SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Resolute Holdings Management, Inc.

(Name of Issuer)

Common Stock, $0.0001 par value per share

(Title of Class of Securities)

(CUSIP Number)

Thomas R. Knott
Resolute ManCo Holdings LLC, 445 Park Avenue, Suite 5B
New York, NY, 10022
212-256-8405

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

08/06/2026

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No.

1	Name of reporting person Resolute ManCo Holdings LLC
2	Check the appropriate box if a member of a Group (See Instructions)

☐ (a)
☐ (b)

3 SEC use only

4 Source of funds (See Instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

☐

6 Citizenship or place of organization

DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:		
	7	Sole Voting Power 0.00
	8	Shared Voting Power 4,107,534.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 4,107,534.00

11 Aggregate amount beneficially owned by each reporting person

4,107,534.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

☐

13 Percent of class represented by amount in Row (11)

52.5 %

14 Type of Reporting Person (See Instructions)

OO

Comment for Type of Reporting Person: The percentage in Row (13) is based on 7,819,595 shares of Common Stock that were outstanding as of August 5, 2026.

SCHEDULE 13D

CUSIP No.

1 Name of reporting person

Tungsten 2024 LLC

2 Check the appropriate box if a member of a Group (See Instructions)

☐ (a)
☐ (b)

3 SEC use only

4 Source of funds (See Instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

☐

6 Citizenship or place of organization

		DELAWARE
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 4,180,864.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 4,180,864.00
11		Aggregate amount beneficially owned by each reporting person 4,180,864.00
12		Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐
13		Percent of class represented by amount in Row (11) 53.5 %
14		Type of Reporting Person (See Instructions) OO

Comment for Type of Reporting Person: The percentage in Row (13) is based on 7,819,595 shares of Common Stock that were outstanding as of August 5, 2026.

SCHEDULE 13D

CUSIP No.

1		Name of reporting person Thomas R. Knott
2		Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☐ (b)
3		SEC use only
4		Source of funds (See Instructions) OO
5		Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐
6		Citizenship or place of organization UNITED STATES
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 4,107,534.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power

		4,107,534.00
11	Aggregate amount beneficially owned by each reporting person 4,107,534.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐	
13	Percent of class represented by amount in Row (11) 52.5 %	
14	Type of Reporting Person (See Instructions) IN	

Comment for Type of Reporting Person: The percentage in Row (13) is based on 7,819,595 shares of Common Stock that were outstanding as of August 5, 2026.

SCHEDULE 13D

CUSIP No.

1	Name of reporting person C 323 Holdings, LLC		
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☐ (b)		
3	SEC use only		
4	Source of funds (See Instructions) OO		
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐		
6	Citizenship or place of organization DELAWARE		
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00	
	8	Shared Voting Power 4,107,534.00	
	9	Sole Dispositive Power 0.00	
	10	Shared Dispositive Power 4,107,534.00	
11	Aggregate amount beneficially owned by each reporting person 4,107,534.00		
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐		
13	Percent of class represented by amount in Row (11) 52.5 %		

14	Type of Reporting Person (See Instructions) OO

Comment for Type of Reporting Person: The percentage in Row (13) is based on 7,819,595 shares of Common Stock that were outstanding as of August 5, 2026.

SCHEDULE 13D

CUSIP No.

1	Name of reporting person John D. Cote		
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☐ (b)		
3	SEC use only		
4	Source of funds (See Instructions) OO		
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐		
6	Citizenship or place of organization UNITED STATES		
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 125,000.00	
	8	Shared Voting Power 4,180,864.00	
	9	Sole Dispositive Power 125,000.00	
	10	Shared Dispositive Power 4,180,864.00	
11	Aggregate amount beneficially owned by each reporting person 4,305,864.00		
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐		
13	Percent of class represented by amount in Row (11) 55.1 %		
14	Type of Reporting Person (See Instructions) IN		

Comment for Type of Reporting Person: The percentage in Row (13) is based on 7,819,595 shares of Common Stock that were outstanding as of August 5, 2026.

SCHEDULE 13D

Item 1. Security and Issuer

(a) Title of Class of Securities:

Common Stock, $0.0001 par value per share

(b) Name of Issuer:

Resolute Holdings Management, Inc.

(c) Address of Issuer's Principal Executive Offices:

445 Park Avenue, Suite 5B, New York, NEW YORK , 10022.

Item 1 Comment: This Amendment No. 2 (this "Amendment") to Schedule 13D (as amended, the "Schedule 13D") relates to the Common Stock, par value $0.0001 per share (the "Common Stock"), of Resolute Holdings Management, Inc., a Delaware corporation (the "Issuer"). The percentage change in Row 13 of each table above reflects the effect of a decrease in the aggregate number of shares of Common Stock outstanding, and is not the result of any transaction by the Reporting Persons.

Item 2. Identity and Background

(a) See Row (1) of each Reporting Person's cover page.

(b) The principal business office of the Reporting Persons is 445 Park Avenue, Suite 5B, New York, NY 10022.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is hereby amended and supplemented as specified in Annex A.

Item 5. Interest in Securities of the Issuer

(a) Item 5(a) is hereby amended and restated to read in its entirety as found in Annex A.

(b) Item 5(a) is hereby amended and restated to read in its entirety as found in Annex A.

(c) None.

(d) None.

(e) Not applicable.

Item 7. Material to be Filed as Exhibits.

Exhibit 3: Joint Filing Agreement, dated as of August 5, 2026, by and among the Reporting Persons. Exhibit 4: Power of Attorney, dated as of August 5, 2026.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Resolute ManCo Holdings LLC

Signature: *
Name/Title: John D. Cote, Manager, Tungsten 2024 LLC, managing member of Resolute ManCo Holdings LLC
Date: 08/06/2026

Tungsten 2024 LLC

Signature: *
Name/Title: John D. Cote, Manager
Date: 08/06/2026

Thomas R. Knott

Signature: /s/ Thomas R. Knott
Name/Title: Thomas R. Knott
Date: 08/06/2026

C 323 Holdings, LLC

Signature: /s/ Thomas R. Knott
Name/Title: Thomas R. Knott, Manager
Date: 08/06/2026

John D. Cote

Signature: *
Name/Title: John D. Cote

Date: 08/06/2026

Comments accompanying signature: * By: /s/ Thomas R. Knott, Attorney-in-fact

ANNEX A

The following information with respect to the ownership of the Common Stock of the Issuer by the persons filing this Amendment No. 2 is provided as of August 6, 2026:

Reporting Persons	Shares Held Directly	Sole Voting Power	Shared Voting Power	Sole Dispositive Power	Shared Dispositive Power	Beneficial Ownership	Percentage of Class (3)
Resolute ManCo Holdings LLC(1)	4,107,534	0	4,107,534	0	4,107,534	4,107,534	52.5%
Tungsten 2024 LLC(1)	73,330	0	4,180,864	0	4,180,864	4,180,864	53.5%
Thomas Knott(1)	0	0	4,107,534	0	4,107,534	4,107,534	52.5%
C 323 Holdings(1)	0	0	4,107,534	0	4,107,534	4,107,534	52.5%
John Cote(1)	0	125,000(2)	4,180,864	125,000(2)	4,180,864	4,305,864	55.1%

(1) Tungsten is the record holder of 73,330 shares of Common Stock. Resolute ManCo Holdings is the record holder of 4,107,534 shares of Common Stock. Tungsten is the managing member of Resolute ManCo Holdings. Mr. John Cote is the manager of Tungsten. Mr. Knott is the sole member and manager of C 323 Holdings. C 323 Holdings is a member of Resolute ManCo Holdings. Tungsten has the right to vote and dispose of the shares of Common Stock it holds of record and, as the managing member of Resolute ManCo Holdings, has the right to vote and dispose of the shares of Common Stock held of record by Resolute ManCo Holdings, subject to certain consultation rights held by C 323 Holdings. Accordingly, each of Tungsten and Mr. John Cote may be deemed to share beneficial ownership of the shares of Common Stock held of record by Tungsten, and each of Resolute ManCo Holdings, Tungsten, Mr. John Cote, C 323 Holdings and Mr. Knott may be deemed to share beneficial ownership of the shares of Common Stock held of record by Resolute ManCo Holdings.

(2) Shares held through Ridge Valley LLC, of which Mr. John Cote serves as manager.

(3) Based on 7,819,595 shares of Common Stock that were outstanding as of August 5, 2026.

EXHIBIT 3

JOINT FILING AGREEMENT

The undersigned hereby agree that they are filing this statement on Schedule 13D jointly pursuant to Rule 13d-1(k)(1). Each of them is responsible for the timely filing of such Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other on behalf of each of them of such a statement on Schedule 13D (and any amendments thereto) with respect to the shares of Common Stock of Resolute Holdings Management, Inc. beneficially owned by each of them. This Joint Filing Agreement shall be included as an exhibit to such Schedule 13D.

[*Signatures on the next page*]

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of the 5th day of August, 2026.

RESOLUTE MANCO HOLDINGS LLC

By: Tungsten 2024, LLC, its managing member

By: *
Name: John D. Cote
Title: Manager

TUNGSTEN 2024 LLC

By: *
Name: John D. Cote
Title: Manager

THOMAS R. KNOTT

/s/ Thomas R. Knott
Thomas R. Knott

C 323 HOLDINGS, LLC

By: /s/ Thomas R. Knott
Name: Thomas R. Knott
Title: Manager

JOHN D. COTE

*
John D. Cote

* By /s/ Thomas R. Knott, as Attorney-in-Fact

EXHIBIT 4

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned hereby constitutes and appoints Thomas R. Knott, and his successors and assigns from time to time, as such person's true and lawful attorney-in-fact and agent for such person and in such person's name, place and stead, in any and all capacities, to sign individually and not collectively, (i) any and all amendments to a Schedule 13D with regard to the undersigned's beneficial ownership of securities of Resolute Holdings Management, Inc. ("Schedule 13D"), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, and (ii) any and all other instruments which any of such attorneys-in-fact and agents deems necessary or advisable to comply with all applicable laws, rules and regulations in connection with the matters authorized by clause (i), and does hereby grant unto each such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof. The authority granted under this Power of Attorney shall continue with respect to an undersigned party until such party is no longer required to file amendments to the Schedule 13D, except that such authority shall be terminated with respect to such person whose signature appears below when such person revokes in writing the authority granted hereby. This Power of Attorney does not revoke any prior powers of attorney.

Date: August 5, 2026

RESOLUTE MANCO HOLDINGS LLC

By: Tungsten 2024, LLC, its managing member

By: /s/ John D. Cote
Name: John D. Cote
Title: Manager

TUNGSTEN 2024 LLC

By: /s/ John D. Cote
Name: John D. Cote
Title: Manager

JOHN D. COTE

/s/ John D. Cote
John D. Cote