

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): **August 5, 2020**

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	CSSN	The Nasdaq Stock Market LLC

Item 8.01. Other Events.

On August 5, 2020, Chicken Soup for the Soul Entertainment Inc. (the “Company”) completed the offering and sale of an additional \$1,100,000 aggregate principal amount of 9.50% Notes due 2025 (the “Notes”), pursuant to the underwriters’ partial exercise of the overallotment option granted in that certain Underwriting Agreement, dated as of July 13, 2020 (the “Underwriting Agreement”), between the Company and Ladenburg Thalmann & Co. Inc., as representative of the several underwriters. The Notes were offered and sold pursuant to a prospectus, dated July 13, 2020, which is part of the Company’s registration statement on Form S-1 (Registration No. 333-239198) declared effective by the Securities and Exchange Commission on July 10, 2020. Ladenburg Thalmann and National Securities Corporation acted as joint bookrunning managers of the offering, and Benchmark Company and Northland Capital Markets acted as lead managers of the offering. The Notes were issued under a base indenture and a supplemental indenture, each dated as of July 17, 2020 between the Company and U.S. Bank National Association, as trustee.

The sale of the Notes resulted in net proceeds of approximately \$1,045,000 after deducting underwriting discounts, commissions, and certain expenses of approximately \$55,000. The Company will have broad discretion with respect to the use of the net proceeds of the offering, which may include using of some or all of such proceeds to pay certain obligations to Sony Pictures Television Inc. or its affiliates that may otherwise be payable in shares of the Company’s 9.75% Series A Cumulative Redeemable Perpetual Preferred Stock (“Series A Preferred Stock”).

The press release announcing the closing of the over-allotment option is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
<u>99.1</u>	<u>Press release.</u>

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: August 5, 2020

CHICKEN SOUP FOR THE SOUL
ENTERTAINMENT INC.

By: /s/ William J. Rouhana, Jr.
Name: William J. Rouhana, Jr.
Title: Chief Executive Officer



Chicken Soup for the Soul Entertainment Announces the Partial Exercise of Underwriters' Option to Purchase Additional Notes Due 2025

COS COB, CT – August 5, 2020 – Chicken Soup for the Soul Entertainment Inc. (Nasdaq: CSSE) (the “Company”), one of the largest operators of streaming advertising-supported video-on-demand (AVOD) networks, today announced that the underwriters of its recent public offering of 9.50% Notes due 2025 (“Notes”) have partially exercised their over-allotment option by purchasing an additional \$1.1 million principal amount of Notes. Closing of the partial exercise of the over-allotment option was completed today, generating net proceeds to the Company of \$1,045,000 after deducting the Underwriters’ discounts, commissions and certain expenses.

The Notes have been listed on the Nasdaq Capital Market and trade under the ticker symbol “CSSEN”. The Notes are not convertible into or exchangeable for any of the Company’s other securities. Interest payments will be made quarterly in arrears on March 31, June 30, September 30, and December 31 each year, beginning September 30, 2020. The Company can redeem the Notes, in whole or in part, at any time on or after July 31, 2022 or upon a change of control at the redemption price of par plus accrued interest. The Notes are rated BBB by Egan-Jones Ratings Company.

Ladenburg Thalmann & Co. Inc. and National Securities Corporation, a wholly-owned subsidiary of National Holdings, Inc. (Nasdaq: NHLI) acted as joint book-running managers of the offering. The Benchmark Company and Northland Capital Markets, acted as lead managers.

A registration statement on form S-1 (SEC File No. 333-239198) (“Registration Statement”) relating to the Notes was filed with the U.S Securities and Exchange Commission (the “SEC”) and is effective and available on the SEC’s website at www.sec.gov. Copies of the final prospectus may be obtained electronically from the Securities and Exchange Commission at www.sec.gov or from any of the underwriters, including the offices of:

Ladenburg Thalmann & Co.
Attn: Syndicate Department
277 Park Avenue, 26th Floor
New York, NY 10172
212-409-2000
Email: prospectus@ladenburg.com

National Securities Corporation
Attn: Charles Wanyama
200 Vesey Street, 25th Floor
New York, NY 10281
212-417-3634
Email: cwanyama@yournational.com

The Benchmark Company, LLC
Attn: Prospectus Department
150 E 58th Street, 17th floor
New York, NY 10155
212-312-6700
Email: prospectus@benchmarkcompany.com



www.cssentertainment.com

@CSSEntertain



www.facebook.com/chickensoupforthesoul

Northland Capital Markets
Attn: Heidi Fletcher
150 South Fifth Street, Suite 3300
Minneapolis, MN 55402

800-851-2920
Email: hfletcher@northlandcapitalmarkets.com

This press release shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

ABOUT CHICKEN SOUP FOR THE SOUL ENTERTAINMENT

Chicken Soup for the Soul Entertainment Inc. (Nasdaq: CSSE) operates streaming video-on-demand networks (VOD). The Company owns a majority stake in Crackle Plus, a company formed with Sony Pictures Television, which owns and operates a variety of ad-supported and subscription-based VOD networks including Crackle, Popcornflix, Popcornflix Kids, Truli, Pivotshare, Españolflix and FrightPix. The Company also acquires and distributes video content through its Screen Media subsidiary and produces original long and short-form content through Landmark Studio Group, its Chicken Soup for the Soul Originals division and APlus.com. Chicken Soup for the Soul Entertainment is a subsidiary of Chicken Soup for the Soul, LLC, which publishes the famous book series and produces super-premium pet food under the Chicken Soup for the Soul brand name.

FORWARD-LOOKING STATEMENTS

This press release includes forward-looking statements that involve risks and uncertainties. Forward-looking statements are statements that are not historical facts. Such forward-looking statements are subject to risks (including those set forth in the Registration Statement) and uncertainties which could cause actual results to differ from the forward-looking statements. The Company expressly disclaims any obligations or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in the company's expectations with respect thereto or any change in events, conditions or circumstances on which any statement is based. Investors should realize that if our underlying assumptions for the projections contained herein prove inaccurate or that known or unknown risks or uncertainties materialize, actual results could vary materially from our expectations and projections.

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www.cssentertainment.com

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