

Viggle Inc.
Form 8-K
June 30, 2015

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: June 29, 2015)

Viggle Inc.
(Exact name of Registrant as Specified in its Charter)

| | | |
|---|-------------------------------------|--|
| Delaware (State or other jurisdiction of incorporation) | 0-13803 (Commission File Number) | 33-0637631 (I.R.S. Employer Identification Number) |
|---|-------------------------------------|--|

| | |
|--|---------------------|
| 902 Broadway, 11 th Floor New York, New York (Address of principal executive offices) | 10010 (Zip Code) |
|--|---------------------|

(212) 231-0092
(Registrant's Telephone Number, including Area Code)

(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 (see General Instruction A.2 below):

- 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)).

Item 1.01 - Entry into a Material Definitive Agreement.

On June 29, 2015, Viggle Inc. (the "Company") entered into an Underwriting Agreement (the "Underwriting Agreement") with Ladenburg Thalmann and Co., Inc. ("Ladenburg Thalmann"), as representative of the underwriters listed therein (the "Underwriters"), pursuant to which the Company agreed to issue and sell up to 2,048,780 shares of the Company's Common Stock, par value \$0.001 per share ("Common Stock"), at a public offering price of \$2.05 per share (the "Offering"). The Company expects to receive approximately \$3,878,000 in net proceeds from the Offering, after deducting underwriting discounts and commissions and estimated offering expenses.

The shares will be issued pursuant to a final prospectus supplement to be filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 424(b) of the Securities Act of 1933, as amended (the "Securities Act"), in connection with a takedown from the Company's shelf registration statement on Form S-3 (File No. 333-201952), which was declared effective by the Commission on May 18, 2015. The Company expects to close the Offering on June 30, 2015, subject to the satisfaction of customary closing conditions as set forth in the Underwriting Agreement.

The Underwriting Agreement contains customary representations and warranties by the Company, and customary conditions to closing, indemnification obligations of the Company and the Underwriters, including for liabilities under the Securities Act, other obligations of the parties, and termination provisions.

The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement, a copy of which is filed as Exhibit 1.1 hereto and is incorporated herein by reference.

Item 8.01 - Other Events.

(a) In connection with the Offering, the Company is filing a legal opinion and consent as Exhibit 5.1 and Exhibit 23.1, respectively, to this Report, which are incorporated by reference into the Registration Statement. In addition, on June 29, 2015, the Company issued a press release announcing a public offering, which press release is filed as Exhibit 99.1 to this report and is incorporated herein by reference.

(b) On June 29, 2015, the Company issued a press release announcing the appointment of Kyle Brink as the Company's General Manager and Mario Cruz to the Company's Head of Product Development. A copy of the press release is filed as Exhibit 99.2 to this report.

Item 9.01 - Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|-------------|--|
| 1.1 | Underwriting Agreement, dated June 29, 2015, between the Company and Ladenburg Thalmann and Co., Inc., as representative of the underwriters named therein |
| 5.1 | Opinion of Greenberg Traurig, LLP |
| 23.1 | Consent of Greenberg Traurig, LLP (included in its opinion filed as Exhibit 5.1 hereto) |
| 99.1 | Press release announcing proposed public offering and pricing thereof, dated June 29, 2015 |
| 99.2 | Press release announcing appointment of Kyle Brink as the Company's General Manager and Mario Cruz to the Company's Head of Product Development. |

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.

VIGGLE INC.

Date: June 29, 2015

By: /s/ Mitchell J. Nelson
Name: Mitchell J. Nelson
Title: Executive Vice President