

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): August 15, 2025

SEAPORT ENTERTAINMENT GROUP INC.

(Exact name of registrant as specified in its 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 1.01 Entry into a Material Definitive Agreement.

On August 15, 2025, 250 Seaport District, LLC, a subsidiary of Seaport Entertainment Group Inc. (the “Company”), entered into a Purchase and Sale Agreement (the “Agreement”) with 250 Water Street Owner LLC (the “Buyer”) for the sale of a mixed-use development project located at 250 Water Street (“250 Water Street”) for a sale price of \$150.5 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 Agreement.

The Agreement includes a \$6.0 million deposit due at signing, with certain provisions to potentially increase the deposit up to \$8.5 million and the sale price up to \$152.0 million before closing. The deposit is non-refundable, subject to satisfaction of certain closing conditions.

Closing on the sale of 250 Water Street is expected before the end of 2025. However, the sale of 250 Water Street is subject to certain closing conditions, which are not currently satisfied. Accordingly, there can be no assurances that the sale of 250 Water Street will be completed on the terms or timing described in this Current Report on Form 8-K, or at all.

The foregoing description of the Agreement does not purport to be complete and is qualified in its entirety by reference to the text of the Agreement to be filed with the Company’s Quarterly Report on Form 10-Q for the quarterly period ending September 30, 2025.

Item 7.01 Regulation FD Disclosure.

On August 18, 2025, the Company issued a press release announcing the execution of the Agreement. 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 August 18, 2025
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: August 18, 2025

SEAPORT ENTERTAINMENT GROUP INC.

By: /s/ Lucy Fato

Name: Lucy Fato

Title: EVP, General Counsel & Corporate Secretary

**SEAPORT ENTERTAINMENT GROUP ANNOUNCES AGREEMENT TO SELL 250 WATER STREET
DEVELOPMENT PROJECT TO TAVROS FOR \$150.5 MILLION**

NEW YORK, NY, August 18, 2025 – Seaport Entertainment Group Inc. (NYSE: SEG) (“Seaport Entertainment Group,” “SEG,” “we,” “our,” or the “Company”) announced today it has entered into an agreement to sell the mixed-use development project located at 250 Water Street (“250 Water Street”) for a sale price of \$150.5 million to Tavros, a privately owned real estate investment management and development firm based in New York City.

“We believe the anticipated sale of 250 Water Street marks a significant milestone for Seaport Entertainment Group, unlocking capital that is poised to enhance our balance sheet, support new sustainable growth opportunities, and create long-term value for our shareholders,” said Anton Nikodemus, Chairman, President and Chief Executive Officer of Seaport Entertainment Group. “We are confident that Tavros, an experienced and engaged New York City developer, is well-positioned to bring this project to life in a way that respects the character of the neighborhood and contributes positively to the community.”

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.

The agreement includes a \$6.0 million deposit due at signing, with certain provisions to potentially increase the deposit up to \$8.5 million and the sale price up to \$152.0 million before closing. The deposit is non-refundable, subject to satisfaction of certain closing conditions. Closing on the sale of the property is expected before the end of 2025.

A JLL team led by Andrew Scandalios, Ethan Stanton and Nicco Lupo represented the Company.

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.

About JLL

For over 200 years, JLL (NYSE: JLL), a leading global commercial real estate and investment management company, has helped clients buy, build, occupy, manage and invest in a variety of commercial, industrial, hotel, residential and retail properties. A Fortune 500® company with annual revenue of \$23.4 billion and operations in over 80 countries around the world, JLL’s more than 112,000 employees bring the power of a global platform combined with local expertise. Driven by its purpose to shape the future of real estate for a better world, JLL helps

its clients, people and communities SEE A BRIGHTER WAYSM. JLL is the brand name, and a registered trademark, of Jones Lang LaSalle Incorporated. For further information, visit jll.com.

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 the Company's plans, goals, objectives, outlook, assumptions, expectations, and intentions. Examples of forward-looking statements in this press release include statements regarding the pending sale of 250 Water Street. 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. Factors that could cause actual results to differ materially are set forth as risk factors in Seaport Entertainment Group's filings with the Securities and Exchange Commission (the "SEC"), including its Quarterly and Annual Reports. Forward-looking statements speak only as of the date of this press release. The Company undertakes no obligation to update or revise any of the Company's forward-looking statements for events or circumstances that arise after the date of this press release, except as may be required by applicable law.

The sale of 250 Water Street is subject to certain closing conditions, which are not currently satisfied. Accordingly, there can be no assurances that the sale of 250 Water Street will be completed on the terms or timing described in this press release, or at all.

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