

**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): **September 21, 2022**

Loop Media, Inc.

(Exact name of registrant as specified in its charter)

Nevada
(State or Other Jurisdiction
of Incorporation)

000-55591
(Commission
File Number)

47-3975872
(I.R.S. Employer
Identification No.)

700 N. Central Ave., Suite 430
Glendale,
CA

(Address of Principal Executive
Office)

91203

(Zip Code)

(213) 436-2100

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, 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 Symbol(s)	Name of each exchange on which registered
Common stock, \$0.0001 par value per share	LPTV	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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 1.01 Entry into a Material Definitive Agreement

On September 21, 2022, Loop Media, Inc. (the "Company"), entered into an underwriting agreement (the "Underwriting Agreement"), with Roth Capital Partners, LLC, (the "Underwriter"), pursuant to which the Company agreed to sell to the Underwriter, acting as the sole manager, in a firm commitment underwritten public offering (the "Offering") 2,400,000 shares (the "Shares") of its common stock, par value \$0.0001 per share ("Common Stock") at a public offering price of \$5.00 per share, less underwriting discounts and commissions. In addition, the Company granted the Underwriter a 30-day over-allotment option to purchase up to an additional 360,000 Shares at the public offering price, less underwriting discounts and commissions. The Offering is expected to close on September 26, 2022.

Pursuant to the Underwriting Agreement, the Company will issue to the Underwriter warrants to purchase up to an aggregate of 192,000 shares of Common Stock (or up to 220,800 shares of Common Stock if the Underwriter's option to purchase additional shares is exercised in full) (the "Underwriter Warrants"). The Underwriter Warrants are exercisable upon issuance and will expire on September 21, 2027. The initial exercise price of Representative's Warrants is \$6.00 per share, which equals 120% of the per share public offering price in the Offering.

The net proceeds to the Company from the Offering are expected to be approximately \$10.4 million (or approximately \$12.0 million if the Underwriter's option to purchase additional shares is exercised in full), after deducting underwriting discounts and commissions and estimated offering expenses. The Company expects to use the proceeds from the Offering for marketing, new customer development, payment of offering-related bonuses to certain of its officers, working capital and other general corporate purposes.

The Shares are being sold to the public pursuant to the Company's registration statement on Form S-1 (File No. 333-262416), initially filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act") on January 28, 2022, and declared effective on September 21, 2022.

In connection with the offering, the Company was approved for the listing of its common stock on the NYSE American and commenced trading on the NYSE American under the ticker symbol "LPTV" on September 22, 2022.

The Underwriting Agreement contains customary representations, warranties and agreements by the Company, customary conditions to closing, indemnification obligations of the Company and the Underwriter, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties and termination provisions. Further, pursuant to the terms of the Underwriting Agreement and related "lock-up" agreements, the Company, each director and executive officer of the Company, and certain stockholders have agreed with the Underwriter not to offer for sale, issue, sell, contract to sell, pledge or otherwise dispose of any of our Common Stock or securities convertible into Common Stock for a period of 90 days commencing on the date of the final prospectus.

The foregoing description of the Underwriting Agreement and the Underwriter Warrants are not complete and are qualified in their entirety by references to the full text of the Underwriting Agreement and the form of Underwriter Warrants which are filed as exhibits 1.1 and 4.1, respectively, to this report and are incorporated by reference herein.

Item 8.01 Other Events

On September 22, 2022, the Company issued a press release announcing the pricing of the Offering. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
<u>1.1</u>	<u>Form of Underwriting Agreement (incorporated by reference to Exhibit 1.1 to the Company's Registration Statement on Form S-1/A filed with the SEC on July 21, 2022).</u>
<u>4.1</u>	<u>Form of Underwriter Warrant (incorporated by reference to Exhibit 4.10 to the Company's Registration Statement on Form S-1/A filed with the SEC on July 21, 2022).</u>
<u>99.1</u>	<u>Press Release issued by Loop Media, Inc. on September 21, 2022.</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

Date: September 23, 2022

LOOP MEDIA, INC.

By: /s/ Jon Niermann
Jon Niermann, CEO

Loop Media Announces Pricing of \$12 Million Public Offering and Uplisting to the NYSE American

Trading will begin on the NYSE American under the ticker symbol "LPTV" today, September 22, 2022

GLENDALE, Calif., September 22, 2022 -- Loop Media, Inc. ("Loop Media") (NYSE American: LPTV), a leading multi-channel streaming platform that provides curated music video and branded entertainment channels for businesses and consumers, today announced the pricing of an underwritten public offering of 2,400,000 shares of its common stock at a public offering price of \$5.00 per share. In addition, Loop Media has granted the underwriter a 30-day over-allotment option to purchase up to an additional 360,000 shares of common stock at the public offering price, less underwriting discounts and commissions. The offering is expected to close on or about September 26, 2022, subject to the satisfaction of customary closing conditions.

In connection with the offering, Loop Media has been approved for the listing of its common stock on the NYSE American and will commence trading on the NYSE American under the ticker symbol "LPTV" today, Thursday, September 22, 2022.

Gross proceeds to Loop Media from the offering are expected to be approximately \$12.0 million, before deducting underwriting discounts and commissions and estimated offering expenses, but excluding any exercise of the underwriter's over-allotment option.

Roth Capital Partners is acting as the sole manager.

The common stock described above is being offered by Loop Media pursuant to a registration statement on Form S-1 (File No. 333-262416) that was previously filed with the U.S. Securities and Exchange Commission (the "SEC") and declared effective by the SEC on September 21, 2022. The offering is being made only by means of a prospectus. A preliminary prospectus relating to and describing the terms of the offering has been filed with the SEC. Electronic copies of the preliminary prospectus and, when available, copies of the final prospectus relating to the offering may be obtained for free by visiting the SEC's website at www.sec.gov or by contacting Roth Capital Partners, 888 San Clemente, Newport Beach, CA 92660, Attn: Prospectus Department, telephone: 800-678-9147, or email at rothecm@roth.com.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction.

About Loop Media, Inc.

Loop Media is a leading multichannel streaming platform that provides curated music video and branded entertainment channels for businesses. Through its proprietary "Loop Player" for businesses, Loop Media is a leading company in the U.S. licensed to stream music videos directly to venues out-of-home ("OOH").

Loop Media's digital video content reaches thousands of consumers in OOH locations including bars/restaurants, office buildings, retail businesses, and on free ad-supported TV platforms like Roku and at local gas stations on GSTV terminals and in 400,000 hotel rooms in over 1,300 hotels in the United States.

Loop Media is fueled by one of the largest and most important libraries that includes music videos, movie trailers and live performances. Loop Media's non-music channels cover a multitude of genres and moods and include movie trailers, sports highlights, lifestyle and travel videos, viral videos and more. Loop Media's streaming services generate revenue from advertising, sponsorships, integrated marketing and branded content from free-ad-supported-television ("FAST") and from subscription offerings.

Safe Harbor Statement and Disclaimer

This news release includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including, but not limited to, Loop Media's ability to compete in the highly competitive markets in which it operates, statements regarding Loop Media's ability to develop talent and attract future talent, the success of strategic actions Loop Media is taking, the closing of the underwritten public offering, the use of proceeds from the offering and the impact of strategic transactions. Forward-looking statements give our current expectations, opinion, belief or forecasts of future events and performance. A statement identified by the use of forward-looking words including "will," "may," "expects," "projects," "anticipates," "plans," "believes," "estimate," "should," and certain of the other foregoing statements may be deemed forward-looking statements. Although Loop Media believes that the expectations reflected in such forward-looking statements are reasonable, these statements involve risks and uncertainties that may cause actual future activities and results to be materially different from those suggested or described in this news release. Investors are cautioned that any forward-looking statements are not guarantees of future performance and actual results or developments may differ materially from those projected. The forward-looking statements in this press release are made as of the date hereof. Loop Media takes no obligation to update or correct its own forward-looking statements, except as required by law, or those prepared by third parties that are not paid for by Loop Media. Loop Media's SEC filings are available at www.sec.gov.

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