

**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) February 11, 2026

SOUTHWEST GAS HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-37976
(Commission
File Number)

81-3881866
(I.R.S. Employer
Identification No.)

**8360 S. Durango Drive
Post Office Box 98510
Las Vegas, Nevada**
(Address of principal executive offices)

89193-8510
(Zip Code)

Registrant's telephone number, including area code: (702) 876-7237

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Southwest Gas Holdings, Inc. Common Stock, \$1 Par Value	SWX	New York Stock Exchange

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))

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 1.02 Termination of a Material Definitive Agreement.

On February 11, 2026, Southwest Gas Holdings, Inc. (the “Company”) and Carl C. Icahn and the persons and entities listed in the Cooperation Agreement (as defined below) (collectively, the “Icahn Group” and together with the Company, the “Parties”) mutually agreed to terminate that certain Amended and Restated Cooperation Agreement, dated as of October 14, 2025, by and between the Parties (the “Cooperation Agreement”). As a result of such termination, all rights and obligations of the Parties thereunder were terminated, and the Cooperation Agreement is of no further force or effect. Notwithstanding the termination of the Cooperation Agreement, Andrew W. Evans, Henry P. Linginfelter and Ruby Sharma, each of whom was nominated as a director pursuant to the terms of the Cooperation Agreement, will remain on the Company’s board of directors, and, subject to the Company’s standard evaluation process of director candidates, the Company expects to renominate each of them for reelection at the Company’s 2026 annual meeting of stockholders.

The foregoing description of the Cooperation Agreement is qualified in its entirety by reference to the full text of the Cooperation Agreement, a copy of which was previously filed by the Company with the U.S. Securities and Exchange Commission as Exhibit 10.1 to the Current Report on Form 8-K dated October 14, 2025 and is incorporated by reference herein.

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.

SOUTHWEST GAS HOLDINGS, INC.

February 12, 2026

/s/ Catherine M. Mazzeo

Catherine M. Mazzeo

Senior Vice President/Chief Legal, Safety & Compliance Officer and
Corporate Secretary