**UNITED STATES**
**SECURITIES AND EXCHANGE COMMISSION**
**Washington, D.C. 20549**

# Form 8-K

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**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 4, 2026**

# IREN LIMITED

**(Exact name of registrant as specified in its charter)**

**Commission File Number: 001-41072**

| **Australia** | **Not Applicable** |
|---|---|
| **(State or other jurisdiction of incorporation)** | **(IRS Employer Identification No.)** |

**Level 5, 55 Market Street, Sydney, NSW 2000 Australia**
**(Address of principal executive offices, including zip code)**

**+61 2 7906 8301**
**(Registrant’s telephone number, including area code)**

**(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 |
|---|---|---|
| Ordinary shares, no par value | IREN | The Nasdaq Stock Market LLC |

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 August 4, 2026, IREN Limited (the "Company") issued a press release announcing the closing of its previously announced Acquisition (defined below). A copy of the press release is attached as Exhibit 99.1 hereto and incorporated by reference herein.

The information contained in this Item 7.01, including Exhibit 99.1, 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 into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

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**Item 8.01 Other Events.**

On August 4, 2026, the Company filed with the Securities and Exchange Commission (the "SEC") a prospectus supplement to the prospectus included in the Company's registration statement on Form S-3 POSASR originally filed with the SEC on Form F-3 (Reg. No. 333-284369) on January 21, 2025 and as amended by post-effective amendment on Form S-3 on August 25, 2025 (as so amended, the "Registration Statement"), covering the resale from time to time by certain selling shareholders of up to an aggregate of 11,981,668 of the Company's ordinary shares, with no par value (the "Shares"), to satisfy registration rights the Company granted pursuant to an Agreement and Plan of Merger dated as of May 4, 2026 by and among the Company, Kube Merger Sub Inc. and Mirantis, Inc., which closed on August 3, 2026 (the "Acquisition").

A copy of the legal opinion of Allens relating to the validity of the Shares is filed herewith as Exhibit 5.1 and is incorporated herein by reference, and is filed with reference to, and is hereby incorporated by reference into, the Registration Statement.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit Number

| | |
|---|---|
| 5.1 | Opinion of Allens, Australian counsel of IREN Limited. |
| 23.1 | Consent of Allens, Australian counsel of IREN Limited (included in Exhibit 5.1). |
| 99.1 | Press release, dated August 4, 2026, announcing closing of the Acquisition. |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document). |

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**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.

**IREN LIMITED**

By: /s/ William Roberts
William Roberts
Co-Chief Executive Officer and Director

Date: August 4, 2026

**Exhibit 5.1**

**Allens**
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Sydney NSW 2000 Australia

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allens.com.au

ABN 47 702 595 758

4 August 2026

IREN Limited
Level 5, 55 Market Street
Sydney, NSW 2000

Dear Ladies and Gentlemen

## IREN Limited (ACN 629 842 799) (the Company)

We have acted as Australian legal advisers to the Company in connection with the preparation and filing by the Company on the date hereof with the U.S. Securities and Exchange Commission (the ***Commission***) of:

(a) a registration statement on Form F-3 (File No. 333-284369) initially filed on January 21, 2025 and Post-Effective Amendment No. 1 on Form S-3 thereto filed with the Commission on August 28, 2025 (as so amended, the ***Registration Statement***) under the Securities Act 1993 (U.S.), as amended from time to time (***Securities Act***), including the prospectus contained therein (***Base Prospectus***), registering certain securities, including:

  (i) ordinary shares of the Company, with no par value;

  (ii) debt securities of the Company;

  (iii) warrants of the Company;

  (iv) purchase contracts;

  (v) units; and

  (vi) subscription rights; and

(b) a prospectus supplement relating to the registration of securities (to be issued from time to time by the Company), filed with the Commission and dated the date hereof (the ***Prospectus Supplement***) relating to the resale of up to 11,981,668 of the Company's ordinary shares, with no par value (the ***Shares***) by certain shareholders named therein.

This opinion letter (***Opinion***) is being furnished in accordance with Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contexts of the Registration Statement or related prospectus, other than as expressly stated herein.

## 1 Definitions

In this opinion, the following definitions apply.

(a) ***ASIC*** means the Australian Securities and Investments Commission.

(b) ***Constitution*** means the Amended and Restated Constitution of the Company adopted on 20 November 2025 (19 November 2025 ET) and in force as at the date of this Opinion.

(c) ***Corporations Act*** means the *Corporations Act 2001* (Cth).

(d) ***Document*** means a document listed in paragraphs 2(a) to 2(f) below.

(e) ***Governing Jurisdiction*** means the State of Delaware, United States of America.

(f) ***Laws of a Relevant Jurisdiction*** means the common law, principles of equity and laws constituted by legislation that is available to the public generally, in force in the Relevant Jurisdictions.

(g) ***Merger Agreement*** means the agreement and plan of merger dated May 4, 2026 by and among the Company, Kube Merger Sub Inc., and Mirantis, Inc.

(h) ***Relevant Jurisdiction*** means New South Wales or the federal jurisdiction of the Commonwealth of Australia.

## 2 Documents

We have examined and rely on originals or copies of the following documents.

(a) the Constitution;

(b) the Merger Agreement;

(c) the Registration Statement;

(d) Base Prospectus;

(e) Prospectus Supplement; and

(f) a certificate of the secretary of the Company, with the attachments referred to therein, including certified copies of circulating resolutions passed by the board of directors of the Company.

## 3 Scope

This Opinion relates only to the laws of the Relevant Jurisdictions, as interpreted by courts of the Relevant Jurisdictions, at 9.00am (Sydney, Australia time) on the date of this Opinion.

This Opinion is given on the basis that it will be construed in accordance with the laws of New South Wales, Australia. Anyone relying on this Opinion agrees that this Opinion and all matters (including any liability) arising in any way from it are to be governed by the laws of New South Wales and will be subject to the non-exclusive jurisdiction of the courts of New South Wales.

We have not reviewed any documents other than the Documents listed in Section 2 for the purposes of this Opinion, and this Opinion does not purport to address any legal issues that arise in relation to such other documents that may be or come into force, even if there is a reference to any such documents in the Documents or on the impact such documents may have on the opinions expressed in this Opinion.

We have not considered and do not opine on the Registration Statement or/and any securities law disclosure requirements, other than as expressly stated herein with respect to the issue of the Shares.

We express no opinion as to any taxation matters or transfer pricing matters generally or liability to tax which may arise or be suffered as a result of or in connection with the Merger Agreement or on the impact which any tax laws may have on the opinions expressed in this Opinion.

We express no opinion on any applicable licensing or similar requirements.

This Opinion does not contain any undertaking to update it or to inform the Company of any changes in the laws of the Relevant Jurisdictions or any other laws which would affect the content thereof in any manner.

## 4 Searches

We have relied on the following.

(a) An extract of the public records of the Company produced by ASIC on 4 August 2026 at 8:47am Sydney, Australia time.

(b) A search of the insolvency notices website maintained by ASIC in respect of the Company on 4 August 2026 at 8:52am Sydney, Australia time.

We have assumed that the extracts produced by ASIC are the same as information provided by the Company to ASIC. We have not examined any documents that the Company may have filed with ASIC. The information in the extracts, or produced by the searches, may not be correct, complete or up to date.

We have not conducted any other searches or investigations for the purposes of this opinion.

## 5 Opinion

Our opinion is as follows, subject to the assumptions in Schedule 1:

(a) The Shares have been authorised and if and once:

(i) duly registered on the books of the transfer agent and registrar therefor in the name of Cede & Co.; and

(ii) fully paid and issued in accordance with the terms of the Constitution,

(iii) are validly issued, issued as fully paid-up shares and are non-assessable.

## 6 Benefit

We are providing this Opinion in connection with the Documents and the Registration Statement. We hereby consent to the filing of this Opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Yours faithfully

**/s/ Allens**

## Schedule 1

# Assumptions

(a) All dates, signatures, seals and duty markings are authentic.

(b) If we have reviewed a copy of a document, it is a correct and complete copy of the original.

(c) If we have reviewed only a draft of a document, it has been or will be executed in the form of that draft.

(d) All statements made in the Documents as to factual matters are correct.

(e) None of the Documents have been amended, released or terminated.

(f) Each person who executed any Document on behalf of the Company held the position they purported to hold.

(g) The Merger Agreement:

    (i) has been validly authorised and entered into by each party to it, and is binding on each such party under all applicable laws; and

    (ii) is binding on the Company under all applicable laws.

(h) All acts, conditions or things required to be fulfilled, performed or effected in connection with the Merger Agreement under the laws of any jurisdiction (other than the Relevant Jurisdictions but only to the extent opined herein) have been duly fulfilled, performed and effected.

(i) If the Merger Agreement is to be performed in a jurisdiction other than a Relevant Jurisdiction, its performance will not be illegal under the laws of that jurisdiction.

(j) The Merger Agreement constitutes or will on execution constitute binding obligations of the Company under the laws of the Governing Jurisdiction enforceable in competent courts of that jurisdiction.

(k) All parties to the Merger Agreement will comply with their obligations under the Merger Agreement.

(l) There are no provisions of the laws of any jurisdiction other than Australia that would adversely affect the opinions expressed in this Opinion.

(m) Once taken, board resolutions passed by the Company, including powers granted therein, shall not be amended or rescinded and shall remain in full force and effect.

(n) The Shares have been issued in accordance with the Merger Agreement, Constitution and board resolutions to be passed by the Company.

(o) The transfer agent and registrar maintains the share register of members for the Company.

We have not taken any step to investigate whether the assumptions in this opinion are correct, except as expressly stated in this opinion.

Exhibit 99.1

News Release

# IREN Completes Acquisition of Mirantis Strengthening the Software Layer of its Vertically Integrated AI Cloud Platform

NEW YORK, August 4, 2026 (GLOBE NEWSWIRE) – IREN Limited (NASDAQ: IREN) (“IREN”) today announced it has completed the acquisition of Mirantis, Inc. (“Mirantis”), a leading provider of cloud software and services, through the issuance of approximately 12.6m ordinary shares, fixed at signing, plus cash, restricted stock units and other consideration of approximately $40m as of closing.

The acquisition deepens IREN’s capabilities across AI workload orchestration, monitoring and customer support, further strengthening its vertically integrated AI Cloud platform spanning owned and operated data centers, compute and software.

The acquisition also supports IREN’s strategy to serve a large and diverse customer base over time, including hyperscalers, enterprises and AI developers across bare metal and managed cloud services, and has already facilitated several of IREN’s announced and prospective AI Cloud contracts.

Mirantis brings deep software engineering and technical expertise, and a track record of serving more than 1,500 enterprise customers globally. Mirantis is an inaugural partner of the NVIDIA AI Cloud Ready Initiative, and has integrated k0rdent AI with NVIDIA DSX OS software components, supporting current and next-generation NVIDIA architectures. The open-source k0rdent AI platform will continue to be developed and supported for Mirantis’ customers.

The combination brings together IREN’s owned and operated data centers and compute with Mirantis’ flexible, interoperable software layer, giving customers greater choice and control in how they deploy and scale AI workloads.

**Daniel Roberts, Co-Founder and Co-CEO of IREN, commented:**

“From the beginning our view has been simple: own the land and power, build the data centers, deliver the compute. Mirantis adds the software layer on top, turning infrastructure into a platform. That’s what lets us serve everyone from hyperscalers running bare metal to enterprises who want fully managed AI cloud.”

**Alex Freedland, Founder and CEO of Mirantis, commented:**

“For more than a decade, Mirantis has helped enterprises deploy and operate mission-critical cloud infrastructure software, and that commitment to our customers remains unchanged. Becoming part of IREN gives us the opportunity to bring those capabilities to an even larger infrastructure platform, accelerating innovation while continuing to invest in the open and infrastructure-agnostic k0rdent AI platform.”

## About IREN

IREN is a vertically integrated AI Cloud provider, delivering large-scale data centers and compute for AI training and inference. IREN's platform is underpinned by its expansive portfolio of grid-connected land and power in renewable-rich regions across North America, Europe and APAC.

## Contacts

**Investors**
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## Forward-Looking Statements

This news 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, that involve substantial risks and uncertainties. Forward-looking statements generally relate to future events or IREN's future financial or operating performance. Forward-looking statements include information concerning possible or assumed future results of operations, including descriptions of our business plan and strategies, revenue targets, anticipated benefits of the Mirantis acquisition, customer utilization and adoption of the k0rdent AI platform, and other trends we expect to affect our business. These statements often include words such as "anticipate," "believe," "may," "can," "should," "could," "might," "plan," "possible," "project," "strive," "budget," "forecast," "expect," "intend," "target", "will," "estimate," "predict," "potential," "continue," "scheduled". Forward-looking statements may also be made, verbally or in writing, by members of our Board or management team in connection with this news release.

These forward-looking statements are based on management's current expectations and beliefs. These statements are neither promises nor guarantees, but involve and are subject to known and unknown risks, uncertainties and other important factors that may cause IREN's actual results, performance or achievements to differ materially from any future results performance or achievements expressed or implied by the forward-looking statements, including IREN's ability to successfully integrate and achieve the anticipated benefits of the acquisition, any unanticipated costs or liabilities associated with the acquisition, any failure to comply with laws, rules, regulations or business practices that IREN may become subject to as a result of any expansion of its business in connection with the acquisition of Mirantis, as well as IREN's ability to successfully execute on its growth strategies and operating plans, achieve its targeted annualized AI Cloud revenue, continue to develop its existing data center sites, design and deploy direct-to-chip liquid cooling systems, and diversify and expand into the market for high performance computing solutions (including the market for cloud services and potential colocation services), along with other important factors discussed under the caption "Risk Factors" in IREN's Annual Report on Form 10-K, filed with the Securities and Exchange Commission (the "SEC") on August 28, 2025 and our other filings with the SEC. These and other important factors could cause actual results to differ materially from those indicated by the forward-looking statements made in this press release. Any forward-looking statement included in this press release speaks only as of the date of such statement. Except as required by law, IREN disclaims any obligation to update or revise, or to publicly announce any update or revision to, any of the forward-looking statements, whether as a result of new information, future events or otherwise.