

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 19, 2026

flyExclusive, Inc.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-40444 (Commission File Number)	86-1740840 (IRS Employer Identification No.)
2860 Jetport Road, Kinston, NC (Address of principal executive offices)	252-208-7715 Registrant's telephone number, including area code Not Applicable (Former name or former address, if changed since last report.)	28504 (Zip Code)

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
Class A Common Stock	FLYX	NYSE American LLC
Redeemable warrants, each whole warrant exercisable for one share of Class A Common Stock at an exercise price of \$11.50 per share	FLYX WS	NYSE American 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 19, 2026, flyExclusive, Inc. (the “Company”), appointed Michael Guina as Chief Operating Officer, effective August 24, 2026. As part of this transition, Matthew Lesmeister, who previously served as Chief Operating Officer until August 24, 2026, will remain with the Company and serve as the President of Maintenance. The employment agreements with Messrs. Guina and Lesmeister, dated September 26, 2024, remain in effect pursuant to their terms and no additional compensation is being provided as a result of the transition.

Mr. Lesmeister, age 38, joined the Company in May 2024 as Executive Vice President and Chief of Staff and was appointed as Chief Financial Officer in June 2024. In September 2024, Mr. Lesmeister was appointed as Chief Operating Officer. Prior to joining the Company, Mr. Lesmeister served in various positions since February 2016 at Fox Factory Holding Corp., a publicly traded global leader in the design and manufacturing of premium products for sport and off-road vehicles, most recently as Vice President, Transformation and Strategy.

Mr. Guina, age 67, joined the Company in April 2015 initially as Chief Operating Officer before transitioning into the role of Chief Commercial Officer in September 2024. Prior to joining the Company, Mr. Guina spent 11 years as Executive Vice President of Delta Private Jets where his responsibilities included oversight of all aspects of operations, sales, product development and revenue management. Prior to his time with Delta Private Jets, Mr. Guina spent ten years with Air Partner PLC where he ultimately served as President of US Operations.

There are no family relationships between either of Mr. Lesmeister or Mr. Guina and any of the Company’s directors or executive officers. There are no related party transactions between either of Mr. Lesmeister or Mr. Guina and the Company.

Item 9.01. Financial Statement and Exhibits.

(d) Exhibits.

Exhibit No.	Document
104	Cover Page Interactive Data File (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 25, 2026

FLYEXCLUSIVE, INC.

By: /s/ Thomas James Segrave, Jr.

Name: Thomas James Segrave, Jr.

Title: Chief Executive Officer and Chairman
