

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person * <u>Cassidy Bruce A. Sr.</u>  (Last) (First) (Middle)  <u>C/O LOOP MEDIA, INC.</u> <u>700 N. CENTRAL AVE. SUITE 430</u>  (Street) <u>GLENDALE CA 91203</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Loop Media, Inc. [ LPTV ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/01/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>10/15/2021</u>	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
4% Convertible Note	(3)	04/01/2021		P		\$800,000		(3)	12/01/2022	Common Stock	(3)	\$800,000	I	By Excel Family Partners LLLP <sup>(1)</sup>
Warrant	\$2.75	04/01/2021		P		72,727 <sup>(4)</sup>		(2)	(2)	Common Stock	72,727	72,727	I	By Excel Family Partners LLLP <sup>(1)</sup>

**Explanation of Responses:**

- Reporting Person disclaims beneficial ownership of these securities except to the extent of their pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- Warrants were issued in connection with a convertible promissory note. The warrants are exercisable at any time at the option of the Reporting Person and expire on the earlier to occur of December 1, 2022 or immediately prior to closing of IPO or upon a change of control.
- Notes may be converted (1) on the Maturity Date based on the average of the VWAP of common stock during each trading day during the thirty (30) trading day period ending one trading day prior to the maturity date; (2) immediately upon a change of control based on the average of the VWAP of common stock during each trading day during the ten (10) trading day period ending one trading day prior to the change of control effective date; and (3) mandatorily at the closing of a qualified IPO at (i) the public offering price per share of the common stock multiplied by (ii) one (1) minus twenty percent (20%).
- The original Form 4 filed by the Reporting Person on October 15, 2021 (the "Original Form 4") erroneously reported that the Reporting Person holds two convertible notes, both issued on April 1, 2021, and each in the principal amount of \$800,000. The Reporting Person only holds one such convertible note which is reported herein in Table II.

/s/ Joanne Lytle, Attorney-in Fact 02/28/2022

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.