

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

Viggle Inc.

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): January 14, 2013

Viggle Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-35620
(Commission
File Number)

33-0637631
(I.R.S. Employer
Identification No.)

902 Broadway
11 th Floor
New York, NY
(Address of principal executive offices)

10010
(Zip code)

212-231-0092
(Registrant's telephone number including area code)

N/A
(Former name and former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.02 Termination of a Material Definitive Agreement

On November 16, 2012, Viggle Inc., a Delaware corporation (“Viggle”), and VX Acquisition Corp., a Delaware corporation and wholly-owned subsidiary of Viggle (“Merger Sub”), entered into an Agreement and Plan of Merger (the “Merger Agreement”) with AdaptiveBlue, Inc., a Delaware corporation (“AdaptiveBlue”), and Shareholder Representative Services LLC, a Colorado limited liability company, in its capacity as the Stockholders’ Agent. The terms of the Merger Agreement are described on Viggle’s Current Report on Form 8-K dated as of November 19, 2012. The Merger Agreement was terminated on January 13, 2013 because the transaction did not close by the Merger Agreement’s outside date. As a result of the termination, Viggle will be obligated to reimburse AdaptiveBlue up to \$500,000 for its costs, fees and expenses incurred in connection with the negotiation of and performance of its obligations under the Merger Agreement.

A copy of the press release issued January 14, 2013 announcing the termination of the Merger Agreement is attached to this Current Report on Form 8-K as Exhibit 99.1.

Item 8.01 Other Events.

On January 14, 2013, Viggle issued a press release announcing its users metrics for the quarter ended December 31, 2012 and for certain dates in January, 2013. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.2.

Since our launch on January 25, 2012, and through December 31, 2012, 1,732,528 users have registered for our app, of which we have deactivated 108,883 for a total of 1,623,645 registered users. Of those, we have accumulated 746,899 registered active users as of December 31, 2012. Registered active users are computed by determining those users that are both registered on the Viggle app and have earned points within the preceding 90 days. Our monthly active users for the months of October, 2012, November, 2012 and December, 2012 were 233,607, 369,630 and 443,292, respectively. For that three month period, that results in an average of 348,843 monthly active users. Through the first 13 days of January, 2013, we have had 351,439 monthly active users in such month. Monthly active users are computed by determining those users that are both registered on the Viggle app and that have earned or redeemed points, other than points received for registering for the Viggle app, in the particular month. As of December 31, 2012, our members have checked-in to 133,341,953 TV programs, and spent an average of 75 minutes of active time within the Viggle app per session. Users have redeemed a total of 1,336,972 rewards. On January 13, 2013, we had 869,914 check-ins through audio verification.

For the three months ended December 31, 2012, the average number of check-ins per “Active User” per month was 38.7. That number is derived by dividing the total number of check-ins in a month by the number of “Active Users” in that month. Also for the three months ended December 31, 2012, of the Active Users in those months, the average number of days that such Active Users were active in each month was 9.0. That number is derived by dividing the number of days that all Active Users were active in the month by the number of Active Users in the month. “Active Users” for such purposes is defined as anyone who has earned or redeemed a point, other than for registration for the app, in a month.

For the 1,336,972 reward redemptions through December 31, 2012, the average number of points used per redemption has been approximately 13,568 points and the average value of a reward for such a redemption was \$7.43.

Item 9.01 Financial Statements and Exhibits.

The following exhibits are furnished as part of this Current Report on Form 8-K:

(d) Exhibits.

[99.1](#) Press release issued January 14, 2013 announcing the termination of the Company’s Merger Agreement with AdaptiveBlue, Inc.

[99.2](#) Press release issued January 14, 2013 announcing user metrics for the quarter ended December 31, 2012.

SIGNATURES

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

Viggle Inc.

Date: January 14, 2013

By: /s/ Mitchell J. Nelson
Name: Mitchell J. Nelson
Title: Executive Vice President,
General Counsel and Secretary

EXHIBIT INDEX

| Exhibit Number | Exhibit Description |
|---------------------------|---|
| 99.1 | Press release issued January 14, 2013, announcing the termination of the Company's Merger Agreement with AdaptiveBlue, Inc. |
| 99.2 | Press release issued January 14, 2013 announcing user metrics for the quarter ended December 31, 2012. |

FOR IMMEDIATE RELEASE

Media Contact

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Investor Relations Contact

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MERGER AGREEMENT BETWEEN SOCIAL TV LEADERS VIGGLE AND GETGLUE IS TERMINATED

New York, NY – (January 14, 2013) – The merger agreement between **Viggle Inc. (Symbol: VGGL)**, the popular television loyalty service, and GetGlue, the leading social TV application, has been terminated, **Robert F.X. Sillerman, Executive Chairman and CEO of Viggle** announced today.

"During the time we started talking to GetGlue about an acquisition and since the merger agreement was signed in November, we have seen impressive growth in our business," Sillerman said. "We are pleased with this positive momentum." He added that the termination of the agreement was cordial. "We wish GetGlue and Alex all the best."

About Viggle:

Viggle, launched in January 2012, rewards its users with points for their loyalty to and engagement with content around their favorite TV shows. Points can be redeemed for real-world rewards from places like Best Buy, Amazon, Fandango, Hulu Plus and iTunes, among others. Viggle's audio verification technology recognizes and allows users to check into live, DVR'd and online TV content from more than 170 of the most popular broadcast and cable channels.

This press release may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and as defined in the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements involve inherent risks and uncertainties that could cause actual results to differ materially from those projected or anticipated. All information provided in this press release is as of January 14, 2013. Except as required by law, Viggle Inc. undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events.

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FOR IMMEDIATE RELEASE**Media Contact**

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Investor Relations Contact

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VIGGLE HAS SINGLE BUSIEST DAY**Momentum from November and December Carries into January**

New York, NY – (January 14, 2013) – Viggle Inc. (Symbol: VGGL), the popular television loyalty service, announced today that following on the significant growth of the last quarter Viggle had its biggest single day yesterday, January 13, with nearly 870,000 verified audio check-ins.

As of the end of the quarter ended December 31, 2012, 1,732,528 users have registered for Viggle's application, of which 108,883 have been deactivated, for a total of 1,623,645 registered users. This represents a 42% increase over the number of registered users as of September 30, 2012.

Viggle is continuing its steady growth, adding 351,000 monthly active users in the first 13 days of January alone. For the months of October, November, and December, 2012, monthly active users were 233,607, 369,630 and 443,292, respectively. Everyday, Viggle users are heavily engaged in the service, learning about new shows to watch, engaging in real-time synched experiences such as MyGuy and Viggle LIVE, chatting with other users about their favorite shows and all the while earning points that can be redeemed for real rewards.

"We are very pleased with the user growth we experienced in our second fiscal quarter," said Greg Consiglio, President and COO of Viggle. "We are excited to carry that momentum into the new year and believe that this positive momentum will position us well for the year ahead."

About Viggle:

Viggle, launched in January 2012, rewards its users with points for their loyalty to and engagement with content around their favorite TV shows. Points can be redeemed for real-world rewards from places like Best Buy, Amazon, Fandango, Hulu Plus and iTunes, among others. Viggle's audio verification technology recognizes and allows users to check into live, DVR'd and online TV content from more than 170 of the most popular broadcast and cable channels.

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