

**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): December 15, 2025

PERIMETER SOLUTIONS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-41027
(Commission
File Number)

33-2098357
(IRS. Employer
Identification No.)

8000 Maryland Avenue, Suite 350
Clayton, Missouri 63105
(Address of principal executive offices, including zip code)
(314) 396-7343
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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	PRM	New York Stock Exchange

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 December 15, 2025, Perimeter Solutions, Inc’s (the “Company”) the parent company of Perimeter Holdings, LLC (“Perimeter Holdings”) announced the offering by Perimeter Holdings of \$550 million aggregate principal amount of senior secured notes due 2034 (the “Notes”). A copy of the press release is filed herewith as Exhibit 99.1 and is hereby incorporated by reference.

On December 15, 2025, the Company announced the pricing of the Notes. A copy of the press release is filed herewith as Exhibit 99.2 and is incorporated by reference.

Forward-Looking Statements

This report, including Exhibit 99.1 and Exhibit 99.2, contains “forward-looking statements” within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. These statements are based upon management’s current expectations, beliefs, assumptions and estimates, and on information currently available to us, all of which are subject to change, and are not guarantees of timing, future results or performance. These forward-looking statements involve certain risks and uncertainties and other factors that could cause actual results to differ materially from those indicated in such forward-looking statements, as discussed further in the attached press releases.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99.1	Press release issued by Perimeter Solutions, Inc. on December 15, 2025.
99.2	Press release issued by Perimeter Solutions, Inc. on December 15, 2025.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

Date: December 15, 2025

Perimeter Solutions, Inc.

By: /s/ Kyle Sable
Kyle Sable
Chief Financial Officer

Perimeter Solutions Announces Proposed Offering of \$550 Million Senior Secured Notes

December 15, 2025

Clayton, Missouri, December 15, 2025 – Perimeter Solutions, Inc. (NYSE: PRM) (“Perimeter,” “Perimeter Solutions,” or the “Company”), today announced that its indirect subsidiary, Perimeter Holdings, LLC (“Perimeter Holdings”), intends to offer, subject to market and other conditions, \$550.0 million aggregate principal amount of senior secured notes due 2034 (the “Notes”). The Notes will be fully and unconditionally guaranteed on a senior secured basis, jointly and severally, by Perimeter Intermediate, LLC (“Perimeter Intermediate”), the direct parent of Perimeter Holdings, and, subject to certain exclusions, all of Perimeter Holdings’ existing or future restricted subsidiaries that guarantee Perimeter Holdings’ revolving credit facility. The Notes will be secured, subject to permitted liens, by a first-priority security interest in substantially all present and hereafter acquired property and assets of Perimeter Holdings and the guarantors, which also constitutes collateral securing indebtedness under Perimeter Holdings’ revolving credit facility.

Perimeter Holdings intends to use the net proceeds from the offering, together with cash on hand, to pay the cash consideration for the previously announced acquisition of Medical Manufacturing Technologies LLC (“MMT”) and to pay related fees and expenses.

In the event that (i) the acquisition of MMT is not consummated on or prior to September 9, 2026, (ii) Perimeter Holdings notifies the trustee of the Notes that it will not pursue the acquisition of MMT or (iii) Perimeter Holdings terminates the MMT purchase agreement without consummating the acquisition of MMT, Perimeter Holdings will be obligated to redeem the Notes.

Prior to the closing of the Notes offering, Perimeter Holdings expects to amend and restate its existing revolving credit facility to, among other things, increase the aggregate principal amount to up to \$200.0 million and extend the maturity date. There can be no assurance that the amendment to the existing revolving credit facility will happen on the foregoing terms or at all.

The Notes have not been registered under the Securities Act of 1933, as amended (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 will be 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 in outside the United States pursuant to Regulation S under the Securities Act.

The information contained herein is provided for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of these 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 jurisdiction.

Forward-looking Information

This press release may contain “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 news release 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.

SOURCE: Perimeter Solutions, Inc.

CONTACT: ir@perimeter-solutions.com

Perimeter Solutions Prices Offering of \$550 Million of Senior Secured Notes Due 2034

December 15, 2025

Clayton, Missouri, December 15, 2025 – Perimeter Solutions, Inc. (NYSE: PRM) (“Perimeter,” “Perimeter Solutions,” or the “Company”), today announced that its indirect subsidiary, Perimeter Holdings, LLC (“Perimeter Holdings”) priced an offering of \$550 million aggregate principal amount of 6.250% senior secured notes due 2034 (the “Notes”). The Notes will bear interest at 6.250% per year, payable semi-annually, will mature on January 15, 2034. The Notes will be fully and unconditionally guaranteed on a senior secured basis, jointly and severally, by Perimeter Intermediate, LLC (“Perimeter Intermediate”), the direct parent of Perimeter Holdings, and, subject to certain exclusions, all of Perimeter Holdings’ existing or future restricted subsidiaries that guarantee Perimeter Holdings’ revolving credit facility. The Notes will be secured, subject to permitted liens, by a first-priority security interest in substantially all present and hereafter acquired property and assets of Perimeter Holdings and the guarantors, which also constitutes collateral securing indebtedness under Perimeter Holdings’ revolving credit facility. The offering of the Notes is expected to close on January 2, 2026, subject to customary closing conditions.

Perimeter Holdings intends to use the net proceeds from the offering, together with cash on hand, to pay the cash consideration for the previously announced acquisition of Medical Manufacturing Technologies LLC (“MMT”) and to pay related fees and expenses.

In the event that (i) the acquisition of MMT is not consummated on or prior to September 9, 2026, (ii) Perimeter Holdings notifies the trustee of the Notes that it will not pursue the acquisition of MMT or (iii) Perimeter Holdings terminates the MMT purchase agreement without consummating the acquisition of MMT, Perimeter Holdings will be obligated to redeem the Notes.

The Notes have not been registered under the Securities Act of 1933, as amended (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 were 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 in outside the United States pursuant to Regulation S under the Securities Act.

The information contained herein is provided for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of these 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 jurisdiction.

Forward-looking Information

This press release may contain “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 news release 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.

SOURCE: Perimeter Solutions, Inc.

CONTACT: ir@perimeter-solutions.com