

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A
(Amendment No. 2)

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

Date of Report (Date of earliest event reported): **November 3, 2017**

Chicken Soup for the Soul Entertainment, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction
of Incorporation)

001-38125

(Commission
File Number)

81- 2560811

(IRS Employer
Identification No.)

132 E. Putnam Avenue, Floor 2W, Cos Cob, CT

(Address of Principal Executive Offices)

06807

(Zip Code)

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

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

EXPLANATORY NOTE

This Amendment No. 2 to the Current Report on Form 8-K (this “Amendment”) is being filed by Chicken Soup for the Soul Entertainment, Inc., a Delaware Corporation (the “Company”) for the purpose of amending Item 9.01 Financial Statements and Exhibits of that certain Current Report on Form 8-K originally filed by the Company with the U.S. Securities and Exchange Commission (“SEC”) on November 6, 2017 (the “Original Form 8-K”) in connection with the completion of the acquisition of Screen Media Ventures, LLC, a Delaware limited liability company (“Screen Media”).

This Amendment is being filed to include a press release required by Item 9.01 (d) of Form 8-K, which was not previously filed with the Original Form 8-K or Amendment No. 1 to the Current Report on Form 8-K (“Amendment No. 1.”). Any information required to be set forth in the Original Form 8-K or Amendment No. 1 which is not being amended or supplemented pursuant to this Amendment is hereby incorporated by reference. Except as set forth herein, no modifications have been made to the information contained in the Original Form 8-K or Amendment No. 1 and the Company has not updated any information contained therein to reflect the events that have occurred since the date of Amendment No. 1. Accordingly, this Amendment should be read in conjunction with the Original Form 8-K and Amendment No. 1.

FORWARD-LOOKING STATEMENTS

This Amendment, including the Exhibits attached hereto, contains “forward-looking statements” and information within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), which are subject to the “safe harbor” created by those sections. These forward-looking statements include, but are not limited to, statements that refer to projections, forecasts or other characterizations of future events or circumstances, such as our strategy, future operations, future financial position, future revenues, and plans and objectives of management, are forward-looking statements. The words “target,” “anticipate,” “believe,” “estimate,” “expect,” “intend,” “may,” “plan,” “project,” “will,” “should,” “would”, “possible,” “potential,” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. The forward-looking statements contained in this Report are based on current expectations and beliefs concerning future developments and their potential effects on the 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 the Company’s 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. The Company undertakes 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.

ITEM 8.01. OTHER EVENTS.

On January 17, 2018, the Company issued the press release attached to this Current Report as Exhibit 99.6.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

[2.1*](#) [Agreement and Plan of Merger, dated as of November 3, 2017, by and among Chicken Soup for the Soul Entertainment, Inc., SMV Merger Sub, LLC, Screen Media Ventures, LLC and Media V. Holdings, LLC](#)

[10.1**](#) [Consulting Agreement, dated November 3, 2017 by and between Three Bridges Consulting LLC and Screen Media Ventures, LLC](#)

[99.1**](#) [Audited financial statements of Screen Media Ventures, LLC as of and for the year ended December 31, 2016 and Independent Auditor's Report thereon](#)

[99.2**](#) [Audited financial statements of Screen Media Ventures, LLC as of and for the years ended December 31, 2015 and 2014 and Independent Auditor's Report thereon](#)

[99.3**](#) [Condensed consolidated financial statements of Screen Media Ventures, LLC as of September 30, 2017 \(unaudited\) and December 31, 2016 and for the nine months ended September 30, 2017 and 2016 \(unaudited\)](#)

[99.4**](#) [Unaudited pro forma condensed consolidated combined financial statements and explanatory notes for Chicken Soup for the Soul Entertainment, Inc. as of September 30, 2017, for the nine months ended September 30, 2017 and for the year ended December 31, 2016](#)

[99.5*](#) [Press Release of Chicken Soup for the Soul Entertainment, Inc. dated November 6, 2017](#)

[99.6](#) [Press Release of Chicken Soup for the Soul Entertainment, Inc. dated January 17, 2018](#)

* Previously Filed with the Original Form 8-K

** Previously Filed with Amendment No. 1

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: January 17, 2018

CHICKEN SOUP FOR THE SOUL ENTERTAINMENT,
INC.

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

By: /s/ Daniel M. Pess
Name: Daniel M. Pess
Title: Chief Financial Officer



CHICKEN SOUP FOR THE SOUL ENTERTAINMENT'S RECENTLY ACQUIRED SCREEN MEDIA ASSETS APPRAISED AT OVER \$31 MILLION

Popcornflix® Direct-to-Consumer Online Video Service Comprised of Five Networks with Over 15 Million Active Users

Screen Media TV and Film Library Represents One of the World's Largest Independent Filmed-Entertainment Libraries

COS COB, CT – JANUARY 17, 2018 – Chicken Soup for the Soul Entertainment, Inc. (“CSS Entertainment”) (Nasdaq: CSSE), a fast-growing provider of positive and entertaining video content, has filed with the Securities and Exchange Commission a Form 8-K/A, as required, updating the Form 8-K filed on November 6, 2017 and providing audited and additional financial information relating to CSS Entertainment’s acquisition of Screen Media Ventures, LLC (“Screen Media”).

The value of all the recently acquired assets, as set forth in an independent, third-party valuation opinion dated January 11, 2018 (the “Valuation Opinion”), is approximately \$31.4 million. The Valuation Opinion places a value on the Popcornflix direct-to-consumer online video service and associated content rights and the Screen Media TV and film library assets of approximately \$27.9 million.

“Screen Media is comprised of an extraordinary collection of assets,” said William J. Rouhana, Jr., chairman and chief executive officer. “We are extremely fortunate to have had the opportunity to acquire these assets at such a substantial discount not only to their appraised value, but also to their intrinsic value and replacement cost.”

Reflecting the excess of the net appraised value of the assets over their purchase price as set forth in the Valuation Opinion, CSS Entertainment will recognize a non-cash gain in its Statement of Operations for the year ended December 31, 2017 of approximately \$22.2 million.

“The appraised value of the Screen Media assets substantially exceeds our initial estimates,” stated Scott W. Seaton, vice chairman and chief strategy officer. “Consistent with our prior expectations, Screen Media generated more than \$12 million in net revenue and \$5 million in Adjusted EBITDA in 2017. We anticipate Screen Media’s 2018 net revenue and Adjusted EBITDA to substantially exceed its 2017 results.”

Mr. Rouhana added, “We continue to pursue additional transformative opportunities that would complement our growing portfolio of assets and further drive growth in revenues, profits and shareholder value.”

The Popcornflix direct-to-consumer online video service is comprised of five ad-supported networks with rights to over 3,000 films and approximately 60 television series (representing approximately 1,500 episodes) and is available in 56 countries. The Popcornflix app has been downloaded approximately 25 million times and has approximately 15 million active users.

www.cssentertainment.com



[@CSSEntertain](https://twitter.com/CSSEntertain)



www.facebook.com/chickensoupforthesoul

The Screen Media content library is comprised of over 1,200 television series and feature films and is one of the largest, independently-owned libraries of filmed entertainment in the world. Through direct worldwide relationships, this content is distributed across all media, including theatrical, home video, pay-per-view, free cable and paid television, video-on-demand and existing and emerging video platforms.

ABOUT CHICKEN SOUP FOR THE SOUL ENTERTAINMENT

Chicken Soup for the Soul Entertainment, Inc. is a fast-growing provider of positive and entertaining video content that brings out the best of the human spirit. The company is aggressively growing its business through a combination of organic growth, licensing and distribution arrangements, acquisitions, and strategic relationships. The company owns Screen Media Ventures, LLC, a leading global independent television and film distribution company with one of the largest independently owned television and film libraries. The company also owns Popcornflix[®], an ad-based direct-to-consumer online video service with five networks and thousands of television episodes and movies. Chicken Soup for the Soul Entertainment makes its video content available to consumers globally through television and online networks, including its online affiliate APlus.com. The company is also expanding its partnerships with sponsors, television networks and independent producers. Chicken Soup for the Soul Entertainment is a subsidiary of Chicken Soup for the Soul, LLC.

USE OF NON-GAAP FINANCIAL MEASURES

This press release contains a non-GAAP financial measure (EBITDA), 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. EBITDA means earnings before interest, taxes, depreciation and amortization. Management believes 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.

FORWARD LOOKING STATEMENTS

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

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