

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2018

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 001-38125

CHICKEN SOUP FOR THE SOUL ENTERTAINMENT, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

81-2560811

(I.R.S. Employer Identification No.)

132 East Putman Avenue – Floor 2W, Cos Cob, CT

(Address of Principal Executive Offices)

06807

(Zip Code)

855-398-0443

(Registrant's Telephone Number, including Area Code)

Not Applicable

Former Name or Former Address, if changed since last report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares of Common Stock outstanding as of May 8, 2018 totaled 11,609,992 as follows:

Title of Each Class

Class A Common Stock, \$.0001 par value per share 3,750,554

Class B Common Stock, \$.0001 par value per share* 7,859,438

*Each share convertible into one share of Class A Common Stock at the direction of the holder at any time.

Chicken Soup for the Soul Entertainment, Inc.
Form 10-Q
Index

**Page
Number**

PART 1 - FINANCIAL INFORMATION

<u>ITEM 1.</u>	<u>Financial Statements</u>	<u>3</u>
	<u>Condensed Consolidated Balance Sheets at March 31, 2018 (unaudited) and December 31, 2017</u>	<u>3</u>
	<u>Unaudited Condensed Consolidated Statements of Operations for the three ended March 31, 2018 and 2017</u>	<u>4</u>
	<u>Unaudited Condensed Consolidated Statements of Cash Flows for the three months ended March 31, 2018 and 2017</u>	<u>5</u>
	<u>Notes to Unaudited Condensed Consolidated Financial Statements</u>	<u>6</u>
<u>ITEM 2.</u>	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>23</u>
<u>ITEM 3.</u>	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>39</u>
<u>ITEM 4.</u>	<u>Controls and Procedures</u>	<u>39</u>

PART II - OTHER INFORMATION

<u>ITEM 1.</u>	<u>Legal Proceedings</u>	<u>40</u>
<u>ITEM 1A.</u>	<u>Risk Factors</u>	<u>40</u>
<u>ITEM 2.</u>	<u>Unregistered Sales of Equity Securities</u>	<u>40</u>
<u>ITEM 5.</u>	<u>Other Information</u>	<u>40</u>
<u>ITEM 6.</u>	<u>Exhibits</u>	<u>41</u>
<u>SIGNATURES</u>		<u>42</u>

PART I: FINANCIAL INFORMATION

Item 1: Financial Statements

Chicken Soup for the Soul Entertainment, Inc.
Condensed Consolidated Balance Sheets

	March 31, 2018 (unaudited)	December 31, 2017
ASSETS		
Cash and cash equivalents	\$ 1,751,689	\$ 2,172,046
Accounts receivable, net	8,432,155	8,058,352
Prepaid expenses	239,637	228,145
Inventory, net	317,203	368,964
Intangible asset - video content license	5,000,000	5,000,000
Prepaid distribution fees	1,846,529	1,892,806
Other intangible asset	125,000	125,000
Popcornflix film rights and other assets	7,174,548	7,163,943
Film library, net	22,258,060	22,655,645
Due from affiliated companies	6,003,404	6,128,629
Programming costs, net	7,869,441	7,651,145
Other assets, net	275,954	298,133
Total assets	\$ 61,293,620	\$ 61,742,808
LIABILITIES AND STOCKHOLDERS' EQUITY		
Senior secured notes payable under revolving line of credit to related party	\$ 1,700,000	\$ 1,500,000
Accounts payable and accrued expenses	1,272,923	1,002,536
Accrued programming costs	591,326	375,761
Film library acquisition obligation	185,600	663,400
Accrued participation costs	2,487,759	2,620,417
Other liabilities	148,110	144,533
Deferred tax liability, net	552,000	257,000
Deferred revenue	-	515,000
Total liabilities	6,937,718	7,078,647
Commitments and contingencies		
Stockholders' equity		
Preferred stock, \$.0001 par value, 10,000,000 shares authorized; none issued or outstanding	-	-
Class A common stock, \$.0001 par value, 70,000,000 shares authorized; 3,750,554 and 3,746,054 shares, issued and outstanding, respectively	375	374
Class B common stock, \$.0001 par value, 20,000,000 shares authorized; 7,859,438 and 7,863,938 shares issued and outstanding, respectively	786	786
Additional paid-in capital	32,578,694	32,324,500
Retained earnings	21,776,047	22,338,501
Total stockholders' equity	54,355,902	54,664,161
Total liabilities and stockholders' equity	\$ 61,293,620	\$ 61,742,808

See accompanying notes to unaudited condensed consolidated financial statements.

Chicken Soup for the Soul Entertainment, Inc.
Condensed Consolidated Statements of Operations
(unaudited)

	Three Months Ended	
	March 31,	
	<u>2018</u>	<u>2017</u>
Revenue:		
Online networks	\$ 661,866	\$ 86,310
Television and film distribution	3,243,147	-
Television and short-form video production	2,129,281	1,330,788
Total revenue	<u>6,034,294</u>	<u>1,417,098</u>
Less: returns and allowances	(320,349)	-
Net revenue	<u>5,713,945</u>	<u>1,417,098</u>
Cost of revenue (including \$1,454,140 and \$0 of non-cash amortization of film library for the three months ended March 31, 2018 and 2017, respectively)	<u>3,103,062</u>	<u>474,206</u>
Gross profit	<u>2,610,883</u>	<u>942,892</u>
Operating expenses:		
Selling, general and administrative (including \$254,195 and \$132,785 of non-cash share-based compensation expense for the three months ended March 31, 2018 and 2017, respectively)	2,199,247	260,008
Management and license fees	571,395	141,710
Total operating expenses	<u>2,770,642</u>	<u>401,718</u>
Operating (loss) income	(159,759)	541,174
Interest income	161	6
Interest expense	(21,555)	(475,826)
Acquisition-related costs	(45,300)	-
(Loss) income before income taxes	(226,453)	65,354
Provision for income taxes	336,000	199,000
Net loss	<u>\$ (562,453)</u>	<u>\$ (133,646)</u>
Net loss per common share:		
Basic and diluted net loss per common share	<u>\$ (0.05)</u>	<u>\$ (0.01)</u>
Weighted average basic and diluted shares outstanding	<u>11,609,992</u>	<u>9,066,034</u>

See accompanying notes to unaudited condensed consolidated financial statements.

Chicken Soup for the Soul Entertainment, Inc
Consolidated Statements of Cash Flows
(unaudited)

	Three Months Ended March 31,	
	2018	2017
Cash flows from Operating Activities:		
Net loss	\$ (562,453)	\$ (133,646)
Adjustments to reconcile net loss to net cash used in operating activities:		
Share-based compensation	254,195	132,790
Amortization of programming costs	770,401	474,206
Amortization of deferred financing costs	-	21,876
Amortization of debt discount	-	364,311
Amortization of leasehold improvements	13,033	-
Amortization of film library and participation costs	1,454,140	-
Bad debt expense	87,632	-
Deferred income taxes	295,000	(147,000)
Changes in operating assets and liabilities:		
Trade accounts receivable	(461,435)	(915,487)
Prepaid expenses and other current assets	(11,492)	(148,366)
Inventory	51,761	-
Programming costs	(773,132)	(913,532)
Film library	(1,056,556)	-
Popcornflix film rights and other assets	(10,605)	-
Prepaid distribution fees	46,277	(1,680,534)
Other assets	41,000	-
Accounts payable and accrued expenses	268,534	(287,399)
Film library acquisition obligation	(477,800)	-
Accrued participation costs	(132,659)	-
Other liabilities	3,577	-
Income tax payable	-	346,000
Deferred revenue	(515,000)	28,571
Net cash used in operating activities	(715,582)	(2,858,210)
Cash flows from Investing Activities:		
Decrease (increase) in due from affiliated companies	125,225	(798,572)
Net cash provided by (used in) investing activities	125,225	(798,572)
Cash flows from Financing Activities:		
Proceeds from revolving credit facility	200,000	3,225,000
Repayments of revolving credit facility	-	(980,000)
Payment of deferred financing cost	(30,000)	-
Proceeds from issuance of common stock in private placements	-	925,662
Net cash provided by financing activities	170,000	3,170,662
Net decrease in cash and cash equivalents	(420,357)	(486,120)
Cash and cash equivalents at beginning of period	2,172,046	507,247
Cash and cash equivalents at end of the period	\$ 1,751,689	\$ 21,127
Supplemental data:		
Cash paid for interest	\$ 16,268	\$ 80,309
Cash paid for taxes	\$ -	\$ -
Non-cash financing activities		
Fair value of warrants issued with revolving credit facility and term notes	\$ -	\$ 393,711

See accompanying notes to unaudited condensed consolidated financial statements.

Chicken Soup for the Soul Entertainment, Inc.
Notes to Condensed Consolidated Financial Statements
(unaudited)

Note 1 – The Company, Description of Business, Initial Public Offering and Acquisition

Chicken Soup for the Soul Entertainment, Inc. (the “Company”) is a Delaware corporation formed on May 4, 2016. CSS Productions, LLC (“CSS Productions”), the Company’s predecessor and immediate parent company, was formed in December 2014 by Chicken Soup for the Soul, LLC (“CSS”), a publishing and consumer products company, and initiated operations in January 2015. The Company was formed to create a discrete entity focused on video content opportunities using the *Chicken Soup for the Soul* brand (the “Brand”). The Brand is owned and licensed to the Company by CSS. Chicken Soup for the Soul Holdings, LLC (“CSS Holdings”), is the parent company of CSS and the Company’s ultimate parent company.

The Company creates and distributes video content under the Brand. The Company has an exclusive, perpetual and worldwide license from CSS to create and distribute video content under the Brand.

In May 2016, pursuant to the terms of the contribution agreement among CSS, CSS Productions and the Company (the “CSS Contribution Agreement”), all video content assets (the “Subject Assets”) owned by CSS, CSS Productions and their CSS subsidiaries were transferred to the Company in consideration for its issuance to CSS Productions of 8,600,568 shares of the Company’s Class B common stock. Since the date of the CSS Contribution Agreement, CSS Productions has transferred certain of these shares of Class B common stock to third parties in certain transactions. Concurrently with the consummation of the CSS Contribution Agreement, certain rights to receive payments under certain agreements comprising part of the Subject Assets owned by Trema, LLC (“Trema”), a company principally owned and controlled by William J. Rouhana, Jr., the Company’s chairman and chief executive officer, were assigned to the Company under a contribution agreement (the “Trema Contribution Agreement”) in consideration for the Company’s issuance to Trema of 159,432 shares of our Class B common stock.

Thereafter, CSS Productions’ operating activities substantially ceased and the Company continued the business operations of producing and distributing the video content.

The Company is an “emerging growth company,” as defined in the Jumpstart Our Business Startups Act of 2012 (the “JOBS Act”). Under the JOBS Act, emerging growth companies can delay adopting new or revised accounting standards issued subsequent to the enactment of the JOBS Act until such time as those standards apply to private companies. The Company has irrevocably elected to avail itself of this exemption from new or revised accounting standards, and, therefore, will not be subject to the same new or revised accounting standards as public companies that are not emerging growth companies.

The Company operates in one reportable segment, the production and distribution of video content, and currently operates solely in the United States. The Company has entered into a distribution agreement with a company located in the United States that provides for the distribution of an episodic television series in Europe. With the acquisition of Screen Media, the Company now has presence in over 56 countries worldwide.

Initial Public Offering

Effective August 17, 2017, the Company completed its Initial Public Offering (“IPO”) of \$30.0 million consisting of 2,500,000 shares of Class A common stock (“Class A Shares”) at an offering price of \$12.00 per share. The Class A Shares offered and sold in the IPO were comprised of (a) an aggregate of 2,241,983 newly issued Class A Shares and (b) an aggregate of 258,017 issued and outstanding Class A Shares that were sold by certain non-management, non-affiliated existing stockholders (“Selling Stockholder Shares”). The Company did not receive any of the proceeds from the sale of Selling Stockholder Shares.

In connection with the consummation of the IPO, the Class A Shares were approved for listing on the Nasdaq Global Market under the symbol “CSSE”.

The IPO resulted in gross cash proceeds to the Company of approximately \$26.9 million and \$24.0 million of net cash proceeds, after deducting cash selling agent discounts, commissions and offering expenses. The net proceeds were used to fully repay \$4.1 million of senior secured notes payable and \$4.5 million of senior secured notes payable under the revolving line of credit outstanding at the time of the IPO (see Note 10). The remaining proceeds are being used for general corporate purposes including working capital, acquisition of video content and strategic transactions.

Chicken Soup for the Soul Entertainment, Inc.
Notes to Condensed Consolidated Financial Statements
(unaudited)

Acquisition of Screen Media

On November 3, 2017, the Company acquired all of the membership interests of Screen Media Ventures, LLC (“Screen Media”) for approximately \$4.9 million in cash and the issuance of 35,000 shares of the Company’s Class A common stock and Class Z warrants of the Company exercisable into 50,000 shares of the Company’s Class A common stock at \$12 per share (the “Acquisition”). Screen Media operates Popcornflix®, an advertiser-supported direct-to-consumer online video service and distributes television series and films worldwide.

In accordance with ASC 805, “*Business Combinations*” (“ASC 805”), the acquisition was accounted for by applying the acquisition method of accounting, which requires, among other things, that the assets acquired and the liabilities assumed in a business combination be measured at their fair values as of the closing date of the transaction. As a result of the Acquisition, Screen Media’s results of operations are consolidated with those of the Company from the date of the transaction.

Note 2 – Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America (“GAAP”) and applicable rules and regulations of the Securities and Exchange Commission regarding interim financial reporting. Certain information and note disclosures normally included in the financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations.

The condensed consolidated balance sheet as of December 31, 2017 included herein was derived from the audited financial statements as of that date, but does not include all disclosures, including notes, required by GAAP.

The unaudited condensed consolidated interim financial statements include the accounts of the Company and its wholly-owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

In the opinion of management, the accompanying unaudited interim condensed consolidated financial statements reflect all adjustments, consisting only of normal recurring adjustments, necessary to present fairly the financial position of the Company at March 31, 2018 and the results of its operations for the three months ended March 31, 2018 and 2017.

The results of operations of any interim period are not necessarily indicative of the results of operations to be expected for the full fiscal year. These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and accompanying notes included in the Company’s report on Form 10-K for the years ended December 31, 2017 and 2016.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expense during the reporting periods. The Company’s significant estimates include those related to revenue recognition, accounts receivable allowances, intangible assets, share-based compensation expense, income taxes and amortization of programming and film library costs. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents include highly liquid investments with original maturities of three months or less and consist primarily of money market funds. Such investments are stated at cost, which approximates fair value.

Fair Value

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. To increase the comparability of fair value measurements, a three-tier fair value hierarchy, which prioritizes the inputs used in the valuation methodologies, is as follows:

Chicken Soup for the Soul Entertainment, Inc.
Notes to Condensed Consolidated Financial Statements
(unaudited)

Level 1—Valuations based on quoted prices for identical assets and liabilities in active markets.

Level 2—Valuations based on observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data.

Level 3—Valuations based on unobservable inputs reflecting our own assumptions. These valuations require significant judgment and estimates.

At March 31, 2018 and December 31, 2017, the fair value of the Company's financial instruments including cash and cash equivalents, accounts receivable, accounts payable and accrued expenses, accrued programming costs, film library acquisition costs and accrued participation costs, approximated their carrying value due to the short-term nature of these instruments.

Accounts Receivable

Accounts receivable are stated at the amounts management expects to collect and are subsequently stated net of allowance for uncollectible accounts and video returns. An allowance for doubtful accounts is recorded based on a combination of historical experience, aging analysis and information on specific accounts. Account balances are written off against the allowance after all means of collections have been exhausted and the potential for recovery is considered remote. Accounts are considered past due or delinquent based on contractual terms and how recently payments have been received. Estimated losses resulting from uncollectible accounts are reported as bad debt expense in the consolidated statements of operations. At March 31, 2018 and December 31, 2017, accounts receivable is presented net of allowance for doubtful accounts and video returns of \$636,801 and \$597,665, respectively. Reserve for bad debt of \$87,632 and \$0 was recorded in the condensed consolidated statement of operations for the three months ended March 31, 2018 and March 31, 2017, respectively.

Inventory

Inventory consists of DVD films held for resale to wholesale and retail customers. Inventory is stated at the lower of cost or market. Cost is determined by the first-in, first-out (FIFO) method. Market value is based on net realizable value. When the net realizable value falls below its cost, a provision for write-downs is recorded.

Programming Costs

Programming costs include the unamortized costs of completed, in-process, or in-development long-form and short-form video content. For video content, the Company's capitalized costs include all direct production and financing costs, capitalized interest when applicable, and production overhead.

The costs of producing video content are amortized using the individual-film-forecast method. These costs are amortized in the proportion that current period's revenue bears to management's estimate of ultimate revenue expected to be recognized from each production.

For an episodic television series, the period over which ultimate revenue is estimated cannot exceed ten years following the date of delivery of the first episode, or, if still in production, five years from the date of delivery of the most recent episode, if later.

Programming costs are stated at the lower of amortized cost or estimated fair value. The valuation of programming costs is reviewed on a title-by-title basis, when an event or change in circumstances indicates that the fair value may be less than its unamortized cost and the valuation is based on a discounted cash flows ("DCF") methodology with assumptions for cash flows. Key inputs employed in the DCF methodology include estimates of a program's ultimate revenue and costs as well as a discount rate. The discount rate utilized in the DCF is based on the weighted average cost of capital of the Company plus a risk premium representing the risk associated with producing a particular program. The Company performs an annual impairment analysis for unamortized programming costs. An impairment charge is recorded in the amount by which the unamortized costs exceed the estimated fair value. Estimates of future revenue involve measurement uncertainties and it is therefore possible that reductions in the carrying value of programming costs may be required as a consequence of changes in management's future revenue estimates.

Chicken Soup for the Soul Entertainment, Inc.
Notes to Condensed Consolidated Financial Statements
(unaudited)

Included in cost of revenue in the condensed consolidated statements of operations for the three months ended March 31, 2018 and 2017 is amortization of programming costs totaling \$770,401 and \$474,206, respectively. There was no impairment charge recorded in the three months ended March 31, 2018 and 2017.

Film Library

The film library represents the cost of acquiring film distribution rights and related acquisition and accrued participation costs. The film library is amortized using the individual-film-forecast-computation method. Film library is stated at the lower of unamortized cost or fair value. Amortization is based upon management's best estimate of total future, or ultimate revenue. Amortization is adjusted when necessary to reflect increases or decreases in forecasted ultimate revenues. Ultimate revenue time frame is determined based on the term of the related acquisition agreement. The Company generally acquires distribution rights covering periods of ten or more years.

Included in cost of revenue in the condensed consolidated statements of operations for the three-month periods ended March 31, 2018 and 2017, is amortization of film library totaling \$1,454,140 and \$0, respectively. For the three-month periods ended March 31, 2018 and 2017, there was no impairment charge recorded.

Popcornflix Film Rights and Other Assets

Popcornflix film rights and other assets represents the direct-to-consumer online video service and application platform comprised of five ad-supported networks with rights to over 3,000 films and approximately 60 television series. Popcornflix is an indefinite-lived intangible and is not subject to amortization but is subject to an annual impairment analysis. For the three months ended March 31, 2018 and 2017, there was no impairment charge recorded.

Income Taxes

The Company was formed on May 4, 2016 as a Sub-Chapter C corporation for federal and state tax purposes. As such, the Company filed its first tax return for the year ended December 31, 2016. CSS Productions has elected to be treated as a partnership for federal and state income tax purposes and, accordingly, no provision is made for income taxes for the taxable income included in the Company's condensed consolidated results of operations. CSS Productions has not been audited by the taxing authorities since its formation. If taxable income is adjusted as a result of an audit, then CSS Productions may be required to make distributions to satisfy its members' tax obligations. Any such distributions would not be made from, or be the responsibility of, the Company.

The Company records income taxes under the asset and liability method. Deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases.

Deferred taxes are also recognized for operating losses that are available to offset future taxable income. A valuation allowance is established, when necessary, to reduce deferred tax assets to the amount expected to be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be realized or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The Company accounts for uncertain tax positions in accordance with the authoritative guidance issued by the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 740: *Income Taxes*, which addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return, should be recorded in the financial statements. Pursuant to the authoritative guidance, the Company may recognize the tax benefit from an uncertain tax position only if it meets the "more likely than not" threshold that the position will be sustained on examination by the taxing authority, based on the technical merits of the position or expiration of statutes. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. In addition, the authoritative guidance addresses de-recognition, classification, interest and penalties on income taxes, accounting in interim periods, and also requires increased disclosures.

Chicken Soup for the Soul Entertainment, Inc.
Notes to Condensed Consolidated Financial Statements
(unaudited)

The Company includes interest and penalties related to its uncertain tax positions as part of income tax expense within its condensed consolidated statements of operations. At March 31, 2018 and 2017, the Company did not have any unrecognized tax benefits or liabilities.

Long-Lived Assets

The Company reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. If the sum of the expected future cash flows, undiscounted and without interest, is less than the carrying amount of the asset, an impairment loss is recognized as the amount by which the carrying amount of the asset exceeds its fair value.

Film Library Acquisition Obligations

Film library acquisition obligations represent amounts due in connection with the Company acquiring film distribution rights. Pursuant to the film distribution rights agreements, the Company's right to distribute films may revert to the licensor in the event that the Company is unable to satisfy its financial obligations with respect to the acquisition of the related distribution rights.

Accrued Participation Costs

The Company accrues for participation costs due to production companies and producers based on the respective agreements. Amounts due to production companies and producers are calculated based on gross revenue for each film after exceeding certain minimum targets. In addition, the Company must recoup its original investment in each film before such payments are due. Accrued participation costs are capitalized and amortized as part of the film library.

Revenue Recognition

Revenue from online digital distribution and VOD platforms are recorded when monthly activity is reported by advertisers. For theatrical releases, revenue is recorded after the theatrical release date and when box office proceeds reports are received. Revenue generated under the distribution agreement with A Sharp, Inc., d/b/a A Plus ("A Plus") is reported on a net basis as the Company earns a commission on the distribution of A Plus' content (see Note 13). Revenue from all digital media distribution is included in online networks in the accompanying condensed consolidated statements of operations.

The Company licenses and distributes multi-film packages to its customers. Revenue from multi-film sales is allocated on a per title basis and recognized upon initial availability for exploitation by customers. In addition, the Company distributes DVDs and similar media to its customers. The Company recognizes revenue upon shipment of DVD units or similar media units to its customers. Provision for future returns and other allowances are established based upon historical experience. Revenue from the distribution of multi-film packages and DVDs and similar media is included in television and film distribution in the accompanying condensed consolidated statements of operations.

The Company recognizes revenue from the production and distribution of television programs and short-form video content in accordance with Accounting Standards Codification Topic 926: *Entertainment – Films* as amended ("ASC 926"). Revenue is recognized when persuasive evidence of an arrangement exists, the fee is fixed and determinable, delivery has occurred, and collection of the resulting receivable is deemed probable. For episodic television programs, revenue is recognized as each episode becomes available for delivery or becomes available for broadcast, and for short-form online videos, revenue is recognized when the videos are posted to a website for viewing. Revenue from the distribution of short-form online media content is included in television and short-form video production revenue in the accompanying condensed consolidated statements of operations.

Cash advances received by the Company are recorded as deferred revenue until all the conditions of revenue recognition have been met.

Share-Based Payments

The Company accounts for share-based payments in accordance with ASC 718: *Share-based Compensation*, which establishes the accounting for transactions in which an entity exchanges its equity instruments for goods or services. Under the provisions of the authoritative guidance, share-based compensation expense is measured at the grant date, based on the fair value of the award, and is recognized as an expense over the requisite service period, net of estimated forfeitures. Shares issued for services are based upon current selling prices of the Company's Class A common stock or independent third party valuations.

Chicken Soup for the Soul Entertainment, Inc.
Notes to Condensed Consolidated Financial Statements
(unaudited)

The Company estimates the fair value of share-based instruments using the Black-Scholes option-pricing model. All share-based awards are fulfilled with new shares of Class A common stock. For the three months ended March 31, 2018 and 2017, share-based awards were issued to non-employee directors and individuals for services rendered and were recorded at fair value.

Advertising Costs

Generally, advertising costs are expensed as incurred except for the advertising costs associated with the Company's theatrically released titles which the Company is obligated to make reimbursements for. The expense recorded in the condensed consolidated statements of operations for the three months ended March 31, 2018 and 2017 was \$224,442 and \$0, respectively. These costs are capitalized as part of the film library acquisition costs and are amortized as such.

Advertising expenditures for DVD releases are expensed when incurred, which is typically upon the release of the title. The expense recorded in the condensed consolidated statements of operations for the three months ended March 31, 2018 and 2017 was \$1,435 and \$0, respectively.

Earnings Per Share

Basic net loss per common share is computed based on the weighted average number of shares of all classes of common stock outstanding. Diluted earnings per common share is computed based on the weighted average number of common shares outstanding increased, when applicable, by dilutive common stock equivalents, comprised of Class W warrants, Class Z warrants and stock options outstanding.

In computing the effect of dilutive common stock equivalents, the Company uses the treasury stock method to calculate the related incremental shares. In applying the treasury stock method, prior to its IPO the Company used a share price of \$12 per share based on the price of its Class A common stock in its public offering. Subsequent to the Company's IPO, the actual share price was used. See Note 6.

Concentration of Credit Risk

The Company maintains cash balances at its bank. Accounts for each entity are insured by the Federal Deposit Insurance Corporation subject to certain limitations. At various times the Company's cash in bank balances exceed the federally insured limits. The uninsured balance at March 31, 2018 and December 31, 2017 was \$1,074,010 and \$1,422,001, respectively.

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash in bank, revenue and accounts receivable.

For the three months ended March 31, 2018, the Company had three customers, which accounted for 44% of total revenue (the largest of which accounted for 19%). As of March 31, 2018, the Company had two customers that accounted for 59% of accounts receivable (the largest of which accounted for 36%). For the three months ended March 31, 2017, the Company had two customers that accounted for 86% of revenue. As of December 31, 2017, the Company had four customers that accounted for 73% of accounts receivable (the largest of which accounted for 58%).

Reclassification

Certain prior year balances have been reclassified to conform to the current year presentation. In the condensed consolidated statements of operations, prior year revenue has been presented in a manner more representative of the Company's current revenue streams. These reclassifications have no effect on previously reported net loss.

Note 3 – Recent Accounting Pronouncements

In May 2017, the FASB issued Accounting Standards Update ("ASU") 2017-09, *Compensation – Stock Compensation Topic 718: Scope of Modification Accounting*, which clarifies when changes to the terms or conditions of a share-based payment award must be accounted for as a modification.

ASU 2017-09 is intended to reduce diversity in practice and result in fewer changes to the terms of an award being accounted for as a modification. Under this guidance, an entity will not apply modification accounting to a share-based payment award if the award's fair value, vesting conditions and balance sheet classification remain the same before and after the change.

Chicken Soup for the Soul Entertainment, Inc.
Notes to Condensed Consolidated Financial Statements
(unaudited)

ASU 2017-09 is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2017 for all entities. Early adoption is permitted. The Company has adopted ASU 2017-09 in the last quarter of 2017 on a prospective basis and the impact on its consolidated financial statements was not material.

In January 2017, the FASB issued ASU 2017-01, *Business Combinations (Topic 805): Clarifying the Definition of a Business*, which amends the guidance of FASB ASC Topic 805, Business Combinations (ASC 805) adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (disposals) of assets or businesses. The objective of ASU 2017-01 is to narrow the definition of what qualifies as a business under Topic 805 and to provide guidance for streamlining the analysis required to assess whether a transaction involves the acquisition (disposal) of a business. ASU 2017-01 provides a screen to assess when a set of assets and processes do not qualify as a business under Topic 805, reducing the number of transactions that need to be considered as possible business acquisitions. ASU 2017-01 also narrows the definition of output under Topic 805 to make it consistent with the description of outputs under Topic 606. The guidance of ASU 2017-01 is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years and early adoption is permitted under certain circumstances. The Company has adopted ASU 2017-01 on a prospective basis and the impact on its consolidated financial statements was not material.

In November 2016, the FASB issued ASU 2016-18, *Restricted Cash*, which requires amounts generally described as restricted cash and restricted cash equivalents be included with cash and cash equivalents when reconciling the total beginning and ending amounts for the periods shown on the statement of cash flows. ASU 2016-08 is effective for fiscal years beginning after December 15, 2017 (including interim periods within those periods) using a retrospective transition method to each period presented. The Company early adopted ASU 2016-18 in the last quarter of 2017 on a prospective basis and the impact on its consolidated financial statements was not material.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)* which amended the existing accounting standards for revenue recognition. ASU 2014-09 establishes principles for recognizing revenue upon the transfer of promised goods or services to customers, in an amount that reflects the expected consideration received in exchange for those goods or services. For public entities, this standard is effective for annual reporting periods beginning after December 15, 2017 (including interim reporting periods within those periods). For all other entities, this standard is effective for annual reporting periods beginning after December 15, 2018, and interim periods within annual periods beginning after December 15, 2019. The amendments may be applied retrospectively to each prior period (full retrospective) or retrospectively with the cumulative effect recognized as of the date of initial application (modified retrospective). Being an emerging growth company, the Company will adopt ASU 2014-09 in the first quarter of 2019 and apply the modified retrospective approach. Because the Company's primary source of revenue is from episodic television shows when each episode becomes available for delivery and available for broadcast, and multi-film sales when available for initial exploitation by customers, the Company does not expect the impact on its consolidated financial statements to be material.

Note 4 – Episodic Television Programs

(a) In September 2014, CSS and a charitable foundation (the “Foundation”) entered into an agreement under which the Foundation agreed to sponsor a Saturday morning family television show, *Chicken Soup for the Soul's Hidden Heroes* (“*Hidden Heroes*”), a half-hour hidden-camera family friendly show that premiered on the CBS Television Network (“CBS”). The Foundation is a not-for-profit charity that promotes tolerance, compassion and respect. The Foundation has funded three seasons of *Hidden Heroes* and has an option to fund the series for a fourth season.

(b) In September 2015, CSS Productions received corporate sponsorship funding from a company (the “Sponsor”), to develop the Company’s second episodic television series entitled *Project Dad*, a *Chicken Soup for the Soul Original* (“*Project Dad*”). *Project Dad* presents three busy celebrity dads as they put their careers on the “sidelines” and get to know their children like never before.

Chicken Soup for the Soul Entertainment, Inc.
Notes to Condensed Consolidated Financial Statements
(unaudited)

The *Project Dad* slate is comprised of eight, one-hour episodes that aired weekly on Discovery Communications, LLC's Discovery Life network in November and December 2016. In addition, in January 2017, *Project Dad* aired on Discovery Communications, LLC's TLC network.

In 2017, the Sponsor funded a new parenting series called *Being Dad*, our third episodic television show, comprised of eight, one-hour episodes that were available for delivery and available for broadcast in the fourth quarter of 2017 and will begin airing on Netflix in 2018.

(c) On June 20, 2017, the Company entered into an agreement with HomeAway.com and received corporate sponsorship funding for our fourth episodic television series entitled *Vacation Rental Potential*.

This series comprised of ten, 30-minute episodes, aired on the A&E Network in November and December 2017. The show gives viewers the information needed to obtain their dream vacation home. HomeAway.com has agreed to fund a second season of *Vacation Rental Potential*.

In accordance with ASC 926 as amended, the Company has recognized revenue for *Hidden Heroes*, *Project Dad*, *Being Dad* and *Vacation Rental Potential* as the episodes became available for delivery and available for broadcast.

Note 5 – Share-Based Compensation

Effective January 1, 2017, the Company adopted the 2017 Long Term Incentive Plan (the "Plan") to attract and retain certain employees. The Plan provides for the issuance of up to one million common stock equivalents subject to the terms and conditions of the Plan. The Plan generally provides for quarterly and bi-annual vesting over terms ranging from two to three years. The Company accounts for the Plan as an equity plan.

The Company recognized these stock options at fair value determined by applying the Black Scholes options pricing model to the grant date market value of the underlying common shares of the Company.

The compensation expense associated with these stock options is amortized on a straight-line basis over their respective vesting periods. For the three months ended March 31, 2018 and 2017, the Company recognized \$229,195 and \$116,600, respectively, of non-cash share-based compensation expense relating to stock options in selling, general and administrative expense in the condensed consolidated statements of operations. There were 271,252 and 44,221 stock options vested at March 31, 2018 and 2017, respectively.

Stock options activity as of March 31, 2018 is as follows:

	<u>Number of Stock Options</u>	<u>Weighted Average Exercise Price</u>	<u>Weighted Average Remaining Contract Term (Yrs.)</u>	<u>Aggregate Intrinsic Value</u>
Total outstanding at December 31, 2017	690,000	\$ 7.61	4.32	\$ 1,079,500
Options granted	10,000	9.22	4.77	-
Options exercised	-	-	-	-
Actual options forfeited	-	-	-	-
Options expired	-	-	-	-
Total outstanding at March 31, 2018	<u>700,000</u>	<u>\$ 7.63</u>	<u>4.08</u>	<u>\$ 189,101</u>
Total exercisable at March 31, 2018	<u>271,252</u>	<u>\$ 6.93</u>	<u>3.85</u>	<u>\$ 117,543</u>
Total unvested at March 31, 2018	<u>428,748</u>	<u>\$ 8.08</u>	<u>4.23</u>	<u>\$ 71,558</u>
Total vested or expected to vest - March 31, 2018	<u>700,000</u>	<u>\$ 7.63</u>	<u>4.08</u>	<u>\$ 189,101</u>

Chicken Soup for the Soul Entertainment, Inc.
Notes to Condensed Consolidated Financial Statements
(unaudited)

As of March 31, 2018 the Company had unrecognized pre-tax compensation expense of \$1,541,734 related to non-vested stock options under the Plan of which \$687,584, \$510,278 and \$343,872 will be recognized in 2018, 2019 and 2020, respectively.

The following table summarizes unvested stock options as of March 31, 2018:

	<u>Number of Stock Options</u>	<u>Weighted Average Exercise Price</u>
Total unvested - December 31, 2017	490,415	\$ 7.96
Granted	10,000	9.22
Vested	(71,665)	7.47
Cancellations	-	-
Total unvested - March 31, 2018	<u>428,750</u>	<u>\$ 8.08</u>

Assumptions used in calculating the fair value of the stock options granted during 2018 and 2017 using the Black-Scholes valuation model are summarized below:

<u>Weighted Average Assumptions:</u>	<u>Three Months Ended March 31,</u>	
	<u>2018</u>	<u>2017</u>
Expected dividend yield	0.0%	0.0%
Expected equity volatility	57.2%	57.0%
Expected term (years)	2.57	2.34
Risk-free interest rate	2.05%	1.9%
Exercise price per stock option	\$ 7.63	\$ 6.83
Market price per share	\$ 6.95	\$ 5.78
Weighted average fair value per stock option	\$ 3.35	\$ 2.64

The risk-free rates are based on the implied yield available on US Treasury constant maturities with remaining terms equivalent to the respective expected terms of the options. The Company estimates expected terms for stock options awarded to employees using the simplified method in accordance with ASC 718, *Stock Compensation*, because the Company does not have sufficient relevant information to develop reasonable expectations about future exercise patterns. The Company estimates the expected term for stock options using the contractual term. Expected volatility is calculated based on the Company's peer group because the Company does not have sufficient historical data and will continue to use peer group volatility information until historical volatility of the Company is available to measure expected volatility for future grants.

The Company also awards common stock grants to directors and non-employee executive producers that provide services to the Company. For the three months ended March 31, 2018 and 2017, the Company recognized in selling, general and administrative expense, non-cash share-based compensation expense relating to stock grants of \$25,000 and \$16,185, respectively.

In January 2018, the Company's board of directors approved an increase, subject to stockholder approval, to the number of shares available for grant pursuant to the Plan to 1,250,000 shares from 1,000,000 shares at March 31, 2018.

Note 6 – Earnings Per Share

A reconciliation of shares used in calculating basic and diluted per share data is as follows:

Chicken Soup for the Soul Entertainment, Inc.
Notes to Condensed Consolidated Financial Statements
(unaudited)

	Three Months Ended	
	March 31,	
	<u>2018</u>	<u>2017</u>
Basic weighted-average shares outstanding	11,609,992	9,066,034
Effect of dilutive securities:		
Assumed issuance of shares from exercise of stock options (a)	-	-
Assumed issuance of shares from exercise of warrants (a)	-	-
Diluted weighted-average shares outstanding	<u>11,609,992</u>	<u>9,066,034</u>

(a) The additional shares from the exercise of stock options and warrants for the three month periods ended March 31, 2018 and 2017 are anti-dilutive in nature, and as a result are excluded from the determination of diluted weighted-average shares outstanding.

Note 7 – Programming Costs

Programming costs, net of amortization, consists of the following:

	<u>March 31,</u> <u>2018</u>	<u>December 31,</u> <u>2017</u>
Released, net of accumulated amortization of \$7,495,763 and \$6,725,362, respectively	\$ 6,297,999	\$ 6,218,499
In production	15,679	12,784
In development	1,555,763	1,419,862
	<u>\$ 7,869,441</u>	<u>\$ 7,651,145</u>

Note 8 – Film Library

Film library costs, net of amortization, consists of the following:

	<u>March 31,</u> <u>2018</u>	<u>December 31,</u> <u>2017</u>
Acquisition costs	\$ 24,344,359	24,034,514
Accumulated amortization	(2,086,299)	(1,378,869)
Net film library costs	<u>\$ 22,258,060</u>	<u>22,655,645</u>

Film library amortization expense recorded in the condensed consolidated statements of operations for the three months ended March 31, 2018 and 2017 was \$707,430 and \$0, respectively.

Note 9 – Intangible Asset - Video Content License

The Company has been granted a perpetual, exclusive license from CSS to utilize the Brand and related content, for visual exploitation on a worldwide basis (“Perpetual License”). In granting the Perpetual License, CSS required an initial purchase price of \$5,000,000, which approximated its costs to CSS, and was paid by the Company during 2016. The Company recorded the initial purchase price of the Perpetual License at the estimated cost to CSS in its consolidated balance sheets.

Chicken Soup for the Soul Entertainment, Inc.
Notes to Condensed Consolidated Financial Statements
(unaudited)

Note 10 – Senior Secured Revolving Line of Credit and Senior Secured Notes Payable

Senior Secured Revolving Line of Credit

On May 12, 2016, the Company entered into a senior secured revolving line of credit (the “Credit Facility”) with an entity controlled by its chief executive officer (the “Lender”). Under the amended terms of the Credit Facility, the Company can borrow up to an aggregate of \$4,500,000 until January 2, 2019 (the “Maturity Date”). Advances made under the Credit Facility are used for working capital and general corporate purposes.

Borrowings under the Credit Facility bore interest at 5% per annum and an annual fee equal to 0.75% of the unused portion of the Credit Facility, payable monthly in arrears in cash.

The balance outstanding under the Credit Facility prior to the IPO was \$4.5 million which was repaid in full on August 23, 2017 from the proceeds of the IPO. On December 27, 2017, the Company drew an advance of \$1,500,000 under the Credit Facility. As of March 31, 2018, advances under the Credit Facility totaled \$1,700,000. On April 27, 2018, the Company entered into a commercial loan agreement with a bank (“Commercial Loan”). As described in Note 16 – *Subsequent Events*, simultaneously with the closing of the Commercial Loan, the Credit Facility was repaid in full and the Credit Facility was terminated by the Company and the Lender.

In connection with the Credit Facility, the Company issued Class W warrants to the Lender to purchase 157,500 shares of the Company’s Class A common stock at an exercise price of \$7.50 per share. All Warrants issued to the Lender expire on May 12, 2021 and are accounted for as equity warrants.

The Credit Facility and the related warrants were accounted for in accordance with ASC 470, which provides, among other things, that the fair value is allocated between the debt and the related warrants. The fair value of the warrants issued was determined to be \$424,025 using the Black-Scholes option-pricing model and the relative fair value of the warrants was recorded as a discount to the Credit Facility with a corresponding credit to additional paid-in capital.

As of March 31, 2018, the debt discount and deferred financing costs related to the Credit Facility were fully amortized. For the three months ended March 31, 2018, cash interest expense paid or accrued for on the Credit Facility of \$21,555 is included in interest expense in the accompanying condensed consolidated statement of operations. For the three months ended March 31, 2017, amortization of the debt discount of \$81,045, amortization of deferred financing costs of \$1,422 and cash interest expense paid on the Credit Facility of \$38,520 is included in interest expense in the accompanying condensed consolidated statement of operations, respectively.

Senior Secured Notes Payable

From July 2016 through May 2017, the Company sold in a private placement (“Debt Private Placement”) \$5,000,000 aggregate principal amount of 5% senior secured term notes (the “Term Notes”) and Class W warrants to purchase an aggregate of 460,000 shares of Class A common stock at \$7.50 per share (the “Warrants”).

In June 2017, at the election of certain Noteholders, the Company converted \$918,000 of Term Notes into 102,060 Class A common shares at a conversion price per share of \$9 and issued Class Z warrants to purchase an aggregate of 30,618 shares of Class A common stock at \$12 per share, to those Noteholders that elected to convert.

The Term Notes ranked *pari passu* with the Credit Facility and senior to any existing or future indebtedness of the Company. The Term Notes were secured by a first priority security interest and lien on all tangible and intangible assets of the Company and were subject to an intercreditor agreement with respect to the Credit Facility.

The Term Notes were repaid in full on August 18, 2017 from the proceeds of the IPO. The Term Notes and the Warrants were accounted for in accordance with ASC 470: *Debt* which provides, among other things, that the fair value is allocated between the debt and the related warrants. The Warrants are exercisable at any time prior to June 30, 2021 and are callable under certain circumstances, but in no event prior to January 31, 2018.

The fair value of the Warrants was determined to be \$1,079,360 using the Black-Scholes option-pricing model and the relative fair value of the warrants was recorded as a discount to the Term Notes with a corresponding credit to additional paid-in capital.

Chicken Soup for the Soul Entertainment, Inc.
Notes to Condensed Consolidated Financial Statements
(unaudited)

For the three months ended March 31, 2017, amortization of the debt discount of \$283,266, amortization of deferred financing costs of \$20,454, and cash interest expense paid or accrued for on the Term Notes of \$41,789 is included in interest expense in the accompanying condensed consolidated statement of operations.

Officers of the Company and of CSS, and their family members, participated in the Debt Private Placements on the same terms and conditions as other investors (see Note 13).

Note 11 – Stockholders’ Equity

Equity Structure

The Company is authorized to issue 70,000,000 shares of Class A common stock, par value \$0.0001 (“Class A Stock”), 20,000,000 shares of Class B common stock, par value \$.0001 (“Class B Stock”), and 10,000,000 shares of preferred stock, par value \$.0001. As at March 31, 2018 and December 31, 2017, the Company had 3,750,554 and 3,746,054 shares of Class A Stock outstanding, respectively and 7,859,438 and 7,863,938 shares of Class B Stock outstanding, respectively. Each holder of Class A Stock is entitled to one vote per share while holders of Class B Stock are entitled to ten votes per share.

Recapitalization

As described in Note 1, in May 2016, pursuant to the terms of the CSS Contribution Agreement, the Company issued 8,600,568 shares of the Company’s Class B common stock as consideration paid for all video content assets owned by CSS, CSS Productions and their CSS subsidiaries. CSS Productions transferred certain of these shares of Class B common stock to third parties.

Concurrently with the consummation of the CSS Contribution Agreement, certain rights to receive payments under certain agreements comprising part of the Subject Assets owned by Trema were assigned to the Company under the Trema Contribution Agreement in consideration for the Company’s issuance to Trema of 159,432 shares of Class B common stock.

Equity Private Placements

Between June 2016 and May 2017, the Company sold Class A common stock in two private placements. From June 2016 through November 2016, the Company sold in a private placement (the “2016 Equity Private Placement”) a total of 17,096 units with aggregate proceeds of \$1,025,760, consisting of an aggregate of 170,960 shares of Class A common stock and Warrants to purchase an aggregate of 51,288 shares of Class A common stock.

The purchase price of each unit was \$60 and each unit consisted of 10 shares of Class A common stock and 3 Warrants exercisable at \$7.50 each. The Warrants are exercisable at any time prior to June 30, 2021 and are accounted for as equity warrants. The Warrants are callable under certain circumstances, but in no event prior to January 31, 2018.

From November 2016 and through May 2017, the Company sold in a private placement (the “2017 Equity Private Placement”) a total of 15,011 units with aggregate proceeds of \$975,710 consisting of an aggregate of 150,112 shares of Class A common stock and Warrants to purchase an aggregate of 45,034 shares of Class A common stock.

The purchase price of each unit was \$65 and each unit consisted of 10 shares of Class A common stock and 3 Warrants exercisable at \$7.50 each. The Warrants are exercisable at any time prior to June 30, 2021 and are accounted for as equity warrants. The Warrants are callable under certain circumstances, but in no event prior to January 31, 2018.

Family members of officers of the Company and of CSS participated in the 2016 Equity Private Placement and the 2017 Equity Private Placement on the same terms and conditions as other investors (see Note 13).

In two separate transactions, other parties purchased a total of 55,000 shares of Class A common stock and Warrants to purchase an aggregate of 50,000 shares of Class A common stock. Total proceeds to the Company were \$487,500.

Executive Producer Shares

In June 2017 the Company issued 50,000 shares of Class A common stock and a Class Z warrant to purchase 50,000 shares of Class A common stock at \$12 per share to a non-employee executive producer of two television shows to be produced by the Company. Based on an independent third-party valuation of such shares and warrants, the fair value of this award using observable market input for the Class A common stock issuance and a Black Scholes model for the warrant totaled \$625,500.

Chicken Soup for the Soul Entertainment, Inc.
Notes to Condensed Consolidated Financial Statements
(unaudited)

Note 12 – Income Taxes

The Company's current and deferred income tax provision are as follows:

	Three Months Ended March 31,	
	2018	2017
Current provision:		
Federal	\$ -	\$ -
States	41,000	-
Total current provision	41,000	-
Deferred provision:		
Federal	251,000	168,000
States	44,000	31,000
Total deferred provision	295,000	199,000
Total provision for income taxes	\$ 336,000	\$ 199,000

Deferred income taxes reflect the temporary differences between the financial statement carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes, adjusted by the relevant tax rate. The components of deferred tax assets and liabilities are as follows:

	March 31, 2018	December 31, 2017
Deferred tax assets:		
Net operating loss carry-forwards	\$ 96,000	\$ 318,000
Acquisition-related costs	603,000	584,000
Film library	371,000	371,000
Total deferred tax assets	1,070,000	1,273,000
Deferred tax liabilities:		
Programming costs	1,454,000	1,389,000
Other assets	168,000	141,000
Total deferred tax liabilities	1,622,000	1,530,000
Net deferred tax liability	\$ 552,000	\$ 257,000

The Company adjusted its federal deferred income tax assets and liabilities as of March 31, 2018 and December 31, 2017 to reflect the reduction in the U.S. statutory federal corporate income tax rate from 35% to 21% resulting from the provisions of the 2017 Tax Cut and Jobs Act.

Note 13 – Related Party Transactions

(a) Affiliate Resources and Obligations

In May 2016, the Company entered into agreements with CSS and affiliated companies that provide the Company with access to important assets and resources as described below (the "2016 Agreements"). The 2016 Agreements include a management services agreement and a license agreement. A summary of the 2016 Agreements is as follows:

Chicken Soup for the Soul Entertainment, Inc.
Notes to Condensed Consolidated Financial Statements
(unaudited)

Management Services Agreement

The Company is a party to a Management Services Agreement with CSS (the “Management Agreement”). Under the terms of the Management Agreement, the Company is provided with the operational expertise of the CSS companies’ personnel, including its chief executive officer.

Pursuant to the Management Agreement, the Company also receives other services, including accounting, legal, marketing, management, data access and back office systems, and requires CSS to provide office space and equipment usage.

Under the terms of the Management Agreement, commencing with the fiscal quarter ended March 31, 2016, the Company paid a quarterly fee to CSS equal to 5% of the gross revenue as reported under GAAP for each fiscal quarter.

Since the completion of the IPO in August 2017, the Company reports under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the quarterly fee is based on gross revenue as reported in the applicable public filing under the Exchange Act for each fiscal quarter. For the three months ended March 31, 2018 and 2017, the Company recorded management fee expense of \$285,697 and \$70,855, respectively, payable to CSS. Each quarterly amount due shall be paid on or prior to the later of the 45th day after the end of such quarter, or the 10th day after the filing of the applicable Exchange Act report for such quarter.

In addition, for any sponsorship that is arranged by CSS for the Company’s video content or that contains a multi-element transaction for which the Company receives a portion of such revenue and CSS receives the remaining revenue (for example, a transaction that relates to both video content and CSS’s printed products), the Company shall pay a sales commission to CSS equal to 20% of the portion of such revenue earned. Each sales commission shall be paid within 30 days of the end of the month in which received. If CSS actually collects the Company’s portion of such fee, CSS will remit the revenue due to the Company after deducting the sales commission. There were no sales commissions earned or paid to CSS during the three months ended March 31, 2018 and 2017.

The term of the Management Agreement is five years, with automatic one-year renewals thereafter unless either party elects to terminate by delivering written notice at least 90 days prior to the end of the then current term. The Management Agreement is terminable earlier by either party by reason of certain prescribed and uncured defaults by the other party. The Management Agreement will automatically terminate in the event of the Company’s bankruptcy or a bankruptcy of CSS or if the Company no longer has licensed rights from CSS under the License Agreement described below.

License Agreement

The Company is a party to a trademark and intellectual property license agreement with CSS (the “License Agreement”). Under the terms of the License Agreement, the Company was granted a perpetual, exclusive license to utilize the Brand and related content, such as stories published in the *Chicken Soup for the Soul* books, for visual exploitation worldwide.

In consideration of the License Agreement, in May 2016 the Company paid to CSS a one-time license fee of \$5,000,000, comprised of a \$1,500,000 cash payment and the concurrent issuance to CSS of the CSS License Note, having a principal amount of \$3,500,000 and bearing interest at 0.5% per annum (the “Note”). The Note was repaid in full by September 16, 2016.

Under the terms of the License Agreement, the Company also pays an incremental recurring license fee to CSS equal to 4% of gross revenue as reported under GAAP for each fiscal quarter. Since the completion of the IPO, the Company reports under the Exchange Act and the quarterly fee is based on gross revenue as reported in the applicable public filing under the Exchange Act for each fiscal quarter. Each quarterly amount shall be paid on or prior to the later of the 45th day after the end of such quarter, or the 10th day after the filing of the applicable Exchange Act report for such quarter.

In addition, CSS provides marketing support for the Company’s productions through its email distribution, blogs and other marketing and public relations resources. The Company pays a quarterly fee to CSS equal to 1% of gross revenue as reported under GAAP for each fiscal quarter for such support. For the three months ended March 31, 2018 and 2017, the Company recorded license fee expense of \$285,697 and \$70,855, respectively, payable to CSS.

Chicken Soup for the Soul Entertainment, Inc.
Notes to Condensed Consolidated Financial Statements
(unaudited)

Due from Affiliated Companies

As at March 31, 2018 and December 31, 2017, the Company is owed \$6,003,404 and \$6,128,629, respectively, from affiliated companies - primarily CSS. The Company is part of CSS's central cash management system whereby payroll and benefits are administered by CSS and the related expenses are charged to its subsidiaries, and funds are transferred between affiliates as needed.

As noted above, advances and repayments occur periodically. The Company and CSS expect the net balance to be reduced substantially during the remainder of 2018. The Company and CSS do not charge interest on the net advances or the net repayments.

(b) Distribution Agreement with A Plus

In September 2016, a wholly-owned subsidiary of CSS acquired a majority of the issued and outstanding common stock of A Plus. A Plus develops and distributes high quality, empathetic short-form videos and articles to millions of people worldwide. A Plus is a digital media company founded, chaired, and partially owned by actor and investor Ashton Kutcher. Mr. Kutcher owns 23%, third parties own 2%, and the CSS subsidiary owns 75% of A Plus.

In September 2016, the Company entered into a distribution agreement with A Plus (the "A Plus Distribution Agreement"). The A Plus Distribution Agreement has an initial term ending in September 2023.

Under the terms of the A Plus Distribution Agreement, the Company has the exclusive worldwide rights to distribute all video content (in any and all formats) and all editorial content (including articles, photos and still images) created, produced, edited or delivered by A Plus.

Under the terms of the A Plus Distribution Agreement, the Company was obligated to pay A Plus an advance of \$3,000,000 by March 31, 2017 (the "A Plus Advance") which was recorded as prepaid distribution fees in the consolidated balance sheet.

The Company is entitled to retain a net distribution fee of 30% (40% while any portion of the A Plus Advance remains outstanding) of gross revenue generated by the distribution of A Plus video content and 5% (15% while any portion of the A Plus Advance remains outstanding) of gross revenue generated by the distribution of A Plus editorial content. The Company recoups the A Plus Advance by retaining the portion of gross revenue otherwise payable by the Company to A Plus under the A Plus Distribution Agreement and applying same to the recoupment of the A Plus Advance.

The Company will not pay A Plus its portion of gross revenue until such time as the A Plus Advance has been recouped in full. At March 31, 2018 and December 31, 2017, prepaid distribution fees were \$1,846,529 and \$1,892,806, respectively.

Online revenue in the Company's condensed consolidated statement of operations for the three months ended March 31, 2018 and 2017 includes \$30,851 and \$86,310, respectively, of net distribution fees earned by the Company under the A Plus Distribution Agreement.

(c) Debt Private Placement and Equity Private Placements

Officers of the Company and of CSS, and their family members ("Related Parties"), made purchases under the Debt Private Placement, the 2016 Equity Private Placement, and the 2017 Equity Private Placement on the same terms and conditions as offered to other investors.

Prior to the IPO, Related Parties purchased \$1,413,140 under the 2017 Equity Private Placement and \$2,030,000 under the Debt Private Placement. A portion of the net proceeds received from the IPO were used to fully repay the Term Notes sold in the Debt Private Placement.

Chicken Soup for the Soul Entertainment, Inc.
Notes to Condensed Consolidated Financial Statements
(unaudited)

Note 14 – Commitments and Contingencies

In the normal course of business, from time-to-time, the Company may become subject to claims in legal proceedings. Legal proceedings are subject to inherent uncertainties, and an unfavorable outcome could include monetary damages, and in such event, could result in a material adverse impact on the Company's business, financial position, results of operations, or cash flows.

Screen Media is contingently liable for a standby letter of credit in connection with an office lease agreement in the amount of \$129,986 as of March 31, 2018 and December 31, 2017.

Screen Media leases its office facilities under the terms of a non-cancelable operating lease agreement that expires on February 28, 2020. Minimum annual rental commitments under the lease are as follows:

Year Ended December 31,	Amount
Remainder of 2018	\$ 302,563
2019	417,206
2020	71,043
	<u>\$ 790,812</u>

Rent expense recorded in the condensed consolidated statements of operations for the three months ended March 31, 2018 and 2017 was \$105,462 and \$0, respectively. The Company does not record rent expense for its Connecticut office as it is included under the Management Agreement with CSS.

Note 15 – Segment Reporting

The Company's reportable segments have been determined based on the distinct nature of its operations, the Company's internal management structure, and the financial information that is evaluated regularly by the Company's chief operating decision maker. The Company operates in one reportable segment, the production and distribution of video content, and currently operates in the United States and internationally. The Company has entered into a distribution agreement with a company located in the United States that provides for the distribution of an episodic television series in Europe. With the acquisition of Screen Media, the Company now has presence in over 56 countries worldwide. Gross revenue by geographic location, based on the location of the customers for the three months ended March 31, 2018 and 2017, is as follows:

	Three Months Ended March 31,	
	2018	2017
United States	\$ 5,965,093	\$ 1,417,098
Canada	4,462	-
Europe	17,058	-
Other foreign	47,681	-
	<u>\$ 6,034,294</u>	<u>\$ 1,417,098</u>

One customer represented 19% and 74%, or \$1.2 million and \$1.1 million, respectively, of consolidated revenue for the three months ended March 31, 2018 and 2017. A second customer represented 17% and 11% or \$1.0 million and \$0.2 million of consolidated revenue for the three months ended March 31, 2018 and 2017, respectively. No other customer represented greater than 10% of consolidated revenue for the three months ended March 31, 2018 and 2017.

Chicken Soup for the Soul Entertainment, Inc.
Notes to Condensed Consolidated Financial Statements
(unaudited)

Accounts receivable due from one customer was approximately 36% and 58% or \$3.2 million and \$4.8 million of consolidated gross accounts receivable at March 31, 2018 and December 31, 2017, respectively. A second customer represented 23% or \$2.1 million of consolidated gross accounts receivable at March 31, 2018. No other customer represented greater than 10% of consolidated gross accounts receivable at March 31, 2018 and December 31, 2017.

Note 16 – Subsequent Events

Commercial Loan

On April 27, 2018, the Company closed on the Commercial Loan. The Commercial Loan provides the Company both a term loan facility and a revolving line of credit facility totaling \$7.5 million, to be used for working capital and other purposes. The term loan of \$5.0 million was advanced to the Company at closing. The term loan bears interest at a rate of 5.75% per annum and is payable monthly together with principal, over a five-year period.

The revolving line of credit of \$2.5 million bears interest at the prime rate plus 1.5% per annum, and interest only is payable monthly over a three-year period, until such time as the loan is renewed or becomes due. Approximately \$2.2 million of the revolving line of credit was advanced to the Company at closing. Simultaneously with the closing of the Commercial Loan, the Credit Facility was repaid in full and the Credit Facility was terminated by the Company and the Lender.

Repurchase Program

On March 27, 2018, the board of directors of the Company approved a stock repurchase program (the “Repurchase Program”) that enables the Company to repurchase up to \$5 million of its Class A common stock prior to April 30, 2020. All repurchases under the Repurchase Program shall be made in compliance with Rule 10b-18 promulgated under the Securities Exchange Act of 1934, as amended (the “Act”).

Under the Repurchase Program, the Company may purchase its shares of Class A common stock through various means, including open market transactions, privately negotiated transactions, tender offers or any combination thereof. The number of shares repurchased and the timing of repurchases will depend on a number of factors, including, but not limited to, stock price, trading volume and general market conditions, along with our working capital requirements, general business conditions and other factors. The Repurchase Program may be modified, suspended or terminated at any time by the Company’s board of directors. Repurchases under the Repurchase Program will be funded from the Company’s existing cash and cash equivalents or future cash flow and equity or debt financings.

As of May 9, 2018, the Company has repurchased, subject to the maximum amounts permitted under the Act, 33,707 shares of its Class A common stock pursuant to the Repurchase Program.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our consolidated financial condition and results of operations should be read in conjunction with the audited consolidated financial statements and accompanying notes included in the Company’s report on Form 10-K as submitted to the Securities and Exchange Commission (“SEC”) on March 29, 2018 (“Form 10-K”). Some of the information contained in this discussion and analysis or set forth elsewhere in this Quarterly Report on Form 10-Q, includes forward-looking statements involving risks and uncertainties and should be read together with the “Risk Factors” section of our report on Form 10-K for a discussion of important factors which could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis.

Forward-Looking Statements

This Quarterly Report contains forward-looking statements. Forward-looking statements include, but are not limited to, statements regarding expectations, intentions and strategies regarding the future. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. The words “target,” “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “might,” “plan,” “possible,” “potential,” “predicts,” “project,” “should,” “would” and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. The forward-looking statements contained in this Report are based on current expectations and beliefs concerning future developments and their potential effects on our company and its subsidiaries. There can be no assurance that future developments will be those that have been anticipated. These forward-looking statements involve many risks, uncertainties (some of which are beyond our control) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

Important factors that may affect our actual results include:

- our limited operating history;
- our financial performance, including our ability to generate revenue;
- ability of our content offerings to achieve market acceptance;
- success in retaining or recruiting, or changes required in, our officers, key employees or directors;
- potential ability to obtain additional financing when and if needed;
- ability to protect our intellectual property;
- ability to complete strategic acquisitions;
- ability to manage growth and integrate acquired operations;
- potential liquidity and trading of our securities;
- regulatory or operational risks;
- our inability to pay dividends if we fall out of compliance with our loan covenants in the future and then are prohibited by our bank lender from paying dividends;
- our estimates regarding expenses, future revenue, capital requirements and needs for additional financing; and
- the time during which we will be an Emerging Growth Company (“EGC”) under the Jumpstart Our Business Startups Act of 2012, or JOBS Act.

You should refer to the “Risk Factors” section of the report on Form 10-K, for a discussion of important factors that may cause our actual results to differ materially from those expressed or implied by our forward-looking statements. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. You should read this Quarterly Report on Form 10-Q and the documents we have filed as exhibits to this Quarterly Report on Form 10-Q and the report on Form 10-K for the year ended December 31, 2017, completely and with the understanding our actual future results may be materially different from what we expect, or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements we make. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures or investments we may make.

Overview

We are a growing media company developing and operating online video on-demand (“VOD”) networks that provide positive and entertaining video content for all screens. We also curate, produce and distribute long and short-form video content that brings out the best of the human spirit, and distribute the online content of our affiliate, A Plus. We are aggressively growing our business through a combination of organic growth, licensing and distribution arrangements, acquisitions, and strategic relationships. We are also expanding our partnerships with sponsors, television networks and independent producers. Our subsidiary, Screen Media, is a leading global independent television and film distribution company, which owns one of the largest independently owned television and film libraries. We also own Popcornflix[®], a popular online advertiser-supported VOD (“AVOD”) network, and four additional AVOD networks, which collectively have rights to exhibit thousands of movies and television episodes. All of our online networks are available for all screens, including mobile devices. We expect the increasingly widespread penetration of 5G mobile networks, with virtually no latency and 10 times the download capacity of 4G, to be an accelerator of mobile video consumption.

We have an exclusive, perpetual and worldwide license from our parent, CSS, a publishing and consumer products company, to create and distribute video content under the *Chicken Soup for the Soul*[®] brand (the “Brand”).

We operate in three areas:

- **Online Networks.** In this business area, we distribute and exhibit video on-demand content directly to consumers across all digital platforms, such as smartphones, tablets, gaming consoles and the web through our owned and operated networks, Popcornflix and A Plus networks. Popcornflix had 15 million active users in 2017.
- **Television and Film Distribution.** In this business area, we distribute television series and movies worldwide to consumers through license agreements across all media, including theatrical, home video, pay-per-view, free, cable and pay television, VOD and new digital media platforms worldwide. We own the copyright or hold long-term distribution rights to approximately 1,200 television series and feature films.
- **Television and Short-Form Video Production.** In this business area, we work with sponsors and use highly regarded independent producers to develop and produce our video content, including Brand-related content.

Since our inception in January 2015, our business has grown rapidly. As described below in “*Use of Non-GAAP Financial Measure*”, we use Adjusted EBITDA as an important metric for management. Summary data is as follows:

For the three months ended March 31, 2018, our gross revenue was \$6.0 million, as compared to 2017 gross revenue for the same period of \$1.4 million. This increase was due to a significant increase in production revenue plus the acquisition of Screen Media in November 2017. Our 2018 Adjusted EBITDA was \$1.7 million for the three months ended March 31, 2018, as compared to Adjusted EBITDA of \$0.7 million for the three months ended March 31, 2017.

For the years ended December 31, 2017, 2016 and 2015, our summary data is as follows:

	Year Ended December 31,		
	2017(1)	2016	2015
Gross revenue	\$ 10,979,340	\$ 8,118,632	\$ 1,506,818
Net income (loss)	22,607,498	781,133	(753,463)
Adjusted EBITDA	28,330,271	3,776,673	38,524

- (1) For the year ended December 31, 2017, net income and adjusted EBITDA included a gain on bargain purchase of \$24.3 million and acquisition-related costs of \$2.2 million relating to the Screen Media acquisition.

Our plan is to use our solid core of television and short-form video production and television and film distribution activities to support the development and growth of a powerful portfolio of online VOD networks. Our production and distribution activities generate current revenue and Adjusted EBITDA that we can use to fund our rapidly growing online VOD networks. We will seek to opportunistically acquire assets such as content libraries, digital publishers with content related to our own, and stand-alone VOD networks.

One of our fundamental objectives is to continue to grow our online VOD networks to create a “network of networks”. Our strategy is to build our library of video content through a combination of Chicken Soup for the Soul original video content and the opportunistic acquisitions of third-party video content libraries (such as our transformative acquisition of Screen Media), or other stand-alone online VOD networks to accelerate this growth. When we acquire video content libraries, we will seek to rapidly monetize these libraries through our traditional television and film distribution activity while retaining the right to use these libraries on our VOD networks thereby lowering our cost of content acquisition for these VOD networks.

Recent Developments

Commercial Loan

On April 27, 2018, we entered into a commercial loan agreement with a bank (“Commercial Loan”). The Commercial Loan provides us both a term loan facility and a revolving line of credit facility totaling \$7.5 million, to be used by us for working capital and other purposes. The term loan of \$5.0 million was advanced to us at closing. The term loan bears interest at a rate of 5.75% per annum and is payable monthly together with principal, over a five-year period.

The revolving line of credit of \$2.5 million bears interest at the prime rate plus 1.5% per annum, and interest only is payable monthly over a three-year period, until such time as the loan is renewed or becomes due. Approximately \$2.2 million of the revolving line of credit was advanced to us at closing. Simultaneously with the closing of the Commercial Loan, the Credit Facility was repaid in full and the Credit Facility was terminated by us and the Lender.

Repurchase Program

On March 27, 2018, our board of directors approved a stock repurchase program (the “Repurchase Program”) that enables us to repurchase up to \$5 million of our Class A common stock prior to April 30, 2020. All repurchases under the Repurchase Program shall be made in compliance with Rule 10b-18 promulgated under the Securities Exchange Act of 1934, as amended (the “Act”).

Under the Repurchase Program, we may purchase shares of Class A common stock through various means, including open market transactions, privately negotiated transactions, tender offers or any combination thereof. The number of shares repurchased and the timing of repurchases will depend on a number of factors, including, but not limited to, stock price, trading volume and general market conditions, along with our working capital requirements, general business conditions and other factors. The Repurchase Program may be modified, suspended or terminated at any time by our board of directors. Repurchases under the Repurchase Program will be funded from our existing cash and cash equivalents or future cash flow and equity or debt financings.

As of May 9, 2018, we have repurchased, subject to the maximum amounts permitted under the Act, 33,707 shares of our Class A common stock pursuant to the Repurchase Program.

Vacation Rental Potential Television Series

On March 28, 2018, we entered into an agreement with HomeAway.com (“HomeAway”) relating to funding for a second season of the episodic television series entitled Vacation Rental Potential of at least 10 more episodes. This series will continue to provide viewers the information and inspiration needed to realize their dreams by showing them how to use real estate entrepreneurship to obtain a vacation home that transforms their family life. The Vacation Rental Potential slate was comprised of 10, half-hour episodes in its first season.

Business

Online Networks

Our acquisition of Screen Media accelerated our entry into the direct-to-consumer online VOD market through Popcornflix. Popcornflix has an extensive footprint with apps that have been downloaded approximately 24 million times. Popcornflix had approximately 15 million active users as of March 31, 2018.

Popcornflix is one of the largest AVOD services. Under the Popcornflix brand, we operate a series of direct-to consumer advertising supported channels. On Popcornflix, we have the rights to exhibit more than 3,000 films and approximately 60 television series comprised of approximately 1,500 episodes, with new content added regularly. As a “free-to-consumer” digital streaming channel, Popcornflix is an extremely popular online video platform that can be found on the web, iPhones and iPads, Android products, Roku, Xbox, Amazon Fire, Apple TV, Chromecast and Samsung and Panasonic internet connected televisions, among others. Popcornflix is currently available in 56 countries, including the United States, United Kingdom, Canada, Australia, Scandinavia, Germany, France, Hong Kong, and Singapore, with additional territories to be added.

While Popcornflix is currently an advertiser-supported VOD network, we expect to add subscriber-based networks in the future.

In addition to Popcornflix, we derive online networks revenue from our exclusive distribution relationship with A Plus, our affiliate, which develops and distributes high-quality, empathetic short-form videos and articles to millions of people worldwide. Our distribution relationship with A Plus allows us to accelerate the growth of our offering by providing us with content developed and distributed by A Plus that is complementary to the Brand.

Television and Film Distribution

We distribute television series and films worldwide through Screen Media. We own the copyright or hold long-term distribution rights to more than 1,200 television series and feature films, representing one of the largest independently owned libraries of filmed entertainment in the world. We distribute our television series and films through license agreements across all media, including theatrical, home video, pay-per-view, free, cable and pay television, VOD and emerging digital media platforms worldwide.

Screen Media's distribution capabilities across all media also allows us to distribute our produced television series directly and eliminate the distribution fees (as much as 30% of revenue) that we formerly paid to third parties for distribution of the rights we retain when we produce series with our sponsors. We believe that the cost savings from Screen Media's distribution capabilities will enhance our revenue and profits from our produced television series.

We have distribution licensing agreements with numerous VOD services across all major platforms, such as cable and satellite VOD and Internet VOD, which includes TVOD for rentals or purchases of films, AVOD for free-to-viewer streaming of films supported by advertisements and SVOD for unlimited access to films for a monthly fee.

Our cable and satellite VOD distribution agreements include those with Time Warner Cable, DirecTV, Spectrum, Vubiquity and In Demand. Our Internet VOD distribution agreements include those with Amazon, iTunes, Samsung, YouTube, Hulu, Xbox, Netflix, Sony, and Vudu, among others.

We are rapidly expanding international distribution of our content through agreements with iTunes, Sony PlayStation, Xbox, and Viasat, among others. Under these agreements, our titles are available on iTunes, Sony PlayStation and Xbox in the United Kingdom, Australia, France, Germany, Italy and Hong Kong with additional territories added regularly.

Television and Short-Form Video Production

We utilize the *Chicken Soup for the Soul* brand, together with our management's industry experience and expertise, to generate revenue through the production and distribution of video content. We work with sponsors and use highly-regarded independent producers to develop and produce video content. Using this approach provides us with access to a diverse pool of creative ideas for new video content projects and allows us to scale our business on a variable cost basis. We currently have producer agreements or arrangements in place with a number of these producers, including Litton Entertainment (a Hearst company). We anticipate entering into relationships with additional independent producers.

We seek committed funding from corporate and foundation sponsors covering more than the production costs prior to moving forward with a project. Since we seek to secure both the committed funding and production capabilities for our video content prior to moving forward with a project, we have high visibility into the profitability of a particular project before committing to proceed with such project. In addition, we take limited financial risk on developing our projects.

Corporate and foundation sponsors with which we work include HomeAway, Hilton Grand Vacations, American Humane, BISSELL Homecare, Inc., the Boniuk Foundation, Michelson Found Animals Foundation and the Morgridge Family Foundation, and we are currently in discussions with numerous others. We generally retain meaningful back-end rights to our video content in these relationships, which provides opportunities for improved profitability and enhances our library value.

Our long-form video content consists of 30- to 60-minute episodic programs typically distributed initially on traditional television or cable networks. Our current long-form video content projects include:

- ***Chicken Soup for the Soul's Hidden Heroes ("Hidden Heroes")***. The multi-award winning *Hidden Heroes* is hosted by Brooke Burke-Charvet and is currently in its third season airing on The CW Network. A segment of *Hidden Heroes* can be seen at <https://cssentertainment.com/hiddenheroes>.
- ***Project Dad, a Chicken Soup for the Soul's Original Series ("Project Dad")***. The series presents three busy celebrity dads as they put their careers on the "sidelines" and get to know their children like never before. This series aired on Discovery Life, Discovery Family and TLC. In May 2017, the Company signed a distribution agreement with Rive Gauche for the distribution of *Project Dad* outside the United States.

- ***Being Dad, a Chicken Soup for the Soul Original Series (“Being Dad”)***. This series is an intimate, revealing and entertaining portrait of nine men who are tackling one of the most important roles in the world: fatherhood. The episodes are about the lives of dads who are facing challenges that are simultaneously unique and universal. For example, a farmer teaches his teenage daughter to drive; a single dad re-enters the dating scene; a touring rock musician takes his family with him on the road; an over-protective dad struggles with his autistic daughter’s growing independence; and gay dads deal with the emotional complexities of adoption. All the fathers are different ages, races, and religions; however, they are all bound by the singular belief that raising their children is life’s greatest gift. In March 2018, the Company signed a licensing agreement with Netflix for the worldwide distribution of *Being Dad*.
- ***Vacation Rental Potential***. This series gives viewers the information and inspiration needed to realize their dreams of using real estate entrepreneurship to obtain a vacation home that transforms their family life. Hosted by Holly Baker, *Vacation Rental Potential* offers people insight on how to make the dream of vacation homeownership possible. The show premiered on A&E Network in December 2017. In April 2018, *Vacation Rental Potential* was renewed for a second season by HomeAway.
- ***The New Americans***. A special event series of digital portraits which Spotlight immigrants who are making America great simply by being here. These are people who advance our culture and personify the American Dream.

Our short-form video content, including our branded short-form video content known as *Sips*, is typically exhibited through online video content distribution and social media platforms, such as YouTube, Facebook, Yahoo, Dibly, Gateway Media, SheKnows, Rumble and Liquid Social among others, as well as on the social media of *Chicken Soup for the Soul*, *A Plus* and our sponsors.

Corporate Information

We are a Delaware corporation formed on May 4, 2016. CSS Productions, our predecessor and immediate parent company, was formed in December 2014 by CSS, and initiated operations in January 2015. We were formed to create a discrete entity focused on video content opportunities using the Brand. In connection with our succession to the operations of CSS Productions, all video content assets owned by CSS and any of its affiliates, including all rights and obligations related thereto, were transferred to us upon formation on May 4, 2016. Thereafter, CSS Productions’ operating activities ceased, and the Company continued the business operations of producing and distributing the video content.

In May 2016, pursuant to the terms of the contribution agreement among CSS, CSS Productions and the Company (the “CSS Contribution Agreement”), all video content assets (the “Subject Assets”) owned by CSS, CSS Productions and their CSS subsidiaries were transferred to the Company in consideration for its issuance to CSS Productions of 8,600,568 shares of the Company’s Class B common stock. Since the date of the CSS Contribution Agreement, CSS Productions has transferred certain of these shares of Class B common stock to third parties in certain transactions. Concurrently with the consummation of the CSS Contribution Agreement, certain rights to receive payments under certain agreements comprising part of the Subject Assets owned by Trema, LLC (“Trema”), a company principally owned and controlled by William J. Rouhana, Jr., the Company’s chairman and chief executive officer, were assigned to the Company under a contribution agreement (the “Trema Contribution Agreement”) in consideration for the Company’s issuance to Trema of 159,432 shares of our Class B common stock.

Thereafter, CSS Productions’ operating activities ceased, and the Company continued the business operations of producing and distributing the video content.

JOBS Act Accounting Election

The Company is an “emerging growth company,” as defined in the Jumpstart Our Business Startups Act of 2012 (the “JOBS Act”). Under the JOBS Act, emerging growth companies can delay adopting new or revised accounting standards issued subsequent to the enactment of the JOBS Act until such time as those standards apply to private companies. The Company has irrevocably elected to avail itself of this exemption from new or revised accounting standards, and, therefore, will not be subject to the same new or revised accounting standards as public companies that are not emerging growth companies.

Use of Non-GAAP Financial Measure

Our consolidated financial statements are prepared in accordance with generally accepted accounting principles in the United States (“GAAP”). We use a non-GAAP financial measure to evaluate our results of operations and as a supplemental indicator of our operating performance. The non-GAAP financial measure that we use is Adjusted EBITDA. Adjusted EBITDA (as defined below) is considered a non-GAAP financial measure as defined by Regulation G promulgated by the SEC under the Securities Act of 1933, as amended. Due to the significance of non-cash and non-recurring expenses recognized for the three months ended March 31, 2018 and 2017, and the likelihood of material non-cash and non-recurring expenses to occur in future periods, we believe that this non-GAAP financial measure enhances the understanding of our historical and current financial results. Further, we believe that Adjusted EBITDA enables our board of directors and management to analyze and evaluate financial and strategic planning decisions that will directly effect operating decisions and investments. The presentation of Adjusted EBITDA should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items or by non-cash items. This non-GAAP financial measure should be considered in addition to, rather than as a substitute for, our actual operating results included in our condensed consolidated financial statements. See “*Use of non-GAAP Financial Measure*” below for further discussion.

Reporting Segment

We operate in one reportable segment, the production and distribution of video content, and currently operate in the United States and internationally. We have entered into a distribution agreement with a company located in the United States that provides for the distribution of an episodic television series in Europe. With the acquisition of Screen Media, we now have a presence in over 56 countries worldwide. We intend to continue to sell our video content internationally.

Seasonality and Cyclicity

Revenue derived from our long-form and short-form production activities has been cyclical as a result of the timing of sponsorship agreements funding those activities. To date, this has affected our production schedules and hence, our revenue, since we recognize revenue as each episode becomes available for delivery or becomes available for, and for short-form online videos, as the videos are posted to a website for viewing. As a result, to date we have reported the vast majority of our revenue in the fourth quarter of each year.

For 2018 and beyond, we have begun to sign some sponsorship contracts, and to begin production of some series, earlier in the year than in recent years, as we did in our recent renewal with HomeAway, which should result in more balanced revenue across the third and fourth quarters of the years. Additionally, revenue from both our online networks and television and film distribution business areas are more evenly spaced through the year which should result in more balanced revenue and Adjusted EBITDA across all quarters of each year. While the operating results in these areas are not as seasonal and therefore are more evenly distributed over fiscal quarters, the fourth quarter is generally the strongest quarter and the second quarter is generally the weakest quarter.

Financial Results of Operations

Revenue

Our online network revenue is derived from content generated under our distribution agreement with A Plus, a digital media company, and from online streaming of Screen Media's films and television programs on our owned and operated YouTube and Popcornflix networks. Our television and film distribution revenue is derived primarily from our distribution of television series and films in all media worldwide, including theatrical, home video, pay-per-view, free, cable and pay television, VOD and new digital media platforms. Our television and short-form video production revenue is derived primarily from corporate and charitable sponsors that pay us for the production of half-hour or one-hour episodic television programs as well as short-form video content. Importantly, the inclusion of Screen Media's results of operations beginning on the date of the acquisition has resulted in significant and material increases in our revenue and Adjusted EBITDA.

Cost of Revenue

Our cost of revenue is derived from the amortization of capitalized programming costs relating to both television and short-form online videos as well as amortization of capitalized film library costs. We record cost of revenue based on the individual-film-forecast method. This method requires costs to be amortized in the proportion that current period's revenue bears to management's estimate of ultimate revenue expected to be recognized from each production or film. Our costs are fixed for each series before we begin production. We have a growing list of independent production companies that we work with. We generally acquire distribution rights of our films covering periods of ten or more years. Since the acquisition of Screen Media, cost of revenue includes distribution costs for its television series and films and non-cash amortization of film library costs.

Selling, General and Administrative Expenses

Our selling, general and administrative expenses include salaries and benefits, non-cash share-based compensation, public relations and investor relations fees, outside director fees, professional fees and other overhead. A significant portion of selling, general and administrative expenses are covered by our management agreement with CSS, as noted below.

Management and License Fees

We pay management fees of five percent of our gross revenue to CSS pursuant to the CSS Management Agreement. CSS provides us with the operational expertise of its personnel, and we also receive other services, including accounting, legal, marketing, management, data access and back office systems, office space and equipment usage. We believe that the terms and conditions of the CSS Management Agreement are more favorable and cost effective to us than if we hired the full staff to operate the company.

We pay license and marketing support fees of five percent of our gross revenue to CSS pursuant to a License Agreement, which we refer to as the CSS License Agreement. Four percent of this fee is a recurring license fee for the right to use all video content of the Brand. One percent of this fee relates to marketing support activities through CSS' email distribution, blogs and other marketing and public relations resources. We believe that the terms and conditions of the CSS License Agreement, which provides us with the rights to use the trademark and intellectual property in connection with our video content, are more favorable to us than any similar agreement we could have negotiated with an independent third party.

Interest Expense

Our interest expense is comprised of cash interest paid on the Credit Facility for the three months ended March 31, 2018 and on the Term Notes and Credit Facility for the three months ended March 31, 2017. We repaid the Term Notes and Credit Facility with part of the IPO proceeds in August 2017. The \$4.5 million Credit Facility was available to the Company to fund working capital and growth and was set to expire in January 2019. As of March 31, 2018, we received an advance of \$1.7 million under the Credit Facility. On April 27, 2018, upon the closing of the Commercial Loan, the Credit Facility was repaid in full and the Credit Facility was terminated by us and the Lender. See "*Liquidity and Capital Resources*" below for a full description of the Term Notes and Credit Facility.

We also recorded significant non-cash based interest as a result of the discount for the fair value of the Class W warrants that were issued with the Term Notes and the Credit Facility. In addition, financing costs incurred to complete the sale of Term Notes and to establish the Credit Facility were amortized over the term of the related debt.

Income Taxes

We provide for federal and state income taxes currently payable, as well as those deferred resulting from temporary differences between reporting income and expenses for financial statement purposes versus income tax purposes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes and are measured using the enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recoverable. The effect of the change in the tax rate, if it occurs, will be recognized as income or expense in the period of the enacted change in tax rate. A valuation allowance is established, when necessary, to reduce deferred income tax assets to the amount that is more-likely-than-not to be realized. The Company expects a reduction in its effective tax rates for 2018 and beyond, as a result of the provisions of the 2017 Tax Cut and Jobs Act.

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2018 COMPARED WITH THE THREE MONTHS ENDED MARCH 31, 2017

As noted above under "*Seasonality and Cyclicity*", to date the vast majority of our revenue, and therefore our earnings, was recognized in the fourth quarter of the year. We recognize television revenue as each episode becomes available for delivery or becomes available for broadcast, and for short-form online videos, as the videos are posted to a website for viewing. For 2018 and beyond, we will seek to sign sponsorship contracts, and to begin production of series, throughout the year as we did recently with Homeaway for season 2 of Vacation Rental Potential, which should result in more balanced revenue across all quarters of each year over time. Additionally, Screen Media's operating results are not generally seasonal and therefore are approximately evenly distributed over its fiscal quarters. As a result, in 2018 and thereafter, we expect our revenue and profits to be more evenly distributed among our fiscal quarters, with our fourth quarter revenue and Adjusted EBITDA accounting for a majority of the annual total.

Revenue

The following table presents revenue line items for the three months ended March 31, 2018 and 2017 and for the period-over-period dollar and percentage changes for those line items:

	Three Months Ended March 31,				Change Period over Period	
	2018	% of net revenue	2017	% of net revenue		
Revenue:						
Online networks	\$ 661,866	12%	\$ 86,310	6%	\$ 575,556	667%
Television and film distribution	3,243,147	57%	-	0%	3,243,147	*
Television and short-form video production	2,129,281	37%	1,330,788	94%	798,493	60%
Total revenue	6,034,294	106%	1,417,098	100%	4,617,196	326%
Less: returns and allowances	(320,349)	-6%	-	0%	(320,349)	*
Net revenue	<u>\$ 5,713,945</u>	<u>100%</u>	<u>\$ 1,417,098</u>	<u>100%</u>	<u>\$ 4,296,847</u>	<u>303%</u>

* Not Meaningful

Certain reclassifications were made within the components of 2017 revenue to conform to our 2018 presentation.

Revenue increased by \$4,296,847, or 303%, for the three months ended March 31, 2018 compared to 2017. This increase was primarily due to a significant increase in television and short-form video production plus the inclusion of Screen Media's results of operations, which resulted in significant and material increases in our television and film distribution revenue and online networks revenue.

Our online VOD networks revenue increased by \$575,556, or 667%, for the three months ended March 31, 2018 compared to 2017, primarily due to Screen Media's online streaming on Popcornflix and YouTube. We recognize online network revenue when videos are posted to a website or VOD platform for viewing or as advertisements are viewed in connection with these videos.

Our television and film distribution revenue was derived primarily from Screen Media's licensing of television series and films in all media, including theatrical, home video, pay-per-view, free, cable and pay television, VOD and new digital media platforms worldwide.

Our television and short-form video production revenue increased by \$798,493, or 60%, for the three months ended March 31, 2018 compared to 2017, primarily due to the number of episodes that became available for delivery or became available for broadcast during the respective periods as well as licensing revenue earned on previously delivered episodes. We recognize television and short-form video production revenue as each episode becomes available for delivery or becomes available for broadcast or if already available when an episode is licensed in other media or territories.

Online network revenue

Online network revenue was 12% and 6% of net revenue for the three months ended March 31, 2018 and 2017, respectively. Our online revenue includes revenue generated from our A Plus Distribution Agreement and our online advertising-supported video on demand content on our owned and operated networks, Popcornflix and YouTube.

Producer payments due per the A Plus Distribution Agreement are recorded as a reduction to our recorded amount of revenue. Online revenue is recognized when videos are first posted to a website for viewing and when revenue is reported by the respective platforms and as advertisements are viewed in connection with those videos.

All of our online network revenue recognized for the three month period ended in 2017 is attributed to the A Plus Distribution Agreement.

Television and film distribution revenue

Television and film distribution revenue derived from Screen Media, consists of revenue recognized from license sales in all media including theatrical, home video, pay-per-view, free, cable and pay television, VOD and new digital media platforms worldwide. Revenues from digital distribution and VOD platforms are recorded when revenue is reported by their respective platforms. Sales of DVD units are generally recorded upon their shipment to customers and provision for future returns and other allowances are established based upon historical experience.

Television and short-form video production revenue

We have now created 111 half-hours of *Chicken Soup for the Soul* original video productions which were created with sponsor funding while we retained significant rights to license all of this programming.

In the three months ended March 31, 2018, revenue was primarily recognized relating to *Chicken Soup for the Soul* original productions as follows:

- *Chicken Soup for the Soul's Hidden Heroes* airing on The CW Network
- *Vacation Rental Potential*, airing on A&E and FYI networks; and
- *Being Dad*, relating to a licensing agreement we entered into with Netflix.

In the three months ended March 31, 2017, revenue was primarily recognized relating to the *Chicken Soup for the Soul* original productions as follows:

- *Chicken Soup for the Soul's Hidden Heroes* season 2 on the CBS Network; and
- *Project Dad* revenue related to an international distribution agreement with Rive Gauche.

With our growing library of *Chicken Soup for the Soul* original productions, we expect to be able to obtain an increasing percent of our television production revenue from library licensing as well as from newly created programs. Revenue is also generated from advertising from these series and from our short-form video content, including our *Sips*.

Cost of Revenue

The following table presents cost of revenue line items for the three months ended March 31, 2018 and 2017 and the period-over-period dollar and percentage changes for those line items:

	Three Months Ended March 31,				Change Period over Period	
	2018	% of gross revenue	2017	% of gross revenue		
Cost of revenue:						
Programming costs amortization	\$ 770,401	13%	\$ 474,206	33%	\$ 296,195	62%
Film library amortization (non-cash)	1,454,140	24%	-	0%	1,454,140	*
Distribution costs	878,521	15%	-	0%	878,521	*
Total cost of revenue	\$ 3,103,062	51%	\$ 474,206	33%	\$ 2,628,856	554%
Gross profit	\$ 2,610,883		\$ 942,892		\$ 1,667,991	177%
Gross profit margin		46%		67%		-21%

* Not Meaningful

Our cost of revenue increased by \$2,628,856 for the three months ended March 31, 2018 compared to 2017. This increase resulted primarily from non-cash film library amortization of \$1,454,140 and \$878,521 of distribution costs attributable to Screen Media. As a result of the above, gross profit margin for three months ended March 31, 2018 decreased to 46% from 67% in same period in 2017, although if non-cash amortization of film library costs are excluded, the gross profit margin would have been 71% for the three months ended March 31, 2018.

Cost of revenue consists primarily of amortization of programming costs for our television and short-form videos and non-cash amortization of our film library. The amortization is recognized in the proportion that the current period's revenue bears to management's estimate of ultimate revenue expected to be recognized from each production and film and to the extent that episodes were recognized as revenue by us. It also represents direct expenses to distribute film and video on our owned and operated Popcornflix and other VOD platforms.

We initially capitalize our programming costs incurred to produce and develop our long-form and short-form video content. We capitalize all direct production and financing costs, capitalized interest, when applicable, and production overhead. We also capitalize the cost of acquiring film distribution rights, related film acquisition costs and accrued participation costs.

The costs of producing our long-form and short-form video content, and the costs of acquiring film distribution rights, are amortized using the individual-film-forecast method. As noted above, this method provides that costs are amortized to cost of revenue in the proportion that the current period's revenue compares to our estimate of the ultimate revenue expected to be recognized, which spans several years.

For the three month period ended March 31, 2018, 25% of total cost of revenue consisted of amortization of programming costs for our long-form episodic series, *Chicken Soup for the Soul's Hidden Heroes* season three and *Vacation Rental Potential*, to the extent the episodes were recognized as revenue. For same period in 2017, total cost of revenue consisted primarily of amortization of programming costs for *Chicken Soup for the Soul's Hidden Heroes* season two, to the extent the episodes generated revenue that was recognized in the period.

Operating Expenses

The following table presents operating expense line items for the three months ended March 31, 2018 and 2017 and the period-over-period dollar and percentage changes for those line items:

	Three Months Ended March 31,				Change Period over Period
	2018	% of gross revenue	2017	% of gross revenue	
Operating expenses:					
Selling, general and administrative	\$ 2,199,247	36%	\$ 260,008	18%	\$ 1,939,239 746%
Management and license fees	571,395	9%	141,710	10%	429,685 303%
Total operating expenses	\$ 2,770,642	46%	\$ 401,718	28%	\$ 2,368,924 590%

Including non-cash share-based compensation, our total operating expenses was 46% of revenues for the three months ended March 31, 2018 compared to 28% in same period in 2017 and increased in absolute dollars by \$2,368,924. This increase was primarily due to our acquisition of Screen Media and the hiring of an experienced sales team.

The following table presents selling, general and administrative expense line items for the three months ended March 31, 2018 and 2017 and the period-over-period dollar and percentage changes for those line items:

	Three Months Ended March 31,		Change Period to Period
	2018	2017	
Payroll, benefits and commissions	\$ 1,058,202	\$ 28,878	\$ 1,029,324 *
Share-based compensation	254,195	132,785	121,410 91%
Outside professional services	255,038	46,810	208,228 445%
Public company costs and expenses	97,096	18,750	78,346 418%
Reserve for bad debt	87,632	-	87,632 *
Other costs and expenses	447,084	32,785	414,299 *
	\$ 2,199,247	\$ 260,008	\$ 1,939,239 746%

* Not Meaningful

Excluding non-cash share-based compensation, our selling, general and administrative expenses increased by \$1,817,829 for the three months ended March 31, 2018 compared to 2017. This increase resulted primarily from the Screen Media acquisition and the hiring of an experienced sales force. See “*Use of non-GAAP Financial Measure*,” below for further discussion relating to selling, general and administrative expense.

Effective January 1, 2017, we adopted our 2017 Long Term Incentive Plan (the “Plan”) to attract and retain certain employees. The Plan currently allows us to issue up to one million common stock equivalents subject to the terms and conditions of the Plan. Our board has recently approved an increase in the Plan to 1.25 million share equivalents. The Plan generally provides for quarterly and bi-annual vesting over terms ranging from two to three years. We account for the Plan as an equity plan.

During 2017 and 2018, we issued stock options pursuant to the Plan. We recognize these stock options at fair value determined by applying the Black Scholes options pricing model to the grant date market value of the underlying common shares. The non-cash share-based compensation expense is amortized on a straight-line basis over their respective vesting periods. For the three months ended March 31, 2018 and 2017, we recognized \$229,195 and \$116,600, respectively of non-cash share-based compensation expense. We also recognized \$25,000 and \$16,185, respectively of non-cash share-based compensation expense for share awards issued to Directors and non-employee producers.

Our outside professional services increased by \$208,228 in the three months ended March 31, 2018 compared to the prior year period. We regularly utilize public relations and investor relations firms now that we are a publicly traded company. Further, we occasionally use strategic advisors to advise us on possible acquisitions, mergers and joint ventures.

Public company costs and expenses include costs incurred to establish us as a public company and to maintain that designation. The \$97,096 expense in the three months March 31, 2018 is primarily SEC related fees, directors' and officers' insurance coverage and cash compensation paid to our board of directors for services rendered, compared to \$18,750 of cash compensation paid to our board of directors in the three months ended March 31, 2017.

Reserve for bad debt of \$87,632 represents the increase in the allowance for doubtful accounts based on the history of collectability of accounts receivable at Screen Media.

Other costs and expenses increased by \$414,301 in the three months ended March 31, 2018 compared to the prior year period. This represents increases in costs for rent and office expenses related to the Screen Media acquisition and a general increase in other expenses due to business growth.

Management and License Fees

We incurred management and license fees to CSS equal to 10% of the total revenue reported for each of the three month periods ended March 31, 2018 and 2017. See "Affiliate Resources and Obligations" above for further discussion relating to the management services agreement and the license agreement. We believe that the terms and conditions of these agreements are more favorable to us than any similar agreements we could have negotiated with independent third parties.

Interest Expense

The following table presents cash based and non-cash based interest expense for the three months ended March 31, 2018 and 2017:

	Three Months Ended March 31,	
	2018	2017
Cash Based:		
Term Notes	\$ -	\$ 50,002
Revolving line of credit	21,555	40,737
	<u>21,555</u>	<u>90,739</u>
Non-Cash Based:		
Amortization of debt discount	-	363,211
Amortization of deferred financing costs	-	21,876
	-	385,087
	<u>\$ 21,555</u>	<u>\$ 475,826</u>

We incurred interest expense on our outstanding Term Notes prior to their repayment from the net proceeds of our IPO, and on net advances under our Credit Facility, prior to its pay down. We also recorded non-cash based interest discount equal to the amortization of the fair value of the Class W warrants that were issued with the Term Notes and the Credit Facility. Financing costs incurred to complete the sale of Term Notes and to establish the Credit Facility are also amortized to non-cash based interest over their respective terms. Prior to their repayment, the Term Notes bore interest at 5% per annum. Any advances we receive under the Credit Facility bears interest at 5% per annum, plus an annual fee equal to 0.75% of the unused portion of the Credit Facility. See "Liquidity and Capital Resources" below, for a full description of the Term Notes and the Credit Facility.

The sale of Term Notes first occurred in July 2016. The aggregate principal balance sold by March 31, 2017 was \$2,480,000. The aggregate principal balance sold by May 2017 totaled \$5,000,000. In June 2017, at the option of certain holders of the Term Notes, the Company converted \$918,000 of Term Notes into 102,060 Class A common shares. Immediately after our IPO, the aggregate principal balance outstanding on the Term Notes of \$4,082,000 was paid in full.

Advances under the Credit Facility first occurred in May 2016. The net advances outstanding were \$4,500,000 just prior to our IPO. Immediately after our IPO, the net advance balance of \$4,500,000 was paid in full. We can request additional advances under the Credit Facility up to \$4,500,000 at any time until January 2, 2019. As of March 31, 2018, we were advanced \$1.7 million under the Credit Facility.

Provision for Income Taxes

The Company's provision for income taxes consists of federal and state taxes in amounts necessary to align our tax provision to the effective rate that we expect for the full year.

Our effective rate is impacted by permanent differences which consist primarily of amortization of debt discounts included in interest expense for the three months ended March 31, 2017, and the impact of incentive stock options issued under the Company's Long-Term Incentive Plan for both March 31, 2018 and 2017.

Temporary timing differences consist primarily of net programming costs being deductible for tax purposes in the period incurred (under Internal Revenue Code Section 181) as contrasted to the capitalization and amortization for financial reporting purposes under the guidance of ASC 926 — *Entertainment — Films*. Additionally, the Company amortized, for tax purposes only, an intangible asset under Section 197 of the Internal Revenue Code, with such amortization not reported in the consolidated financial statements.

Affiliate Resources and Obligations

CSS License Agreement

In May 2016, we entered into a trademark and intellectual property license agreement with CSS, which we refer to as the "CSS License Agreement." Under the terms of the CSS License Agreement, we have been granted a perpetual, exclusive, worldwide license to produce and distribute video content using the *Chicken Soup for the Soul* brand and related content, such as stories published in the *Chicken Soup for the Soul* books. We paid CSS a one-time license fee of \$5 million comprised of a \$1.5 million cash payment and the concurrent issuance to CSS of the CSS License Note, having a principal amount of \$3.5 million and bearing interest at 0.50% per annum. The CSS License Note was repaid on September 14, 2016.

We are also obligated to pay CSS an incremental recurring license fee equal to 4% of our gross revenue for each calendar quarter, and a marketing fee of 1% of our gross revenue for each calendar quarter, with each quarterly fee payable on or prior to the 45th day after the end of the calendar quarter to which it relates. Under the terms of the CSS License Agreement, the first quarterly fee was payable by us with respect to the quarter ended March 31, 2016, as CSS had already been rendering services to our predecessor with respect to the video content business. Provided that the CSS License Agreement remains in place, CSS has agreed that it will not engage, and will not cause or permit its subsidiaries (other than us) to engage, in the production or distribution of video content, including that which is unrelated to the *Chicken Soup for the Soul* brand, except in connection with the marketing of their other products and services.

We believe that the terms and conditions of the CSS License agreement, which provides us with the rights to use the trademark and intellectual property in connection with our video content, are more favorable to us than any similar agreement we could have negotiated with an independent third party.

CSS Management Agreement

In May 2016, we entered into a management services agreement, that has an initial term of five years and automatically renews for additional one-year terms at the discretion of the parties thereto, which we refer to as the "CSS Management Agreement." Under the terms of the CSS Management Agreement, we are provided with the broad operational expertise of CSS and its subsidiaries and personnel, including the services of our chairman and chief executive officer, Mr. Rouhana, our vice chairman and chief strategy officer, Mr. Seaton, our senior brand advisor and director, Ms. Newmark, and our chief financial officer, Mr. Pess.

The CSS Management Agreement also provides for services, such as accounting, legal, marketing, management, data access and back-office systems, and provides us with office space and equipment usage. We are obligated to pay CSS a management fee equal to 5% of our gross revenue for each calendar quarter, with each quarterly fee payable on or prior the 45th day after the end of the calendar quarter to which it relates.

In addition, for any sponsorship which is arranged by CSS or its affiliates for (i) our video content or (ii) a multi-element transaction for which we receive a portion of such revenue and CSS receives the remaining revenue (for example, a transaction that relates to both our video content and CSS' printed products), we shall pay a sales commission to CSS equal to 20% of the portion of such revenue we receive. Each sales commission shall be paid within 30 days of the end of the month in which we receive it. If CSS collects the entire fee from such multi-element transaction, CSS will remit our portion of such fee to us after deducting its sales commission. There were no sales commissions earned or paid to CSS during the three months periods ended March 31, 2018 and 2017.

We believe that the terms and conditions of the CSS Management Agreement are more favorable and cost effective to us than if we hired the full staff to operate the company.

A Plus Distribution Agreement

In September 2016, we entered into the A Plus Distribution Agreement. A Plus develops and distributes high quality, empathetic short-form videos and articles to millions of people worldwide. The A Plus Distribution Agreement has an initial term ending in September 2023. Under the terms of the A Plus Distribution Agreement, we have the exclusive worldwide rights to distribute all video content (in any and all formats) and all editorial content (including articles, photos and still images) created, produced, edited or delivered by A Plus. Under the terms of the A Plus Distribution Agreement, we paid A Plus an advance of \$3 million (the “A Plus Advance”). We recoup the A Plus Advance by retaining the portion of gross revenue otherwise payable by the Company to A Plus and applying such A Plus Revenue to the recoupment of the A Plus Advance. We will not pay A Plus its portion of gross revenue until such time as the A Plus Advance has been recouped in full. A Plus is a digital media company founded, chaired, and partially owned by actor and investor Ashton Kutcher. Mr. Kutcher owns 23%, third parties own 2%, and our affiliate, Chicken Soup for the Soul Digital, LLC, owns 75%, of A Plus.

Use of Non-GAAP Financial Measure

In addition to the results reported in accordance with GAAP, we use a non-GAAP financial measure, which is not recognized under GAAP, as a supplemental indicator of our operating performance. This non-GAAP financial measure is provided to enhance the readers understanding of our historical and current financial performance. Management believes that this measure provides useful information in that it excludes amounts that are not indicative of our core operating results and ongoing operations and provide a more consistent basis for comparison between periods. The non-GAAP financial measure that we currently use is Adjusted EBITDA which is defined as follows:

“Adjusted EBITDA” means earnings before interest, taxes, depreciation, amortization and non-cash share-based compensation expense, non-cash film amortization expense and adjustments for other identified charges such as costs incurred to form our company and to prepare for the offering of our Class A common stock to the public, prior to our IPO. Identified charges also include the cost of maintaining a board of directors prior to being a publicly traded company. As our IPO has been completed, director fees are now deducted from Adjusted EBITDA. Adjusted EBITDA is not an earnings measure recognized by GAAP and does not have a standardized meaning prescribed by GAAP; accordingly, Adjusted EBITDA may not be comparable to similar measures presented by other companies. We believe Adjusted EBITDA to be a meaningful indicator of our performance that provides useful information to investors regarding our financial condition and results of operations. The most comparable GAAP measure is operating income.

Reconciliation of Unaudited Historical Results to Adjusted EBITDA

A reconciliation of net loss to Adjusted EBITDA is as follows:

	Three Months Ended March 31,	
	2018	2017
Net loss as reported	\$ (562,453)	\$ (133,646)
Provision for income taxes	336,000	199,000
Interest expense, net of interest income (a)	21,394	475,820
Film library amortization, included in cost of revenue (non-cash)	1,454,140	-
Share-based compensation expense	254,195	132,785
Acquisition-related costs and consulting fees, related to Screen Media	95,300	-
Reserve for bad debts	87,632	-
Amortization of leasehold improvements	13,033	-
Organization costs and directors costs (b)	-	18,750
Adjusted EBITDA	\$ 1,699,241	\$ 692,709

(a) Includes non-cash amortization of debt discounts and amortization of deferred financing costs of \$0 and \$385,087 for the three months ended March 31, 2018 and 2017, respectively.

(b) For the three months ended March 31, 2017, this includes costs incurred to form our Company and to prepare for the offering of our common stock to the public. This also includes costs of maintaining a board of directors prior to being a publicly traded company.

LIQUIDITY AND CAPITAL RESOURCES

Commercial Loan

As described above under “*Recent Developments*”, on April 27, 2018, the Company closed on the Commercial Loan. The Commercial Loan provides the Company with a term loan facility and a revolving line of credit totaling \$7.5 million, to be used for working capital and other purposes. The term loan of \$5.0 million was advanced to the Company at closing. The term loan bears interest at a rate of 5.75% per annum and is payable monthly together with principal, over a five-year period.

The revolving line of credit of \$2.5 million bears interest at the prime rate plus 1.5% per annum, and interest only is payable monthly over a three-year period, until such time as the loan is renewed or becomes due. An advance under the revolving line of credit of \$2.2 million was made to the Company at closing. Simultaneously with the closing of the Commercial Loan, the principal amount due under the Credit Facility totaling \$1.7 million was repaid in full and the Credit Facility was terminated by the Company and the Lender.

Repurchase Program

As described above under “*Recent Developments*”, on March 27, 2018, the board of directors of the Company approved the Repurchase Program that enables the Company to repurchase up to \$5 million of its Class A common stock prior to April 30, 2020. All repurchases under the Repurchase Program shall be made in compliance with Rule 10b-18 promulgated under the Securities Exchange Act of 1934, as amended (the “Act”).

Under the Repurchase Program, the Company may purchase its shares of Class A common stock through various means, including open market transactions, privately negotiated transactions, tender offers or any combination thereof. The number of shares repurchased and the timing of repurchases will depend on a number of factors, including, but not limited to, stock price, trading volume and general market conditions, along with our working capital requirements, general business conditions and other factors. The Repurchase Program may be modified, suspended or terminated at any time by the board of directors. Repurchases under the Repurchase Program will be funded from the Company’s existing cash and cash equivalents or future cash flow and equity or debt financings.

As of May 9, 2018, the Company has repurchased, subject to the maximum amounts permitted under the Act, 33,707 shares of its Class A common stock pursuant to the Repurchase Program.

Initial Public Offering

On August 17, 2017 we completed our IPO. The IPO resulted in gross cash proceeds to the Company of approximately \$26.9 million and \$24.6 million of net cash proceeds, after deducting cash selling agent discounts and commissions and offering expenses. The net proceeds were used to fully repay \$4.1 million of Term Notes and \$4.5 million of senior secured notes payable under the Credit Facility. The remaining net proceeds of the IPO were used, in part, by us for general corporate purposes including working capital, the Screen Media acquisition and strategic transactions.

We believe we have sufficient liquidity from cash on hand, accounts receivable due to us in the near term, and availability under our Credit Facility. In addition, we expect positive cash flow from operations in 2018 and thereafter.

Cash Requirements

We believe our cash and cash equivalents on hand should be sufficient to meet our cash requirements for at least the next twelve months. However, any projections of future cash needs and cash flows are subject to substantial uncertainty. It is possible that we could incur unexpected costs and expenses in the future, fail to collect significant amounts that may be owed to us, or experience unexpected cash requirements that would force us to seek additional financing. If we seek additional financing, we would likely issue additional equity or debt securities, and as a result, stockholders may experience additional dilution or the new debt or equity securities may have rights, preferences or privileges more favorable than those of existing holders of our debt or equity. In this event, if additional financing is not available or is not available on acceptable terms, we may be required to delay or reduce the scope of our video content production plans.

Financing Plan Prior to IPO

Pursuant to our financing plan prior to the IPO, we utilized our Credit Facility, primarily for working capital, and we sold Term Notes and Class A common stock in private placements as follows:

Credit Facility

As noted above under “Recent Developments”, with the closing of the Commercial Loan, the Credit Facility was repaid in full and the Credit Facility was terminated by the Company and the Lender.

On May 12, 2016, we entered into the Credit Facility with the facility lender, an affiliate of Mr. Rouhana. Under the terms of the Credit Facility, as amended as of December 12, 2016, January 24, 2017 and March 27, 2017, we may borrow, repay and reborrow up to an aggregate of \$4.5 million through June 30, 2018. Our payment obligations under the Credit Facility were senior obligations and secured by a first priority security interest in all of our assets, thus having the same priority as the security interest granted by us to the holders of the Term Notes, prior to their repayment. The proceeds of the loans made under the Credit Facility were used by us for working capital and general corporate purposes.

Loans under the Credit Facility bore interest at 5% per annum, payable monthly in arrears in cash. We were also obligated to pay the facility lender an annual fee equal to 0.75% of the unused portion of the Credit Facility. As previously noted, the Credit Facility has been repaid in full and terminated by the parties.

Debt Private Placement

Pursuant to our financing plan prior to our IPO, we sold a total of \$5.0 million of Term Notes and Class W warrants in a private placement. Beginning in July 2016 and through December 31, 2016, we sold in a private placement (“Debt Private Placement”) to accredited investors \$3.0 million aggregate principal amount of Term Notes and Class W warrants to purchase an aggregate of 252,450 shares of Class A common stock. From January 1, 2017 through May 3, 2017, we sold an additional \$2.0 million aggregate principal amount of Term Notes and Class W warrants to purchase an additional aggregate of 172,550 shares of Class A common stock in the Debt Private Placement.

The Term Notes required interest at 5% per annum, payable monthly in arrears in cash. The principal of the Term Notes (including all accrued, but unpaid interest thereon) were originally payable by us on the earlier of (a) June 30, 2017 and (b) the third business day following consummation of (i) an initial public offering (including this offering) and (ii) any future equity offering (other than as a result of the exercise of our Class W warrants) resulting in gross proceeds to us of at least \$7.0 million (the “Term Notes Original Maturity Date”).

The Term Notes were repaid in full from the proceeds of the IPO.

Equity Private Placements

Pursuant to our financing plan prior to our IPO, we sold a total of approximately \$2.5 million of Class A common stock and warrants in private placements. Beginning in June 2016 and through November 2016, we sold in a separate private placement to accredited investors \$1.0 million of units, consisting of an aggregate of 170,960 shares of Class A common stock and Class W warrants to purchase an aggregate of 51,288 shares of Class A common stock.

Beginning in December 2016 and through March 2017, we sold in a separate private placement to accredited investors \$975,710 of units, consisting of an aggregate of 150,112 shares of Class A common stock and Class W warrants to purchase an aggregate of 45,034 shares of Class A common stock.

Cash Flows

To date, our principal source of liquidity has been from our financing activities. Our cash and cash equivalents balance was \$1.8 million as of March 31, 2018 and \$2.2 million as of December 31, 2017.

Cash flow information for the three months ended March 31, 2018 (“2018”) and for the three months ended March 31, 2017 (“2017”) is as follows:

	<u>Three Months Ended March 31,</u>		<u>Change in</u>	
	<u>2018</u>	<u>2017</u>	<u>Dollars</u>	<u>Percentage</u>
Cash provided by (used in):				
Operating activities	\$ (715,582)	\$ (2,859,309)	\$ 2,143,727	-75.0%
Investing activities	125,225	(798,572)	923,797	-115.7%
Financing activities	170,000	3,170,662	(3,000,662)	-94.6%
Net decrease in cash and cash equivalents	<u>\$ (420,357)</u>	<u>\$ (487,219)</u>	<u>\$ 66,862</u>	<u>-13.7%</u>

Operating Activities

For the three months ended in 2018, our operating activities required a net use of cash totaling \$0.7 million as we adjusted to the operations of Screen Media. This source of cash from operating activities resulted primarily from amortization of our programming costs and film libraries totaling \$2.2 million, offset in part by use of cash in our investment in programming costs and film libraries totaling \$1.8 million. In addition, we made payments on film library acquisition obligations of \$0.5 million and our accounts receivable increased by \$0.5 million.

For the three months ended in 2017, our operating activities required a net use of cash totaling \$2.9 million. This net use of cash from operating activities resulted primarily from an increase in prepaid distribution costs of \$1.7 million pursuant to the A Plus Distribution Agreement and an increase in accounts receivable of \$1.2 million due from sponsors of our television series.

Investing Activities

For the three months ended in 2018 and 2017, our due from affiliated companies decreased by \$0.1 million and increased by \$0.8 million, respectively.

Financing Activities

For the three months ended in 2018, our financing activities provided net cash totaling \$0.2 million primarily consisting of an advance from the Credit Facility.

For the three months ended in 2017, our financing activities provided net cash from financing activities of \$3.2 million, consisting primarily of \$1.0 million raised in sales of our common stock in private placements prior to our IPO and \$2.2 million of net proceeds we received under the Credit Facility.

Anticipated Cash Requirements

Most producers of television series incur significant initial expenditures to produce, acquire, distribute and market episodic television programs and online video content, while revenue from these television programs and online video content may be earned over an extended period of time after their completion, per the requirements of GAAP.

However, our financing strategy is to fund our investment in television programs through payments we receive from sponsors. Our cash on hand and amounts due to us near term under contractual obligations allows us to be more flexible as to payment timing from sponsors and to use our cash on hand to fund production in advance of such sponsor payments. Nevertheless, we do not begin production until we have payment commitments from sponsors in excess of our production costs. As a result, we expect our production activity to be cash flow positive for each series. Additionally, we may acquire businesses or assets, including individual video content libraries that are complementary to our business. Any such transaction could be financed through cash on hand, our cash flow from operations, our Credit Facility while available, or new equity or debt financing.

Critical Accounting Policies and Significant Judgments and Estimates

This discussion and analysis of our financial condition and results of operations is based on our condensed consolidated financial statements, which have been prepared in accordance with generally accepted accounting principles in the United States of America, or U.S. GAAP. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reported periods. In accordance with U.S. GAAP, we base our estimates on historical experience and on various other assumptions we believe are reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions.

Our significant accounting policies are described in more detail in the notes to our condensed consolidated financial statements appearing elsewhere in this Quarterly Report on Form 10-Q, and should be read in conjunction with the audited consolidated financial statements and accompanying notes included in our report on Form 10-K for the year ended December 31, 2017. There have been no significant changes in our critical accounting policies, judgments and estimates, since December 31, 2017.

Recent Accounting Pronouncements

See Item 1 of Part 1, Condensed Consolidated Financial Statements – Note 3 “*Recent Accounting Pronouncements*”.

JOBS Act

We are an emerging growth company (EGC), as defined in the JOBS Act and are eligible to take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies, including, but not limited to, only two years of audited financial statements in addition to any required unaudited interim financial statements with correspondingly reduced “Management’s Discussion and Analysis of Financial Condition and Results of Operations” disclosure, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy or information statements, and not being required to adopt certain new and revised accounting standards until those standards would otherwise apply to private companies. We have irrevocably elected to avail ourselves of the extended time for the adoption of new or revised accounting standards, and, therefore, will not be subject to the same new or revised accounting standards as public companies that are not emerging growth companies.

Off-Balance Sheet Arrangements

As of March 31, 2018 and December 31, 2017, we had no off-balance sheet arrangements.

Effect of Inflation and Changes in Prices

We do not expect inflation and changes in prices will have a material effect on our operations.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not applicable to smaller reporting companies.

Item 4. Controls and Procedures

Evaluation of disclosure controls and procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of March 31, 2018, the end of the period covered by this Quarterly Report on Form 10-Q.

Based on our evaluation, we believe our disclosure controls and procedures as of the date of our Quarterly Report on Form 10-Q have been designed and are functioning effectively to provide reasonable assurance the information required to be disclosed by us in reports filed under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms. We believe a controls system, no matter how well designed and operated, cannot provide absolute assurance the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance all control issues and instances of fraud, if any, within a company have been detected.

Our independent registered public accounting firm has not performed an evaluation of our internal control over financial reporting during any period in accordance with the provisions of the Sarbanes-Oxley Act. As a result, it is possible, had our independent registered public accounting firm performed an evaluation of our internal control over financial reporting in accordance with the provisions of the Sarbanes-Oxley Act, material weaknesses and significant control deficiencies may have been identified. However, for as long as we remain an “emerging growth company” as defined in the JOBS Act, we intend to take advantage of the exemption permitting us not to comply with the requirement that our independent registered public accounting firm provide an attestation on the effectiveness of our internal control over financial reporting.

Changes in internal control over financial reporting

No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1 – Legal Proceedings

In the normal course of business, from time-to-time, the Company may become subject to claims in legal proceedings. Legal proceedings are subject to inherent uncertainties, and an unfavorable outcome could include monetary damages, and in such event, could result in a material adverse impact on the Company's business, financial position, results of operations, or cash flows.

Item 1A – Risk Factors

We are affected by risks specific to us as well as factors that could affect all businesses, including our desire to operate in a global market. The significant factors known to us that could materially adversely affect our business, financial condition, or operating results are set forth in the “*Risk Factors*” section of our report on Form 10-K for the year ended December 31, 2017.

Unknown Factors

Additional risks and uncertainties of which we are unaware or which currently we deem immaterial also may become important factors that affect us.

Item 2 – Unregistered Sales of Equity Securities

Share Issuance and Warrants

Between June 2016 and June 2017, the Company sold a total of an aggregate of approximately \$2.5 million of Class A common stock and warrants in private placements.

Beginning in June 2016 and through November 2016, the Company sold in a separate private placement to accredited investors \$1.0 million of units, consisting of an aggregate of 170,960 shares of Class A common stock and Class W warrants to purchase an aggregate of 51,288 shares of Class A common stock.

Beginning in December 2016 and through March 2017, the Company sold in a separate private placement to accredited investors \$975,710 of units, consisting of an aggregate of 150,112 shares of Class A common stock and Class W warrants to purchase an aggregate of 45,034 shares of Class A common stock.

During May and June 2017, the Company sold in two separate equity private placements, a total of an aggregate of 55,000 shares of Class A common stock and Class Z warrants to purchase an aggregate of 50,000 shares of Class A common stock.

In June 2017, at the election of certain holders of the Company's notes payable (“Term Notes”), the Company converted \$918,000 of Term Notes into 102,060 Class A common shares at a conversion price per share of \$9 and issued Class Z warrants to purchase an aggregate of 30,618 shares of Class A common stock at \$12 per share, to those noteholders that elected to convert.

In November 2017, we completed our acquisition of all the membership interests of Screen Media for approximately \$4.9 million in cash and the issuance of 35,000 shares of our Class A common stock and our Class Z warrants exercisable into 50,000 shares of our Class A common stock at \$12 per share.

Stock Option Grants

During the quarter ended March 31, 2018, the Company granted a stock option to an employee to acquire 10,000 shares of its Class A common stock at \$9.22 per share (the “Option”) valued at \$47,280. The Option was granted pursuant to the Company's 2017 Long Term Incentive Plan. The Option vests quarterly over the three-year period from the date of grant.

Item 5 – Other Information

None

Item 6 – Exhibits

The exhibits filed as part of this Quarterly Report on Form 10-Q are set forth on the Exhibit Index, which is incorporated herein by reference.

Exhibit No.	Description
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
31.2	Certification of Principal Financial and Accounting Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
32.1	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
32.2	Certification of Principal Financial and Accounting Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
101.INS	XBRL Instance Document*
101.SCH	XBRL Taxonomy Extension Schema Document*
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document*
101.LAB	XBRL Taxonomy Extension Label Linkbase Document*
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document*
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document*

* Included herewith.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**CHICKEN SOUP FOR THE SOUL
ENTERTAINMENT, INC.
(Registrant)**

/s/ Daniel M. Pess

Daniel M. Pess
Chief Financial Officer
(Principal Financial and Accounting Officer)

/s/ William J. Rouhana, Jr.

William J. Rouhana, Jr.
Chief Executive Officer
(Principal Executive Officer)

Date: May 10, 2018

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, William J. Rouhana, Jr., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Chicken Soup for the Soul Entertainment, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, is made known to us by others within those entities, particularly during the period in which this report is being prepared; and
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; and
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 10, 2018

/s/ William J. Rouhana, Jr.

William J. Rouhana, Jr.

Chief Executive Officer and Principal Executive Officer

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Daniel M. Pess, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Chicken Soup for the Soul Entertainment, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, is made known to us by others within those entities, particularly during the period in which this report is being prepared; and
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; and
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 10, 2018

/s/ Daniel M. Pess

Daniel M. Pess

Principal Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Chicken Soup for the Soul Entertainment, Inc. (the "Company") on Form 10-Q for the quarter ended March 31, 2018 as filed with the Securities and Exchange Commission (the "Report"), each of the undersigned, in the capacities and on the dates indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

Date: May 10, 2018

/s/ William J. Rouhana, Jr.

William J. Rouhana, Jr.
Principal Executive Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Chicken Soup for the Soul Entertainment, Inc. (the "Company") on Form 10-Q for the quarter ended March 31, 2018 as filed with the Securities and Exchange Commission (the "Report"), each of the undersigned, in the capacities and on the dates indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

Date: May 10, 2018

/s/ Daniel M. Pess

Daniel M. Pess

Principal Financial Officer
