

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 6, 2026

SEAPORT ENTERTAINMENT GROUP INC.

(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction
of incorporation)

001-42113
(Commission File Number)

99-0947924
(IRS Employer
Identification No.)

199 Water Street, 28th Floor
New York, NY
(Address of principal executive offices)

10038
(Zip code)

Registrant's telephone number, including area code: **(212) 732-8257**

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, par value \$0.01 per share	SEG	NYSE

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 2.01 Completion of Acquisition or Disposition of Assets.

On February 6, 2026, 250 Seaport District, LLC (the “Seller”), a subsidiary of Seaport Entertainment Group Inc. (the “Company”), completed the sale (the “Sale”) of a mixed-use development project located at 250 Water Street (“250 Water Street”) to 250 Water Street Owner LLC (the “Buyer”) for a sale price of \$143.0 million. The Buyer is an affiliate of Tavros Holdings LLC, a privately owned real estate investment management and development firm based in New York City. The Buyer does not have any material relationship with the Company or its affiliates, other than in respect of the Sale.

Item 7.01 Regulation FD Disclosure.

On February 6, 2026, the Company issued a press release announcing the completion of the Sale. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein. The information in this Item 7.01, including the press release, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, unless it is specifically incorporated by reference therein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release, dated February 6, 2026
104	Cover Page Interactive Data File (the cover page tags are embedded within the Inline XBRL document)

SIGNATURE

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.

Dated: February 9, 2026

SEAPORT ENTERTAINMENT GROUP INC.

By: /s/ Lucy Fato

Name: Lucy Fato

Title: EVP, General Counsel & Corporate Secretary

FOR IMMEDIATE RELEASE

February 6, 2026

**SEAPORT ENTERTAINMENT GROUP COMPLETES SALE OF
250 WATER STREET DEVELOPMENT PROJECT**

NEW YORK, NY – Seaport Entertainment Group Inc. (NYSE: SEG) announced today it has successfully completed the sale of the mixed-use development project located at 250 Water Street for a sale price of \$143.0 million to Tavros, a privately owned real estate investment management and development firm based in New York City.

250 Water Street was originally acquired by Howard Hughes Holdings, the Company's former parent, in June 2018. The one-acre site spans a full city block, bordered by Peck Slip, Pearl Street, Water Street, and Beekman Street, and is currently entitled for the construction of a 26-story, mixed-use building with up to 399 market-rate and affordable residential units and approximately 200,000 square feet of commercial, retail and community space.

SEG was represented in this transaction by a JLL team led by Andrew Scandalios, Ethan Stanton, and Nicco Lupo.

About Seaport Entertainment Group

Seaport Entertainment Group (NYSE: SEG) is a premier entertainment and hospitality company formed to own, operate, and develop a unique collection of assets positioned at the intersection of entertainment and real estate. Seaport Entertainment Group's focus is to deliver unparalleled experiences through a combination of restaurant, entertainment, sports, retail and hospitality offerings integrated into one-of-a-kind real estate that redefine entertainment and hospitality. For more information, please visit www.seaportentertainment.com.

About Tavros

Tavros is a privately-owned real estate investment management and development firm. They invest on a discretionary basis, with a strong focus on New York City, and a global investor base of family offices, trusts, high net worth individuals, and institutions. Core to the Tavros discipline is the quality of its partnerships with tenants, investors, and lenders. As an owner and property manager, Tavros aims to ensure a positive experience for its tenants through attention to detail and a focus on quality of life.

Safe Harbor and Forward-Looking Statements

This press release includes forward-looking statements within the meaning of the federal securities laws. Such forward-looking statements include, but are not limited to, statements concerning Seaport Entertainment Group's plans, goals, objectives, outlook, expectations, and intentions. Forward-looking statements are based on Seaport Entertainment Group's current expectations and involve risks and uncertainties that could cause actual results to differ materially from those expressed or implied in such forward-looking statements, including the risks and uncertainties discussed in filings with the Securities and Exchange Commission, including Seaport Entertainment Group's most recent Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q. Forward-looking statements speak only as of the date of this press release. Seaport Entertainment Group undertakes no obligation to update or revise any forward-looking statements for events or circumstances that arise after the date of this press release, except as may be required by applicable law.

Contacts

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