

**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 9, 2022

Redbox Entertainment Inc.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39741
(Commission
File Number)

85-2157010
(IRS Employer
Identification No.)

1 Tower Lane, Suite 800
Oakbrook Terrace, Illinois 60181
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (630) 756-8000

Not Applicable
(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:

- 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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, par value \$0.0001 per share	RDBX	The Nasdaq Stock Market, LLC
Warrants to purchase Class A common stock	RDBXW	The Nasdaq Stock Market, LLC

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.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On August 9, 2022, Redbox Entertainment Inc. (“Redbox” or the “Company”) held a special meeting of stockholders (the “Special Meeting”). At the close of business on July 11, 2022, the record date for the Special Meeting there were 13,685,098 shares of Redbox class A common stock issued and outstanding, 32,770,000 shares of Redbox class B common stock issued and outstanding and no shares of preferred stock issued and outstanding. Only stockholders of record as of the record date for the Special Meeting were entitled to vote at the Special Meeting. A total of 40,837,113 shares of common stock were voted virtually or by proxy, representing 87.9% of the shares of common stock outstanding and entitled to vote, which constituted a quorum to conduct business at the Special Meeting. The following are the final voting results with respect to the proposals considered and voted upon at the Special Meeting, each of which is described in the Company’s definitive proxy statement/information statement/prospectus filed with the Securities and Exchange Commission on July 15, 2022.

Proposal 1: Redbox Merger Proposal

At the Special Meeting, the Company’s stockholders voted to approve the transactions contemplated by the Merger Agreement, dated as of May 10, 2022, by and among Redbox, Chicken Soup for the Soul Entertainment, Inc. (“CSSE”), RB First Merger Sub Inc., RB Second Merger Sub LLC, Redwood Opco Merger Sub LLC and Redwood Intermediate LLC (the “Redbox Merger Proposal”). Approximately 85.04% of the outstanding shares of the Company voted in favor of the Redbox Merger Proposal. The table below sets forth the voting results for this proposal:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
39,503,634	1,326,720	6,759	-

Proposal 2: Redbox Adjournment Proposal

As there were sufficient votes at the time of the Special Meeting to approve the Redbox Merger Proposal, the “Adjournment Proposal” described in the proxy statement/information statement/prospectus was not presented to stockholders.

Item 7.01. Regulation FD Disclosure.

On August 9, 2022 the Company issued a press release announcing the results of the Special Meeting. A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated by reference herein.

It is a condition to the closing of the transactions contemplated by the Merger Agreement that the Redbox Merger Proposal shall have been approved by the requisite vote of the Company’s stockholders as described in the proxy statement/information statement/prospectus. In light of the approval of the Redbox Merger Proposal at the Special Meeting, the Company anticipates that the closing of the transactions contemplated by the Merger Agreement (the “Transactions”) may occur on August 11, 2022, subject to the expiration or termination of the applicable waiting period under the Hart- Scott-Rodino Antitrust Improvements Act of 1976, as amended (the “HSR Act”) and the satisfaction or waiver of the other conditions to closing of the Transactions. Each of the Company and CSSE filed its respective HSR Act notification form on July 11, 2022, and expects that the 30-day waiting period will expire at 11:59 pm EDT on August 10, 2022, unless terminated earlier or otherwise extended.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated August 9, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

REDBOX ENTERTAINMENT INC.

Date: August 9, 2022

By: /s/ Galen C. Smith
Galen C. Smith
Chief Executive Officer



REDBOX STOCKHOLDERS APPROVE MERGER WITH CHICKEN SOUP FOR THE SOUL ENTERTAINMENT, INC.

OAKBROOK TERRACE, IL – August 9, 2022 – Redbox Entertainment Inc. (NASDAQ: RDBX) (“Redbox” or the “Company”) announced today that Redbox stockholders approved the merger proposal in connection with the previously announced merger with Chicken Soup for the Soul Entertainment Inc. (NASDAQ: CSSE) (“CSSE”).

At the Special Meeting of Redbox stockholders held today, A total of 40,837,113 shares of common stock of Redbox, representing approximately 87.9% of the outstanding shares of Redbox common stock entitled to vote at the special meeting, were present in person or by proxy, and 39,503,634 of the votes cast were voted in favor of the Redbox merger proposal, which votes represented approximately 85.04% of the outstanding shares of Redbox common stock entitled to vote at the special meeting.

About Redbox

Redbox is an established brand and leading provider in the home entertainment market in the United States. Redbox is focused on providing its customers with the best value in entertainment and the most choice in how they consume it, through physical media and/or digital services. Redbox is undergoing a significant business expansion and digital transformation. Redbox has transitioned from a pure-play DVD rental company to a multi-faceted entertainment company that provides tremendous value and choice by offering DVD rentals as well as multiple digital products across a variety of content windows including transactional (TVOD), ad-supported (AVOD/FLTV) and being a distributor of original feature films with a growing library of content. Redbox currently conducts its business through two operating segments: (1) Legacy Business and (2) Digital Business. For its Legacy Business, Redbox operates a nationwide network of approximately 38,000 self-service kiosks where consumers can rent or purchase new-release DVDs and Blu-ray Discs (“movies”). Redbox also generates service revenue by providing installation, merchandising and break-fix services to other kiosk businesses. Finally, Redbox acquires, and distributes movies exclusively through its film distribution label, Redbox Entertainment, LLC, acquiring rights to talent-led films that are distributed across Redbox platforms as well as through third party digital services. For its Digital Business, Redbox provides both transactional and ad-supported digital streaming services, which include 1) Redbox On Demand, a transactional service which provides digital rental or purchase of new release and catalog movies and TV content, 2) Redbox Free On Demand (AVOD), an ad-supported service providing free movies and TV shows on demand, and 3) Redbox Free Live TV (FLTV), a free, ad-supported television service giving access to over 130 linear channels. Redbox also sells third-party display advertising via its mobile app, website, and e-mails, as well as display and video advertising at the kiosk. For addition information please visit <https://investors.redbox.com/>.

Forward Looking Statements

This communication relates to a proposed business combination transaction between Chicken Soup for the Soul Entertainment, Inc. and Redbox Entertainment Inc. This communication contains “forward-looking statements” within the meaning of the federal securities laws. Forward-looking statements address a variety of subjects, including, for example, projections as to the anticipated benefits of the proposed transaction, the anticipated impact of the proposed transaction on the combined organization’s business and future financial and operating results, the expected amount and timing of synergies from the proposed transaction, and the anticipated closing date for the proposed transaction. Statements that are not historical facts, including statements about CSSE’s and Redbox’s beliefs, plans and expectations, are forward-looking statements. Such statements are based on CSSE’s and Redbox’s current expectations and are subject to a number of factors and uncertainties, which could cause actual results to differ materially from those described in the forward-looking statements. Forward-looking statements often contain words such as “expect,” “anticipate,” “intend,” “plan,” “believe,” “will,” “estimate,” “would,” “target” and similar expressions, as well as variations or negatives of these words. The following important factors and uncertainties, among others, could cause actual results to differ materially from those described in these forward-looking statements: the uncertainty as to the extent of the duration, scope and impacts of the COVID-19 pandemic; political and economic uncertainty, including any faltering in global economic conditions or the stability of credit and financial markets, erosion of consumer confidence and declines in customer spending; unavailability of raw materials, services, supplies or manufacturing capacity; changes in geographic scope or product or customer mix; changes in export classifications, import and export regulations or duties and tariffs; changes in CSSE’s or Redbox’s estimates of their expected tax rate based on current tax law; CSSE’s ability to successfully integrate Redbox’s businesses and technologies; the risk that the expected benefits and synergies of the proposed transaction and growth prospects of the combined company may not be fully achieved in a timely manner, or at all; adverse results in litigation matters, including the potential for litigation related to the proposed transaction; the risk that CSSE or Redbox will be unable to retain and hire key personnel; the risk associated with CSSE’s and Redbox’s ability to obtain the approvals of their respective shareholders required to consummate the proposed transaction and the timing of the closing of the proposed transaction, including the risk that the conditions to the transaction are not satisfied on a timely basis or at all or the failure of the transaction to close for any other reason or to close on the anticipated terms, including the anticipated tax treatment; the risk that any regulatory approval, consent or authorization that may be required for the proposed transaction is not obtained or is obtained subject to conditions that are not anticipated; unanticipated difficulties or expenditures relating to the transaction, the response of business partners and retention as a result of the announcement and pendency of the transaction; uncertainty as to the long-term value of CSSE’s common stock; and the diversion of management time on transaction-related matters. These risks, as well as other risks related to the proposed transaction, are included in the registration statement on Form S-4 and proxy statement/information statement/prospectus that are filed with the Securities and Exchange Commission (the “SEC”) in connection with the proposed transaction. While the list of factors presented here is, and the list of factors presented in the registration statement on Form S-4 are, considered representative, no such list should be considered to be a complete statement of all potential risks and uncertainties. For additional information about other factors that could cause actual results to differ materially from those described in the forward-looking statements, please refer to CSSE’s and Redbox’s respective periodic reports and other filings with the SEC, including the risk factors contained in CSSE’s and Redbox’s most recent Quarterly Reports on Form 10-Q and Annual Reports on Form 10-K. Forward-looking statements represent management’s current expectations and are inherently uncertain and are made only as of the date hereof. Except as required by law, neither CSSE nor Redbox undertakes or assumes any obligation to update any forward-looking statements, whether as a result of new information or to reflect subsequent events or circumstances or otherwise.



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