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

Schedule 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under § 240.14a-12

BAKKT HOLDINGS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
-
-

On January 15, 2026, a member of the Board (the “Board”) of Directors of Bakkt Holdings, Inc. (the “Company”) posted on LinkedIn the materials attached hereto as Exhibit 1.

IMPORTANT INFORMATION FOR STOCKHOLDERS

On January 11, 2026, Bakkt Opco Holdings, LLC (“Opco”), a Delaware limited liability company and wholly owned subsidiary of the Company, entered into a Share Purchase Agreement (the “Purchase Agreement”) by and among Opco, the Company, Distributed Technologies Research Global Ltd., a private limited company incorporated in Cyprus (“DTR”), and Akshay Naheta (Mr. Naheta or the “Seller”). Mr. Naheta is Chief Executive Officer, President and a member of the Board. Pursuant to the terms and subject to the conditions set forth in the Purchase Agreement, the Company will acquire DTR by issuing to the DTR Holders (as defined below) an aggregate number of shares of its Class A Common Stock, par value \$0.0001 per share (the “Class A Common Stock”), equal to 31.5% (the “Seller Allocation Percentage”) of the aggregate number of shares of the Company’s Class A Common Stock that are issued and outstanding immediately prior to the Closing (as defined below), plus the aggregate number of shares of the Company’s capital stock issuable upon full exercise or conversion of any options, warrants or other convertible derivative securities that are outstanding immediately prior to the Closing, on an as-converted basis, but excluding any warrants to purchase shares of the Class A Common Stock (such number of shares, the “Consideration Shares”) to the Seller and other beneficial owners of DTR shares (the “DTR Holders,” and such acquisition, the “Acquisition” and the Acquisition together with the transactions contemplated by the Purchase Agreement, including the issuance of the Consideration Shares, the “Transactions).

The Company will file with the SEC, and mail to its stockholders, a proxy statement in connection with the proposed Transactions. This communication is not a substitute for the proxy statement or for any other document that the Company may file with the SEC and send to its stockholders in connection with the Transactions. **THE COMPANY’S STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** Stockholders will be able to obtain free copies of the proxy statement (when available) and other documents filed with the SEC by the Company through the website maintained by the SEC at <http://www.sec.gov>.

The Company, DTR and certain of their respective directors, certain of their respective executive officers and other members of management and employees may be considered participants in the solicitation of proxies with respect to the proposed Transactions under the rules of the SEC. Information about the directors and executive officers of the Company is set forth in its proxy statement for its 2025 annual meeting of stockholders, which was filed with the SEC on April 28, 2025, including under the headings entitled “Leadership and Corporate Governance,” “Director Nominees and Continuing Directors,” “Information on Board of Directors and Corporate Governance,” “Director Compensation,” “Proposal No. 1: Election of Class I Directors,” “Proposal No. 2: Approval of Amendment to 2021 Omnibus Incentive Plan to Increase the Number of Authorized Shares of Class A Common Stock Issuable Thereunder,” “Proposal No. 5: Advisory Vote on the Compensation of our Named Executive Officers,” “Proposal No. 6: Advisory Vote on the Frequency of Future Stockholder Advisory Votes on the Compensation of our Named Executive Officers,” “Executive Officers,” “Executive Compensation,” “Security Ownership of Certain Beneficial Owners, Directors and Management,” and “Related Person Transactions,” in the Form 3 and Form 4 statements of beneficial ownership and statements of changes of beneficial ownership filed with the SEC by the Company’s directors and executive officers, and under the heading entitled “Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers” in the Company’s Current Report on Form 8-K filed with the SEC on July 30, 2025, August 12, 2025, September 22, 2025, October 21, 2025, October 31, 2025, November 3, 2025, November 7, 2025 and November 14, 2025.

This communication shall not constitute a solicitation of any proxy, vote, consent or approval in any jurisdiction in connection with the proposed Transactions and shall not constitute an offer to sell or a solicitation of an offer to buy the securities of the Company resulting from the proposed Transactions, nor shall there be any sale of any such 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 such state or jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of the Securities Act.



Colleen Brown · 1st
Independent Director | Former Media and Technology P...
29m ·

Bakkt's big announcement. Game changer.



The New Money

[+ Follow](#)

4,897 followers
1d ·

Bakkt Holdings (NYSE: BKKT) has entered into a new deal to acquire stablecoin payment infrastructure company Distributed Technologies Research in an all stock deal.

What's happening, the big idea, and more:

<https://lnkd.in/gPhdpN5K>

Featured | cc: [Bakkt](#) - [Akshay Naheta](#), [Karen Alexander](#), [Nicholas Baes](#), [Marc D'Annunzio](#), [Ankit Khemka](#), [Gavin Michael](#), [Colleen B.](#), [Andrew Sabola](#), [Richard Galvin](#), [Mike Alfred](#), [Distributed Technologies Research](#) - [Rémi Tuyaerts](#), [Tobias Buck](#), [Hasan Sabri](#)

[#crypto](#) [#stablecoin](#) [#fintech](#)



Bakkt Is Buying A Stablecoin Infrastructure Company | The New Money

share.thenew.money



Like



Comment



Repost



Send

Bakkt Is Buying A Stablecoin Infrastructure Company

January 13, 2020 • 1 min read



Mentioned:

BKKT ↑ -766%

Bakkt Holdings is betting big on the future of stablecoins.

What's happening:

- Bakkt Holdings (NYSE: BKKT) has entered into a new deal to acquire stablecoin payment infrastructure company Distributed Technologies Research in an all stock deal

By the numbers:

- Bakkt Holdings will issue approximately 91M common shares as part of the acquisition

Why it matters:

- Distributed Technologies Research operates a payments platform that enables businesses to move stablecoins across 40 different countries and seamlessly convert fiat to stablecoins

Going deeper:

- Distributed Technologies Research's stablecoin platform links different national payment systems and blockchains into one single stablecoin and settlement layer to be able to facilitate fiat conversion and cross border payments
- Distributed Technologies Research was founded by Akshay Nahata who is the Chief Executive Officer of Bakkt Holdings

Keep up with **crypto** and more.

Subscribe Now

Share This Article

Twitter	↗
LinkedIn	↗
Facebook	↗
Copy URL	↗