

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 23, 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 7.01 Regulation FD Disclosure.

On February 23, 2026, Seaport Entertainment Group Inc. (the “Company”) issued a press release (the “Press Release”) announcing that Balloon Museum will open at the Tin Building in Summer 2026. A copy of the Press Release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

The Company, through a wholly owned indirect subsidiary, has entered into a lease with Balloon Museum that provides for an initial term of five years. Balloon Museum will also have the option to extend the term of the lease for two separate consecutive renewal terms of five years each.

On February 23, 2026, the Company also issued a media advisory (the “Media Advisory” and, together with the Press Release, the “Announcements”) announcing that the Tin Building by Jean-Georges will close its operations effective February 23, 2026. A copy of the Media Advisory is attached hereto as Exhibit 99.2 and is incorporated by reference herein.

As previously disclosed, certain indirect subsidiaries of the Company and wholly owned subsidiaries of Jean-Georges Restaurants (“JG”) entered into a license agreement with respect to the license of certain intellectual property of JG for the Tin Building (the “License Agreement”). In connection with the closure of the operations of the Tin Building by Jean-Georges, the License Agreement has been terminated. Notwithstanding the foregoing, the Company and JG will continue their longstanding partnership, and the Company, through certain subsidiaries, continues to own a 25% minority interest in JG.

The information in this Item 7.01, including the Announcements, 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.

This Current Report on Form 8-K, including the Announcements, includes forward-looking statements within the meaning of the federal securities laws. Such forward-looking statements include, but are not limited to, statements concerning the Company’s plans, goals, objectives, outlook, expectations, and intentions, including with respect to the opening of the Balloon Museum at the Tin Building in Summer 2026 and the Company’s partnership with JG. Forward-looking statements are based on the Company’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 the Company’s filings with the Securities and Exchange Commission, including the Company’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 Current Report on Form 8-K. The Company undertakes no obligation to update or revise any forward-looking statements for events or circumstances that arise after the date of this Current Report on Form 8-K, except as may be required by applicable law.

Item 9.01 Financial Statements and Exhibits.*(d) Exhibits*

Exhibit No.	Description
99.1	Press Release, dated February 23, 2026
99.2	Media Advisory, dated February 23, 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 23, 2026

SEAPORT ENTERTAINMENT GROUP INC.

By: /s/ Lucy Fato

Name: Lucy Fato

Title: EVP, General Counsel & Corporate Secretary



FOR IMMEDIATE RELEASE

February 23, 2026

SEAPORT ENTERTAINMENT GROUP ANNOUNCES LEASE WITH BALLOON MUSEUM TO TRANSFORM HISTORIC TIN BUILDING INTO A NEW CULTURAL DESTINATION

The internationally recognized interactive contemporary art experience will open its U.S. flagship in the Seaport neighborhood, and the Tin Building by Jean-Georges has closed to begin preparations for the Balloon Museum.

NEW YORK, NY – Seaport Entertainment Group Inc. (NYSE: SEG) (“Seaport Entertainment Group” or “SEG”) and Lux Entertainment today announced that Balloon Museum, the award-winning contemporary art format, will open at the Tin Building in Summer 2026. The Tin Building will serve as the Balloon Museum’s U.S. flagship, enriching the cultural landscape in the Seaport neighborhood by offering a community-oriented, experiential art destination designed to attract visitors of all ages.

The current food and beverage operations at the Tin Building will close immediately to begin preparations for the Balloon Museum.

Balloon Museum has redefined the way millions of people experience contemporary art through large-scale interactive exhibitions that transcend traditional boundaries of gallery spaces. Visitors are immersed within the artwork itself—not as passive observers, but as active participants who touch, move through, and directly engage with the installations.

“We are thrilled to bring Balloon Museum and its category-defining contemporary art exhibitions to the Seaport,” said **Matt Partridge, President and Chief Executive Officer of Seaport Entertainment Group**. “Balloon Museum is a true global phenomenon that offers visitors of all ages a one-of-a-kind experience. We look forward to this exciting addition to the Seaport’s existing portfolio of cultural experiences and other offerings, allowing our growing residential community and visitors to interact with art in an entirely new way.”

Balloon Museum exhibitions are developed by a curatorial team that selects some of the most important contemporary creators of our time, artists whose works are featured in prestigious institutions such as MoMA, Tate, and Centre Pompidou. The unifying medium of these experiences is air—conceived as an ephemeral, democratic, and poetic element. Expanded to monumental scale, it becomes matter, metaphor, and method. Visitors float, move, or simply breathe in dialogue with works that use light, sound, and motion to create a powerful emotional landscape. Balloon Museum aims to become an

integral part of the neighborhood's community, a place where people of all ages not only experience art but actively participate in a shared public culture.

"The opening of our U.S. flagship in New York City marks a decisive milestone in the history of Balloon Museum," said **Roberto Fantauzzi, CEO and Founder of Lux Entertainment**. "After years of international growth, choosing New York City and an iconic location such as the Tin Building represents an even greater cultural responsibility for our team. For this new location, we will present a completely original exhibition featuring newly commissioned works by internationally renowned artists. The Balloon Museum at the Tin Building is a natural evolution and significant leap in scale, not simply a new chapter, but the beginning of a stable and ambitious new dimension for our company."

The transaction was originated by Michael Ginsberg and Jonah Larrama of OMG Variety LLC, a New York-based advisory firm specializing in creative real estate strategy, experiential partnerships and mixed-use cultural development.

Additional details about Balloon Museum's concept for New York City and additional details about potential relocations of existing Tin Building concepts will be announced in the coming months.

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 Lux Entertainment and Balloon Museum

Lux Entertainment is a Made in Italy company that, in just a few years, has established itself internationally in the field of next-generation artistic and cultural experiences. Founded in Rome in 2021 by Roberto Fantauzzi together with José Linguella, Vanessa Arcangeli, and Andrea Lucentini, Lux Entertainment creates and produces touring and site-specific exhibition formats that combine monumental works, interactive environments, and live performances, transforming the visit into a participatory experience.

Created by Lux Entertainment, Balloon Museum debuted in Italy in 2021, where it has distinguished itself as an example of true national cultural excellence and is supported by the Italian Ministry of Culture, an endorsement that affirms its artistic significance on the global stage. This distinction reflects the significant international expansion that has led the museum to present its exhibitions in 23 major cities across Europe, North America, and Asia, in architecturally iconic venues such as the Grand Palais in Paris, La Nuvola by Fuksas in Rome, Old Billingsgate in London, Mana Wynwood in Miami, the

Palace of Fine Arts in San Francisco, and Marina Bay Sands in Singapore. Throughout this growth, Balloon Museum has welcomed more than 7 million visitors worldwide. Demonstrating strong interest from U.S. audiences, nearly 300,000 people visited its 2023 New York pop-up exhibition in just 77 days.

Today, Lux Entertainment represents one of the most dynamic expressions of Italian creative excellence, transforming a vision born in Rome into a global cultural phenomenon.

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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Lux Entertainment and Balloon Museum

press@balloonmuseum.world

JEAN-GEORGES
RESTAURANTS**MEDIA ADVISORY**

February 23, 2026

Contact:Seaport Entertainment Group
Media@seaportentertainment.com**SEAPORT ENTERTAINMENT GROUP AND JEAN-GEORGES RESTAURANTS
ADDRESS CLOSURE OF THE TIN BUILDING AND REAFFIRM PARTNERSHIP**

Seaport Entertainment Group Inc. (NYSE: SEG) ("Seaport Entertainment Group," or "SEG") and Jean-Georges Restaurants today announced that the Tin Building by Jean-Georges will close its operations effective February 23, 2026. SEG and Jean-Georges Restaurants will continue their longstanding partnership and are actively exploring opportunities to bring several popular Tin Building concepts and offerings to new spaces, both in the Seaport and across New York City.

"Re-establishing the historic Tin Building was an extraordinary opportunity to celebrate food, community, and New York's rich culinary traditions in one of the city's most iconic settings," said **Jean-Georges Vongerichten**. "I'm proud of what our team accomplished in this special place, and excited to continue our partnership with Seaport Entertainment Group as we explore new ideas in the Seaport and beyond."

Seaport Entertainment Group will continue to maintain its 25% ownership of Jean-Georges Restaurants, and the closure of the Tin Building does not change Jean-Georges' commitment to the Seaport neighborhood. Together, they plan to continue developing the Seaport and New York City's culinary landscape.

"Jean-Georges remains an important partner for SEG and we are grateful for his vision in reimagining the Tin Building as a premier culinary destination in New York City," said **Matt Partridge, President and Chief Executive Officer of Seaport Entertainment Group**. "We look forward to working with Jean-Georges and his team as we continue to revitalize the Seaport and deliver on our commitment to support our growing residential community, as well as provide unparalleled hospitality experiences throughout the neighborhood."

Safe Harbor and Forward-Looking Statements

This media advisory 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 media advisory. 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 media advisory, except as may be required by applicable law.

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