale or a solicitation of an offer to buy securities. No offer or sale of the Add-On Notes will be made in any jurisdiction in which such offer, solicitation or sale is unlawful. The Add-On Notes have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), 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.

Forward-Looking Statements

This Current Report on Form 8-K , including Exhibit 99.1 and Exhibit 99.2, contains "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and in the U.S. Private Securities Litigation Reform Act of 1995. Readers are cautioned not to place undue reliance on these forward-looking statements and any such forward-looking statements are qualified in their entirety by reference to the following cautionary statements. All forward-looking statements speak only as of the date of this Current Report on Form 8-K and are based on current expectations and involve a number of assumptions, risks and uncertainties that could cause the actual results to differ materially from such forward-looking statements.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following Exhibit 99.1 shall be deemed to be furnished, and not filed:

Exhibit Number	Description
99.1	Press release, issued on August 18, 2026.**
99.2	Press release, issued on August 18, 2026.**
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)*

* Filed herewith.
** Furnished herewith.

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.

Jefferson Capital, Inc.

Date: August 18, 2026

By:	*/s/* Christo Realov
Name:	Christo Realov
Title:	Chief Financial Officer

Exhibit 99.1

Jefferson Capital Announces Proposed Private Offering of Senior Notes

MINNEAPOLIS, Aug. 18, 2026 (GLOBE NEWSWIRE) - -- Jefferson Capital, Inc. (NASDAQ: JCAP) ("Jefferson Capital"), announced today the launch of an offering (the "Offering") of $100 million in aggregate principal amount of senior notes due 2030 (the "Add-On Notes") by Jefferson Capital Holdings, LLC (the "Issuer"), its indirect wholly-owned subsidiary. The Add-On Notes will be initially fully and unconditionally guaranteed on a senior unsecured basis by certain of the Issuer's wholly-owned domestic restricted subsidiaries. The Add-On Notes are being offered as additional notes under the Indenture, dated as of May 2, 2025, pursuant to which the Issuer previously issued $500 million in aggregate principal amount of 8.250% senior notes due 2030 (the "Existing Notes" and, together with the Add-On Notes, the "Notes").

The Issuer intends to use the net proceeds from the Offering (i) to repay a portion of the borrowings currently outstanding under its revolving credit facility and (ii) the remainder, if any, for general corporate purposes. The Issuer may in the future reborrow amounts under its revolving credit facility to, among other things, purchase portfolios and fund acquisitions.

The Notes and the related guarantees have not been registered under the Securities Act, or any state securities laws and, unless so registered, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. The Notes are being offered only to persons reasonably believed to be qualified institutional buyers pursuant to 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 is for informational purposes only. It does not constitute an offer to sell or a solicitation of an offer to buy the Notes or any other securities, nor shall there be any offer, solicitation or sale of the Notes or any other securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Cautionary Note Regarding 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. Forward-looking statements include, without limitation, all statements other than statements of historical or current facts contained in this press release, including statements relating to our intentions, beliefs, assumptions or current expectations concerning, among other things, our future results of operations and financial position, business strategy and plans and objectives of management for future operations, including, among others, statements regarding expected growth, future capital expenditures, capital allocation and debt service obligations, and the anticipated impact on our business. Some of the forward-looking statements can be identified by the use of forward-looking terms such as "believes," "expects," "may," "will," "shall," "should," "would," "could," "seeks," "aims," "projects," "is optimistic," "intends," "plans," "estimates," "anticipates" or the negative versions of these words or other comparable terms.

Forward-looking statements are subject to known and unknown risks and uncertainties, many of which may be outside our control. We caution you that forward-looking statements are not guarantees of future performance or outcomes and that actual performance and outcomes, including, without limitation, our actual results of operations, financial condition and liquidity, and the development of the market in which we operate, may differ materially from those made in or suggested by the forward-looking statements contained in this press release.

Additional information concerning these and other factors can be found in our filings with the Securities and Exchange Commission. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the foregoing cautionary statements. All such statements speak only as of the date made and, except as required by 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.

Contacts:

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Media Relations
Doug.Donsky@icrinc.com

Exhibit 99.2

Jefferson Capital Announces Pricing of $100 Million of Senior Notes due 2030

MINNEAPOLIS, Aug. 18, 2026 (GLOBE NEWSWIRE) -- Jefferson Capital, Inc. (NASDAQ: JCAP) ("Jefferson Capital"), announced today the pricing of an offering (the "Offering") of $100 million aggregate principal amount of 8.250% senior notes due 2030 (the "Add-On Notes") by Jefferson Capital Holdings, LLC (the "Issuer"), its indirect wholly-owned subsidiary. The Add-On Notes will initially be fully and unconditionally guaranteed on a senior unsecured basis by certain of the Issuer's wholly-owned domestic restricted subsidiaries. The Add-On Notes are being offered as additional notes under the Indenture, dated as of May 2, 2025, pursuant to which the Issuer previously issued $500 million in aggregate principal amount of 8.250% senior notes due 2030 (the "Existing Notes" and, together with the Add-On Notes, the "Notes").

The Issuer intends to use the net proceeds from the Offering (i) to repay a portion of the borrowings currently outstanding under its revolving credit facility and (ii) the remainder, if any, for general corporate purposes. The Issuer may in the future reborrow amounts under its revolving credit facility to, among other things, purchase portfolios and fund acquisitions. The Offering is expected to close on August 20, 2026, subject to customary closing conditions.

The Notes and the related guarantees have not been registered under the Securities Act, or any state securities laws and, unless so registered, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. The Notes are being sold only to persons reasonably believed to be qualified institutional buyers pursuant to 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 is for informational purposes only. It does not constitute an offer to sell or a solicitation of an offer to buy the Notes or any other securities, nor shall there be any offer, solicitation or sale of the Notes or any other securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

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Forward-looking statements are subject to known and unknown risks and uncertainties, many of which may be outside our control. We caution you that forward-looking statements are not guarantees of future performance or outcomes and that actual performance and outcomes, including, without limitation, our actual results of operations, financial condition and liquidity, and the development of the market in which we operate, may differ materially from those made in or suggested by the forward-looking statements contained in this press release.

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