

**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 19, 2024

**LOOP MEDIA, INC.**

(Exact Name of Registrant as Specified in Charter)

**Nevada**  
(State or Other Jurisdiction  
of Incorporation)

**001-41508**  
(Commission  
File Number)

**47-3975872**  
(IRS Employer  
Identification No.)

**2600 West Olive Avenue, PMB 54470**  
**Burbank, CA**  
(Address of Principal Executive Offices)

**91505**  
(Zip Code)

Registrant's telephone number, including area code: **(213) 436-2100**

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 or to be registered pursuant to Section 12(b) of the Act.

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, \$0.0001 par value per share	LPTV	None

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 5.03 Amendments to Articles of Incorporation or Bylaws; Changes in Fiscal Year.**

As described under Proposal 3 of Item 5.07 of this Current Report, on September 19, 2024, the stockholders of Loop Media, Inc. (the “Company”) voted at the Company’s virtual 2024 Annual Meeting of Stockholders (the “Annual Meeting”) to approve an amendment (the “Amendment”) to the Company’s Restated Articles of Incorporation (the “Articles of Incorporation”) to increase the number of shares of common stock, par value of \$0.0001 per share (“Common Stock”), authorized for issuance thereunder from 150,000,000 shares to 225,000,000 shares.

On September 20, 2024, the Company filed the Amendment with the Secretary of State of the State of Nevada and such amendment became effective immediately. The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated by reference herein.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On September 19, 2024, the Company held the Annual Meeting. The matters voted on at the Annual Meeting were: (i) the election of directors, (ii) the ratification of the appointment of the Company’s independent registered public accounting firm, (iii) the approval of an amendment to the Articles of Incorporation to increase the number of shares of Common Stock available for issuance thereunder from 150,000,000 shares to 225,000,000 shares (“Proposal 3”), (iv) the approval of the adjournment of the Annual Meeting in the event that the number of shares of Common Stock present or represented by proxy at the Annual Meeting and voting “FOR” the adoption of Proposal 3 are insufficient, (v) the approval, on an advisory basis, of the executive compensation of the Company’s named executive officers, and (vi) the approval, on an advisory basis, with respect to how often the Company will conduct an advisory vote on executive compensation.

The voting results for each item of business voted upon at the Annual Meeting were as follows:

1. The votes cast with respect to the proposal to elect Bruce A. Cassidy, Jon M. Niermann, Denise M. Penz, David Saint-Fleur and Sonya Zilka as directors of the Company to hold office until the next annual meeting and until his or her successor has been duly elected and qualified, or, if sooner, until the director’s death, resignation or removal were as follows:

	<b>FOR</b>	<b>WITHHELD</b>	<b>BROKER NON-VOTES</b>
Bruce A. Cassidy	46,521,043	2,464,274	10,302,389
Jon M. Niermann	42,513,492	6,471,825	10,302,389
Denise M. Penz	40,762,776	8,222,541	10,302,389
David Saint-Fleur	41,391,226	7,594,091	10,302,389
Sonya Zilka	41,119,564	7,865,753	10,302,389

The stockholders elected each nominee as a director of the Company.

2. The votes cast with respect to the proposal to ratify the appointment of Marcum LLP as the Company’s independent registered public accounting firm for the Company’s fiscal year ending September 30, 2024, were as follows:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
57,763,269	646,532	877,905	-

The stockholders approved the proposal to ratify the appointment of Marcum LLP as the Company’s independent registered public accounting firm for the fiscal year ending September 30, 2024.

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3. The votes cast with respect to the proposal to approve an amendment to the Articles of Incorporation to increase the number of shares of Common Stock available for issuance thereunder from 150,000,000 shares to 225,000,000 shares were as follows:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
47,954,854	11,247,818	85,034	-

The stockholders approved the proposal to approve the amendment to the Articles of Incorporation.

4. The votes cast with respect to the proposal to approve the adjournment of the Annual Meeting in the event that the number of shares of Common Stock present or represented by proxy at the Annual Meeting and voting "FOR" the adoption of Proposal 3 are insufficient were as follows:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
44,615,057	4,285,556	84,704	10,302,389

The stockholders approved the proposal to approve the adjournment of the Annual Meeting in the event that the number of shares of Common Stock present or represented by proxy at the Annual Meeting and voting "FOR" the adoption of Proposal 3 are insufficient.

5. The votes cast with respect to the proposal to approve, on an advisory basis, the executive compensation of the Company's named executive officers were as follows:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
34,499,364	13,366,326	1,119,627	10,302,389

The stockholders approved the proposal to approve, on an advisory basis, the executive compensation of the Company's named executive officers.

6. The votes cast with respect to whether an advisory vote on executive compensation should be held every one, two or three years were as follows:

<b>ONE YEAR</b>	<b>TWO YEARS</b>	<b>THREE YEARS</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
46,719,237	701,563	1,512,446	52,017	10,302,389

The stockholders voted in favor of the "ONE YEAR" option as the recommended frequency of future advisory votes on executive compensation. The Company's board of directors (the "Board") has considered the outcome of this advisory vote on how often the Company will conduct an advisory vote on executive compensation and has determined, as was recommended with respect to this proposal by the Board in the proxy statement for the Annual Meeting, that the Company will conduct future advisory votes on executive compensation every year until the occurrence of the next vote on how often the Company will conduct an advisory vote on executive compensation.

#### **Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits:

<b>Exhibit No.</b>	<b>Description</b>
3.1	<a href="#">Certificate of Amendment to the Restated Articles of Incorporation of Loop Media, Inc., dated September 20, 2024.</a>
104	Cover Page Interactive Date 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.

**LOOP MEDIA, INC.**

Dated: September 23, 2024

By: /s/ Justis Kao

Name: Justis Kao

Title: Chief Executive Officer

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FRANCISCO V. AGUILAR  
Secretary of State  
401 North Carson Street  
Carson City, Nevada 89701-4201  
(775) 684-5708  
Website: www.nvsos.gov

**Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 78.380 & 78.385/78.390)  
**Certificate to Accompany Restated Articles or Amended and Restated Articles** (PURSUANT TO NRS 78.403)  
**Officer's Statement** (PURSUANT TO NRS 80.030)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

<b>1. Entity information:</b>	<p>Name of entity as on file with the Nevada Secretary of State:</p> <div style="border: 1px solid black; padding: 2px;">Loop Media, Inc.</div> <p>Entity or Nevada Business Identification Number (NVID): <span style="border: 1px solid black; padding: 2px;">E0232812015-8</span></p>								
<b>2. Restated or Amended and Restated Articles:</b> (Select one)  (If amending and restating only, complete section 1,2 3, 5 and 6)	<p><input type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles</p> <p style="margin-left: 20px;"><input type="checkbox"/> Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: <span style="border: 1px solid black; display: inline-block; width: 100px; height: 15px;"></span></p> <p style="margin-left: 20px;">The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.</p> <p style="margin-left: 20px;"><input type="checkbox"/> Amended and Restated Articles</p> <p>* Restated or Amended and Restated Articles must be included with this filing type.</p>								
<b>3. Type of Amendment Filing Being Completed:</b> (Select only one box)  (If amending, complete section 1, 3, 5 and 6.)	<p><input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock)</p> <p style="margin-left: 20px;">The undersigned declare that they constitute at least two-thirds of the following: (Check only one box) <input type="checkbox"/> incorporators <input type="checkbox"/> board of directors</p> <p style="margin-left: 20px;">The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued</p> <p><input checked="" type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)</p> <p style="margin-left: 20px;">The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: <span style="border: 1px solid black; padding: 2px;">47,954,854</span></p> <p style="margin-left: 20px;">Or <input type="checkbox"/> No action by stockholders is required, name change only.</p> <p><input type="checkbox"/> Officer's Statement (foreign qualified entities only) -</p> <p style="margin-left: 20px;">Name in home state, if using a modified name in Nevada:</p> <div style="border: 1px solid black; padding: 2px; margin-left: 20px; width: 80%;"></div> <p style="margin-left: 20px;">Jurisdiction of formation: <span style="border: 1px solid black; padding: 2px; width: 150px;"></span></p> <p style="margin-left: 20px;">Changes to takes the following effect:</p> <table style="margin-left: 20px; width: 80%;"> <tr> <td><input type="checkbox"/> The entity name has been amended.</td> <td><input type="checkbox"/> Dissolution</td> </tr> <tr> <td><input type="checkbox"/> The purpose of the entity has been amended.</td> <td><input type="checkbox"/> Merger</td> </tr> <tr> <td><input type="checkbox"/> The authorized shares have been amended.</td> <td><input type="checkbox"/> Conversion</td> </tr> <tr> <td colspan="2"><input type="checkbox"/> Other: (specify changes)</td> </tr> </table> <div style="border: 1px solid black; padding: 2px; margin-left: 20px; width: 80%;"></div> <p>* Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.</p>	<input type="checkbox"/> The entity name has been amended.	<input type="checkbox"/> Dissolution	<input type="checkbox"/> The purpose of the entity has been amended.	<input type="checkbox"/> Merger	<input type="checkbox"/> The authorized shares have been amended.	<input type="checkbox"/> Conversion	<input type="checkbox"/> Other: (specify changes)	
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<input type="checkbox"/> The authorized shares have been amended.	<input type="checkbox"/> Conversion								
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This form must be accompanied by appropriate fees.



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**Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 78.380 & 78.385/78.390)  
**Certificate to Accompany Restated Articles or Amended and Restated Articles** (PURSUANT TO NRS 78.403)  
**Officer's Statement** (PURSUANT TO NRS 80.030)

**4. Effective Date and Time:** (Optional)

Date:  Time:

(must not be later than 90 days after the certificate is filed)

**5. Information Being Changed:** (Domestic corporations only)

Changes to takes the following effect:

- The entity name has been amended.
- The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)
- The purpose of the entity has been amended.
- The authorized shares have been amended.
- The directors, managers or general partners have been amended.
- IRS tax language has been added.
- Articles have been added.
- Articles have been deleted.
- Other.

The articles have been amended as follows: (provide article numbers, if available)

Article III, Section 1 is amended and restated as shown on attached Exhibit A

(attach additional page(s) if necessary)

**6. Signature:** (Required)

DocuSigned by:  
 X Jon Mermann  Title  
Signature of Officer or Authorized Signer  
 X Neil Watanabe  Title  
Signature of Officer or Authorized Signer

\*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

**Please include any required or optional information in space below:**  
 (attach additional page(s) if necessary)

Exhibit A  
ARTICLE III  
CAPITAL STOCK

Section 1. *Authorized Shares.* The aggregate number of shares which the Corporation shall have authority to issue is two hundred forty-one million six hundred sixty-six thousand six hundred sixty-seven (241,666,667) shares, consisting of two classes to be designated, respectively, "Common Stock" and "Preferred Stock," with all of such shares having a par value of \$.0001 per share. The total number of shares of Common Stock that the Corporation shall have authority to issue is two hundred twenty-five million (225,000,000) shares. The total number of shares of Preferred Stock that the Corporation shall have authority to issue is sixteen million six hundred sixty-six thousand six hundred sixty-seven (16,666,667) shares. The Preferred Stock may be issued in one or more series, each series to be appropriately designated by a distinguishing letter or title, prior to the issuance of any shares thereof. The voting powers, designations, preferences, limitations, restrictions, and relative, participating, optional and other rights, and the qualifications, limitations, or restrictions thereof, of the Preferred Stock shall hereinafter be prescribed by resolution of the board of directors pursuant to Section 3 of this Article III, except for the Series A Convertible Preferred Stock, which is set forth herein.<sup>1</sup>

<sup>1</sup> The Series B stock was created by a Certificate of Designation which is incorporated into these Restated Articles.

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