
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K/A

(Amendment No. 1)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 23, 2026

WATSCO, INC.

(Exact name of Registrant as Specified in Its Charter)

Florida
(State or Other Jurisdiction
of Incorporation)

1-5581
(Commission File Number)

59-0778222
(IRS Employer
Identification No.)

2665 South Bayshore Drive
Suite 901
Miami, Florida
(Address of Principal Executive Offices)

33133
(Zip Code)

Registrant's Telephone Number, Including Area Code: (305) 714-4100

N/A

(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 Symbols	Name of each exchange on which registered
Common stock, \$0.50 par value	WSO	New York Stock Exchange
Class B common stock, \$0.50 par value	WSOB	New York Stock Exchange

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.

Explanatory Note

This Current Report on Form 8-K/A (this “Amendment”) is being filed as an amendment to the Current Report on Form 8-K filed by Watsco, Inc., a Florida corporation (the “Company”), with the Securities and Exchange Commission on April 29, 2026 (the “Original Form 8-K”). As previously reported in Original Form 8-K, the Company disclosed an estimated number of Consideration Shares to be issued at the Closing of the Company’s acquisition of the Business (as such terms are defined in the Original Form 8-K and below) of Jackson Supply Company, and this Amendment is being filed to update the disclosure contained in Item 3.02 of the Original Form 8-K solely to provide the precise number of Consideration Shares issued at Closing, which occurred on June 1, 2026. Except as set forth in this Amendment, the disclosure contained in the Original Form 8-K remains unchanged.

Item 3.02 Unregistered Sales of Equity Securities.

On April 23, 2026, Watsco, Inc., a Florida corporation (the “Company”), entered into an asset purchase agreement (the “Purchase Agreement”) together with Jackson Supply Company, a Texas corporation (“Seller”), Jackson Supply LLC, a Delaware limited liability company and wholly owned subsidiary of the Company (“Buyer”), and the other parties thereto, pursuant to which Buyer has agreed to purchase the assets, and assume certain of the liabilities, comprising the HVAC distribution business of Jackson (the “Business”). Pursuant to the Purchase Agreement, upon consummation of the contemplated transaction (the “Closing”), the Company has agreed to issue to Seller a number of shares of the Company’s Common stock, par value \$0.50 per share (“Common Stock”), equal to \$198.0 million, net of the Business’ debt and transaction expenses, divided by the daily volume-weighted average price of the Common Stock on the New York Stock Exchange for the ten most recent trading days immediately preceding the Closing (the “Consideration Shares”). Of the Consideration Shares, \$25.0 million of such shares will be held in escrow for a period of up to 12 months following the Closing in connection with customary purchase price adjustments and indemnification obligations of Seller. Closing is subject to the satisfaction or waiver of customary closing conditions, including regulatory approval, the accuracy of the parties’ respective representations and warranties and the performance in all material respects of the parties’ respective covenants under the Purchase Agreement.

The Closing occurred on June 1, 2026, and the Company issued an aggregate of 517,884 Consideration Shares to Seller.

The Consideration Shares have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), and the Company offered the Consideration Shares in reliance upon the exemption from registration contained in Section 4(a)(2) of the Securities Act. Seller represented to the Company that it is an “accredited investor” as defined in Rule 501(a) under the Securities Act and that it is acquiring the Consideration Shares for investment and not with a view to distribution thereof in violation of the Securities Act.

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.

WATSCO, INC.

Date: June 4, 2026

By: /s/ Ana M. Menendez
Ana M. Menendez,
Chief Financial Officer
