

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8**  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**LOOP MEDIA, INC.**

*(Exact name of registrant as specified in its charter)*

**Nevada**  
*(State or other jurisdiction of  
incorporation or organization)*

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

**700 N. Central Ave., Suite 430  
Glendale, CA 91203**  
*(Address of Principal Executive Offices) (Zip Code)*

**Loop Media, Inc. Amended and Restated 2020 Equity Incentive Compensation Plan**  
*(Full Title of the Plan)*

**Jon Niermann**  
**Chief Executive Officer**  
**700 N. Central Ave., Suite 430**  
**Glendale, CA 91203**  
**(213) 436-2100**  
*(Name, address, including zip code, and telephone number  
including area code, of agent for service)*

**With copies to:**  
**Steven M. Skolnick, Esq.**  
**Lowenstein Sandler LLP**  
**1251 Avenue of the Americas**  
**New York, NY 10020**  
**(646) 414-6947**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (Check one):

|                         |                                     |                           |                                     |
|-------------------------|-------------------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/>            |                           | <input type="checkbox"/>            |
| Non-accelerated filer   | <input checked="" type="checkbox"/> | Accelerated filer         | <input type="checkbox"/>            |
|                         |                                     | Smaller reporting company | <input checked="" type="checkbox"/> |
|                         |                                     | Emerging growth company   | <input type="checkbox"/>            |

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 to Section 7(a)(2)(B) of the Securities Act of 1933, as amended.

**EXPLANATORY NOTE**

This Registration Statement on Form S-8 (this "**Registration Statement**") is filed by Loop Media, Inc. (the "**Registrant**") for the purpose of registering additional shares of the Registrant's common stock, par value \$0.0001 per share (the "**Common Stock**") under the Registrant's Amended and Restated 2020 Equity Incentive Plan (the "**2020 Plan**"). The number of shares of Common Stock available for grant and issuance under the 2020 Plan is subject to an automatic annual increase on October 1 of each year beginning in 2022 by an amount equal to 5% of the total number of shares of Common Stock outstanding on the last day of the preceding fiscal year (the "**Evergreen Provision**"). On October 1, 2022, the number of shares of Common Stock available for grant and issuance under the Plan increased by 2,819,060 shares. This Registration Statement registers such additional shares of Common Stock, which were available for grant and issuance under the 2020 Plan pursuant to the Evergreen Provision as of October 1, 2022.

This Registration Statement is also filed by the Registrant for the purpose of registering 3,733,333 shares of the Registrant's Common Stock, under the 2020 Plan, which was approved by the Board of Directors of the Registrant on December 30, 2022.

Pursuant to General Instruction E of Form S-8, the contents of the Registration Statement on Form S-8 of the Registrant filed with the Securities and Exchange Commission (the "**Commission**" or "**SEC**") on August 20, 2021, (Registration No. 333-258983) including any amendments thereto or filings incorporated therein, are incorporated herein by this reference to the extent not replaced hereby.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The information specified in Items 1 and 2 of Part I of this Registration Statement is omitted from this filing in accordance with the provisions of Rule 428 under the Securities Act of 1933 (the "**Securities Act**") and the introductory note to Part I of Form S-8. The document(s) containing the information specified in Part I of Form S-8 will be sent or given to each employee who is eligible to participate in the Plan, as required by Rule 428 under the Securities Act. Such documents need not be filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of Form S-8, taken together, constitute a prospectus that meets the requirements

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents, which have been filed by the Registrant with the Commission pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated herein by reference:

- (i) [the Company’s Annual Report on Form 10-K for the year ended September 30, 2022, filed with the SEC on December 20, 2022;](#)
- (ii) [the Company’s Current Reports on Form 8-K, filed with the SEC on November 2, 2022 \(other than any portions thereof deemed furnished and not filed\);](#)
- (iii) [the description of the Company’s securities included as Exhibit 4.11 to the Company’s Annual Report on Form 10-K for the year ended September 30, 2022, filed with the SEC on December 20, 2022.](#)

All other reports and documents previously and subsequently filed by the Registrant before and after the date of this Registration Statement pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference and to be a part hereof from the date of the filing of such documents, except as to specific sections of such documents as set forth therein; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 8. Exhibits.**

| <u>Exhibit Number</u> | <u>Description</u>  |
|-----------------------|---|
| <a href="#">4.1</a>   | <a href="#">Articles of Incorporation (incorporated by reference to Exhibit 3.1 to the Company’s Annual Report on Form 10-K filed with the SEC on December 20, 2022)</a>  |
| <a href="#">4.2</a>   | <a href="#">Certificate of Designation of Interlink Plus, Inc. for Series A Convertible Preferred Stock (incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K filed with the SEC on February 7, 2020)</a>           |
| <a href="#">4.3</a>   | <a href="#">Certificate of Change of the Company filed with the Nevada Secretary of State on June 8, 2020 (incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K filed with the SEC on June 11, 2020)</a>            |
| <a href="#">4.4</a>   | <a href="#">Certificate of Change of the Company filed with the Nevada Secretary of State on September 19, 2022 (incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K filed with the SEC on September 21, 2022)</a> |
| <a href="#">4.5</a>   | <a href="#">Articles of Merger filed with the Nevada Secretary of State on June 9, 2020 (incorporated by reference to Exhibit 3.2 to the Company’s Current Report on Form 8-K filed with the SEC on June 11, 2020)</a>                              |
| <a href="#">4.6</a>   | <a href="#">Bylaws (incorporated by reference to Exhibit 3.2 to the Company’s Annual Report on Form 10-K filed with the SEC on December 20, 2022)</a>   |
| <a href="#">4.7</a>   | <a href="#">Loop Media, Inc. Amended and Restated 2020 Equity Incentive Compensation Plan (incorporated by reference to Exhibit 10.3 to the Company’s Registration Statement on Form S-1 filed with the SEC on September 19, 2022)</a>              |
| <a href="#">4.8</a>   | <a href="#">Form of Common Stock Certificate (incorporated by reference to Exhibit 4.7 to the Company’s Registration Statement on Form S-8 filed with the SEC on August 20, 2021)</a>   |
| <a href="#">5.1*</a>  | <a href="#">Opinion of Nevada counsel</a>   |
| <a href="#">23.1*</a> | <a href="#">Opinion of Nevada counsel (included in Exhibit 5.1)</a>   |
| <a href="#">23.2*</a> | <a href="#">Consent of Accountants</a>  |
| <a href="#">24.1</a>  | <a href="#">Power of Attorney (included on signature page)</a>  |
| <a href="#">107*</a>  | <a href="#">Filing Fee table.</a>   |

\* Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Glendale in the State of California, United States of America, on December 30, 2022.

**Loop Media, Inc., a Nevada corporation**  
(Registrant)

By: /s/ Jon Nierman  
Jon Niermann  
Chief Executive Officer  
(Principal Executive Officer)

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below hereby constitutes and appoints Jon Niermann, acting singly, his true and lawful agent, proxy and attorney-in-fact, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to (i) act on, sign, and file with the Securities and Exchange Commission any and all amendments (including post-effective amendments) to this Registration Statement together with

all schedules and exhibits thereto and any subsequent registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, together with all schedules and exhibits thereto, (ii) act on, sign, and file such certificates, instruments, agreements, and other documents as may be necessary or appropriate in connection therewith, (iii) act on and file any supplement to any prospectus included in this Registration Statement or any such amendment or any subsequent registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and (iv) take any and all actions which may be necessary or appropriate in connection therewith, granting unto such agent, proxy and attorney-in-fact full power and authority to do and perform each and every act and thing necessary or appropriate to be done, as fully for all intents and purposes as he might or could do in person, hereby approving, ratifying and confirming all that such agent, proxy and attorney-in-fact or his substitute may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                                  | <b>Title</b>  | <b>Date</b>       |
|---|---|-------------------|
| <u>/s/ Jon Nierman</u><br>Jon Niermann            | Chief Executive Officer and Director<br>(Principal Executive Officer)   | December 30, 2022 |
| <u>/s/ Neil Watanabe</u><br>Neil Watanabe         | Chief Financial Officer<br>(Principal Financial and Accounting Officer) | December 30, 2022 |
| <u>/s/ Bruce Cassidy</u><br>Bruce Cassidy         | Chairman of the Board and Director                                      | December 30, 2022 |
| <u>/s/ Denise Penz</u><br>Denise Penz             | Director  | December 30, 2022 |
| <u>/s/ David Saint Fleur</u><br>David Saint Fleur | Director  | December 30, 2022 |
| <u>/s/ Sonya Zilka</u><br>Sonya Zilka             | Director  | December 30, 2022 |

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**FENNEMORE.**

7800 Rancharrah Parkway  
 Reno, NV 89511  
 PH (775) 788-2200 | FX (775) 786-1177  
 fennemorecraig.com

December 29, 2022

Loop Media, Inc.  
 700 N. Central Ave., Suite 430  
 Glendale, CA 91203

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the registration under the Securities Act of 1933, as amended (the "Act"), by Loop Media, Inc., a Nevada corporation (the "Company"), by means of a registration statement on Form S-8 (as it may be amended and supplemented, the "Registration Statement"), filed with the Securities and Exchange Commission (the "Commission") relating to the registration of 6,552,393 shares (the "Future Shares") of common stock, par value \$0.0001 per share of the Company (the "Common Stock"), issuable pursuant to the Loop Media, Inc. Amended and Restated 2020 Equity Incentive Compensation Plan (the "Plan").

In connection with this opinion, we have examined and relied upon (i) the Registration Statement, (ii) the Plan and (iii) the Company's Articles of Incorporation and Bylaws, each as amended and currently in effect, and the originals or copies certified to our satisfaction of such other documents, records, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have examined originals or copies of such other corporate records, certificates of corporate officers and public officials and other agreements and documents as we have deemed necessary or advisable for purposes of this opinion letter. We have relied upon the certificates of all public officials and corporate officers with respect to the accuracy of all factual matters contained therein. We note that the Board of Directors of the Company has reserved shares of the Company's Common Stock equal to the number of Future Shares to be issued pursuant to the Plan and we assume the Company will continue to reserve such number of shares of Common Stock for issuance pursuant to the Plan.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Future Shares have been duly authorized and, when issued and delivered pursuant to the Plan or pursuant to stock options or other instruments that have been issued pursuant to the Plan, such Future Shares will be validly issued, fully paid and nonassessable.

**FENNEMORE.**

Loop Media, Inc.  
 December 29, 2022  
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Our opinion is limited to the laws of the State of Nevada. We express no opinion as to the effect of the law of any other jurisdiction. Our opinion is rendered as of the date hereof, and we assume no obligation to advise you of changes in law or fact (or the effect thereof on the opinions expressed herein) that hereafter may come to our attention.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement and to the references to our firm therein and in the Prospectus and in any Prospectus Supplement under the caption "Legal Matters." In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

//Fennemore Craig, P.C.//  
 Fennemore Craig, P.C.

CDOL/cete

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Loop Media, Inc. on Form S-8 of our report dated December 20, 2022, with respect to our audits of the consolidated financial statements of Loop Media, Inc. as of September 30, 2022 and 2021 and for the years ended September 30, 2022 and 2021 appearing in the Annual Report on Form 10-K of Loop Media, Inc. for the year ended September 30, 2022.

/s/ Marcum LLP

Marcum LLP  
Costa Mesa, California  
December 30, 2022

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## Calculation of Filing Fee Tables

**Form S-8**  
(Form Type)

**Loop Media, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

|                        | Security Type | Security Class Title              | Fee Calculation or Carry Forward Rule | Amount Registered (1) | Proposed Maximum Offering Price Per Share (2) | Maximum Aggregate Offering Price (2) | Fee Rate   | Amount of Registration Fee (2) |
|------------------------|---------------|-----------------------------------|---------------------------------------|-----------------------|---|--------------------------------------|------------|--------------------------------|
| <b>Fees to Be Paid</b> | Equity        | Common Stock, \$0.0001 par value  | Other                                 | 6,552,393             | \$6.09  | \$ 39,904,074                        | 0.00011020 | \$4,397.43                     |
|                        |               | <b>Total Offering Amounts</b>     |                                       |                       |   | \$ 39,904,074                        |            | \$4,397.43                     |
|                        |               | <b>Total Fees Previously Paid</b> |                                       |                       |   |                                      |            | \$0                            |
|                        |               | <b>Total Fee Offsets</b>          |                                       |                       |   |                                      |            | \$0                            |
|                        |               | <b>Net Fee Due</b>                |                                       |                       |   |                                      |            | \$4,397.43                     |

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “**Securities Act**”), this Registration Statement shall also cover any additional shares of the Registrant’s common stock that become issuable under the Registrant’s Amended and Restated 2020 Equity Incentive Plan (the “**2020 Plan**”) in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected without the Registrant’s receipt of consideration that increases the number of the outstanding shares of the Registrant’s common stock. In addition, pursuant to Rule 416(c) under the Securities Act, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan(s) described herein, as these amounts may be adjusted as a result of stock splits, stock dividends, antidilution provisions, and similar transactions. Represents an automatic annual increase on October 1, 2022, and an increase approved by the Board of Directors of the Registrant on September 18, 2022, to the number of shares of the Registrant’s common stock reserved for issuance under the 2020 Plan, which annual increase is provided for in the 2020 Plan.

(2) Pursuant to Rules 457(c) and (h) under the Securities Act, the proposed maximum offering price per share and the proposed maximum aggregate offering price are estimated for the purpose of calculating the amount of the registration fee and are based on the average of the high and low sales price of the Registrant’s common stock as reported on the New York Stock Exchange American on December 23, 2022.