

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): **October 12, 2023**

Chicken Soup for the Soul Entertainment Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware (State or Other Jurisdiction of Incorporation)	001-38125 (Commission File Number)	81-2560811 (IRS Employer Identification No.)
132 E. Putnam Avenue, Floor 2W, Cos Cob, CT (Address of Principal Executive Offices)		06807 (Zip Code)

Registrant's telephone number, including area code: **(855) 398-0443**

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 (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))

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. ☐

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Ticker symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.0001 par value per share	CSSE	The Nasdaq Stock Market LLC
9.75% Series A Cumulative Redeemable Perpetual Preferred Stock, \$0.0001 par value per share	CSSEP	The Nasdaq Stock Market LLC
9.50% Notes due 2025	CSSSEN	The Nasdaq Stock Market LLC
Redeemable warrants, each 11.494 warrants exercisable for one share of common stock at an exercise price of \$132.18 per share	CSSEL	The Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act:

Title of each class	Ticker symbol(s)	Name of each exchange on which registered
Class Z Warrants to purchase Class A Common Stock	CSSEZ	OTC Markets

Item 5.03 Amendments to Articles of Incorporation or Bylaws.

On October 12, 2023, the Company filed with the Secretary of State of the State of Delaware the Certificate of Amendment to the Certificate of Designations (“[Amendment](#)”) attached as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference. The Amendment increased the number of shares of preferred stock designated as Series A Preferred Stock from 6,000,000 to 7,000,000 shares.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
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<u>3.1</u>	<u>Certificate of Amendment to the Certificate of Designations, Rights and Preferences of 9.75% Series A Cumulative Redeemable Perpetual Preferred Stock.</u>
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104	Cover Page Interactive Data File (embedded within the Inline XBRL document)
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SIGNATURE

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.

Dated: October 13, 2023

CHICKEN SOUP FOR THE SOUL ENTERTAINMENT, INC.

By: /s/ Jason Meier
Name: Jason Meier
Title: Chief Financial Officer

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF DESIGNATIONS, RIGHTS AND PREFERENCES
OF
9.75% SERIES A CUMULATIVE REDEEMABLE PERPETUAL PREFERRED STOCK
OF
CHICKEN SOUP FOR THE SOUL ENTERTAINMENT INC.**

Chicken Soup for the Soul Entertainment Inc. (the “Company”), a corporation organized and existing and by virtue of the General Corporation Law of the State of Delaware (“DGCL”) does hereby certify:

FIRST: The Company’s Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on May 4, 2016 (the “Charter”), the Company’s Certificate of Designations, Rights and Preferences of 9.75% Series A Cumulative Redeemable Perpetual Preferred Stock was filed with the Secretary of State of the State of Delaware on June 26, 2018 (the “Certificate of Designation”), a Certificate of Amendment to Certificate of Designation was filed with the Secretary of State of the State of Delaware on August 22, 2018, a further Certificate of Amendment to the Certificate of Designation was filed with the Secretary of State of the State of Delaware on November 14, 2018, a further Certificate of Amendment to the Certificate of Designation was filed with the Secretary of State of the State of Delaware on July 31, 2019, a further Certificate of Amendment to the Certificate of Designation was filed with the Secretary of State of the State of Delaware on November 22, 2022, and a further Certificate of Amendment to the Certificate of Designation was filed with the Secretary of State of the State of Delaware on March 1, 2023;

SECOND: The Board of Directors of the Company, acting by unanimous written consent pursuant to Section 141 of the DGCL, duly adopted resolutions approving an increase to the number of shares of authorized preferred stock that would be designated as 9.75% Series A Cumulative Redeemable Perpetual Preferred Stock, and approving the form of the third amendment to the Certificate of Designation set forth below.

THIRD: Shareholder approval of the amendment set forth below is not required under the Charter or the DGCL.

FOURTH: The Certificate of designation is hereby amended by deleting Section 1 in its entirety and replacing it with the following:

1. Designation and Amount. The shares of such series of Preferred Stock shall be designated as “9.75% Series A Cumulative Redeemable Perpetual Preferred Stock” and the number of shares constituting such series shall be 7,000,000 shares.

IN WITNESS WHEREOF, the Company has caused this Certificate of Amendment to the Certificate of Designation to be executed by the undersigned this 12th day of October, 2023.

Chicken Soup for the Soul Entertainment Inc.

By: /s/ William J. Rouhana, Jr.

William J. Rouhana, Jr.

Chairman of the Board and Chief Executive Officer