

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

OMB APPROVAL

Washington, D.C. 20549

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

Form 3 Holdings Reported.

Form 4 Transactions Reported.

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person * <u>Running Wind LLC</u>  (Last) (First) (Middle) <u>1879 HAZELTON DRIVE</u>  (Street) <u>GERMANTOWN TN 38138</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)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>09/30/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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
Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Convertible Note <sup>(1)</sup>	(2)	10/23/2020		4H <sup>(3)</sup>		1	(4)	12/01/2023 <sup>(2)</sup>	Common Stock	2,693,529 <sup>(2)(4)(5)</sup>	\$0 <sup>(6)</sup>	0	D	
Convertible Note <sup>(7)</sup>	(6)	10/23/2020		4J <sup>(8)</sup>	1		(9)	12/01/2023 <sup>(6)</sup>	Common Stock	2,693,529 <sup>(6)(9)</sup>	\$0 <sup>(6)</sup>	1	D	
Convertible Note <sup>(7)</sup>	(6)	05/09/2022		4H		1	(9)	12/01/2023 <sup>(6)</sup>	Common Stock	1,741,788 <sup>(10)</sup>	(11)	0	D	

**Explanation of Responses:**

- The First Amended and Restated Convertible Note dated October 31, 2019, in the original principal amount of \$1,500,000 (the "Original Note").
- The Original Note earns interest at the annual rate of ten percent (10%). Interest accrued from October 31, 2019, through April 30, 2020, shall, at Issuer's option, be paid in full to Reporting Person on May 1, 2020, or added to the principal balance of the Original Note as of such date. Accrued unpaid interest is payable monthly beginning June 1, 2020, through December 1, 2020. Any outstanding principal balance and accrued unpaid interest is payable in equal monthly installments beginning January 1, 2021, until all outstanding principal balance and accrued unpaid interest is paid in full no later than December 1, 2023. The outstanding principal and accrued and unpaid interest under the Original Note are convertible into Common Stock of Issuer at the conversion price of \$0.40 per share. The conversion price is subject to adjustment for subdivision or consolidation of shares and other standard dilutive events.
- The Original Note, being one derivative security, is being disposed pursuant to the amendment of the Original Note by the Amended Note, which may be deemed a cancellation of the Original Note for the purposes of Section 16 of the Securities Exchange Act of 1934.
- The Original Note may be converted by Reporting Person, upon proper notice, in whole or in part, at any time. The Original Note is also subject to prepayment, upon proper notice, by Issuer.
- The amount of underlying securities for the Original Note in this Form 5 is different from the amount of underlying securities for the Original Note set forth in Reporting Person's Form 3 because of (i) the change in the outstanding balance of the Original Note between February 5, 2020, and October 23, 2020, and (ii) the 1 to 1.5 reverse stock split of Issuer's Common Stock made effective June 8, 2020.
- On October 23, 2020, the Original Note reported on Reporting Person's Form 3, having an original principal amount of \$1,500,000 and earning interest at the annual rate of 10%, was amended and restated pursuant to the Amended Note: (a) to reflect the new principal balance of the Amended Note as \$1,616,117.67 and (b) to provide for interest to accrue on the unpaid principal balance at the rate of (i) twelve and one-half percent (12.5%) per annum from and including October 23, 2020 to but excluding April 1, 2021, and (ii) ten percent (10%) per annum from and including April 1, 2021 to but excluding the maturity date of the Amended Note (December 1, 2023). The outstanding principal and accrued and unpaid interest under the Amended Note are convertible into Common Stock of Issuer at the conversion price of \$0.60 per share, which is subject to adjustment for subdivision or consolidation of shares and other standard dilutive events.
- The Second Amended and Restated Convertible Note dated October 23, 2020, in the original principal amount of \$1,616,117.67 (the "Amended Note").
- The Amended Note, being one derivative security, may, for the purposes of Section 16 of the Securities Exchange Act of 1934, be deemed an acquisition of a new convertible note (a new derivative security).
- The Amended Note may be converted by Reporting Person, upon proper notice, in whole or in part, at any time. The Amended Note is also subject to prepayment, upon proper notice, by Issuer.
- The change in the amount of underlying securities for the Amended Note between October 23, 2020, and May 9, 2022, is due to the change in the outstanding balance of the Amended Note.
- On May 9, 2022, the Amended Note was paid in full and satisfied pursuant to Issuer's cash payment of the Amended Note's outstanding balance.

William Bettis, duly authorized  
under power of attorney, by 03/28/2023  
Running Wind, LLC

\*\* 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.