

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

Viggle Inc.

CIK: **725876** | IRS No.: **330637631** | State of Incorporation: **DE** | Fiscal Year End: **0630**
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SIC: **7370** Computer programming, data processing, etc.

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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 28, 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 8.01 Other Events.

On January 28, 2013, Viggle issued a press release announcing certain user metrics during the first year since the launch of the Viggle application. The press release also contained an infographic with certain metrics during the first year since the launch of the Viggle application. A copy of the press release and accompanying infographic is attached to this Current Report on Form 8-K as Exhibit 99.1.

Since our launch and through January 26, 2013, 1,946,433 users have registered for our app, of which we have deactivated 134,921 for a total of 1,811,512 registered users. Our monthly active users for the month of October, 2012 was 233,607, and our number of monthly active users in January, 2013 through January 26, 2013 was 493,475. 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 January 26, 2013, our members have checked-in to 151,620,602 TV programs. Users have spent an average of 74 minutes of active time within the Viggle app per session. As of January 26, 2013, users have checked into TV programs on the Viggle application for a total of 176,768,197 hours. The number of hours which users have checked into TV programs on the Viggle application does not reflect all time that users have spent in the application because users could be doing other activities within the application without being checked into a TV program. Users have redeemed a total of 1,386,938 rewards. On January 13, 2013, we had 869,914 check-ins through audio verification.

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 28, 2013 announcing certain user metrics as of January 26, 2013.

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 28, 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 28, 2013 announcing certain user metrics as of January 26, 2013. |



Contact:
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176 Million TV Hours Checked in with Viggle in ONE Year...Tweet That!

*Viggle Shows Exceptional Growth in First Year ...
 Which Proves Robert F.X. Sillerman Isn't Too Old to Wear a Hoodie*

New York, NY (January 28, 2013) – Viggle (Symbol: VGGL), a free cutting-edge mobile app that operates as an intelligent “second screen” for television -- founded by media entrepreneur Robert F.X. Sillerman, the brain power behind successful television, radio and live entertainment businesses – recently celebrated its first birthday on January 26.

To date, more than 1.8 million Viggles have registered for the service, and Viggles have checked into TV shows 151 million times. In turn, over the last 12 months Viggle has given away over 1.3 million individual rewards, including rewards from major retailers such as Amazon, The Gap, Best Buy and Sephora. During this time, Viggle has conducted 28 sweepstakes, giving away 41 million Viggle points, a trip to Hollywood, a 3D HDTV package and an all expense paid trip to Sunday's big game in New Orleans.

In just over six short months from launch through July 2012, Viggle hit its first major milestone with more than one million Viggles registering for the service. It has been an extraordinary first year for the start-up company with accelerated growth, more than doubling the number of monthly active users from 233,607 in October 2012 to 493,475 thus far in January 2013. To be a monthly active user, a Viggle must earn or use a point in the month, beyond just registering.

And now Viggles are getting a unique chance to “meet the man.” To continue the celebration, starting this week Viggle is asking loyal fans to send a video message wishing a Happy Birthday to Viggle in the most clever and untraditional way. Viggle will select a winner who will get a rare chance to spend the working day with Sillerman on his 65th birthday in April. The winner will join him in any internal and external meetings and in any of his dealings with both celebrities and high power industry executives scheduled on his birthday. Want more? The winner will get “exclusive” time with him. He or she will also be allowed to film the day and share the footage with their family and friends. YouTube it? Maybe. Add it to their Facebook or Twitter accounts? Sure. It is the winner’s choice. One thing this won’t be is a retirement party as Sillerman and Viggle have only just begun.

“During this past year, we continued to add new product features -- helping transition Viggle’s social and real-time engagement experience,” said Greg Consiglio, President and COO. “Adding to our popular features we have recently provided our members with an even more enhanced television viewing experience by being able to check-in, chat and play along, in addition to getting rewarded for watching their favorite shows.”

Viggles earn real rewards by checking into their favorite TV shows using the free Viggle app, available for download in the App Store or Google Play. The Viggle app listens to what is on TV and Viggle points accumulate for every minute watched; members can accumulate even more points for engaging in real-time experiences while watching their favorite shows and sporting events.

Throughout its first year, Viggle has worked with over 40 leading brands such as Mercedes-Benz, JetBlue, CapitalOne, Pepsi, Verizon, DIRECTV, Burger King and Unilever.

Alex Kaplan, Vice President of Marketing at DIRECTV added, "More and more of our customers are becoming habitual Viggles because they receive exclusive benefits when using the Viggle platform. We're excited to celebrate this first year with them as we continue to provide our customers with the best Viggle experience."

Other key milestones include:

- March 20, 2012: Recognized by MediaPost as the best app in the "Entertainment: Professional Content" and "Television/Video App" categories at the 2012 Appy Awards.
- September 5, 2012: Launches MyGuy, a mobile fantasy football game for both professional and college sports fans
- January 4, 2013: Former Miami Dolphins Hall of Fame Quarterback Dan Marino joins as Honorary Commissioner of the MyGuy real-time fantasy football game through the end of the 2014 season.
- January 13, 2013: Viggle announces its biggest single day with nearly 870,000 verified audio check-ins.

Managing Partner of award-winning Media and Marketing Agency, Media Storm, Craig Woerz adds, "We have had tremendous success with what we have done with Viggle and are intrigued by what Viggle is innovating with second screen. We have partnered with them for many of our clients to help drive tune-in and live show engagement for programs. We see Viggle as a leader in the expanding space and look forward to continuing to work with them in 2013". Media Storm works with clients like FOX, WE TV, Food Network and many other networks, programmers and studios.

To kick-off its birthday week, on January 20, the company launched a Viggle Streak Week promotion that offered bonuses for Viggling any five days, at any time, between January 20 and January 26. The Viggle Birthday Quest promotion rewarded loyal TV viewers checking into 5 out of 6 Birthday Quest shows from January 24 to January 27. And as of January 24, Viggles can redeem their points for Viggle branded merchandise.

About Viggle

Launched January 2012 Viggle is a free second screen media platform that rewards its members for watching their favorite TV shows. Viggle enhances TV with interactive games like Viggle LIVE and the first ever real-time fantasy sports game MyGuy. Viggle members get rewarded for their TV time from places like Best Buy, Papa John's, Fandango, Hulu Plus and Groupon, among others. Viggle also allows like-minded fans of their favorite shows to connect through Viggle Chatter features. Viggle's audio verification technology recognizes shows on TV and allows members to check into live and DVR'd TV content from more than 170 of the most popular broadcast and cable channels. For more information, visit <http://www.viggle.com>, follow us on Twitter @Viggle or like us on Facebook.

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 28, 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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FIRST YEAR IN REVIEW

How Viggles watched, played and got rewarded.

Registered Users:
1,811,512

Watched



Number of check-ins:
151,620,602

Average session length: **74** minutes



TV hours checked-in with Viggle:
176,768,197



Sports and Awards shows were top Viggled

★ Played



Total MyGuy Games:
778

Total MyGuy Play Sessions:
3,045,066

MyGuy has had over **300k** unique players, who have made over **37 million** athlete substitutions.



Total Viggle LIVE events:
1,130

Viggle LIVE questions answered:

30 30 30 30 30 30 30 30 30 30
30 30 30 30 30 30 30 30 30 30
30 30 30 30 30 30 30 30 30 30
62,976,805

🎁 Rewards



Number of Rewards redeemed:
1,386,938



Number of charitable donations by Viggles:
10,411

Top Rewards include:

Coffee
Electronics
Music



185,313
\$5 Coffee Gift Cards



EQUALING
370,626 CUPS OF COFFEE

