

Time Inc.  
Form 10-12B/A  
April 28, 2014

**As filed with the Securities and Exchange Commission on April 25, 2014**

**File No. 001-36218**

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

**Amendment No. 3**

**to**

**Form 10**

**GENERAL FORM FOR REGISTRATION OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Time Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
*(State or Other Jurisdiction of  
Incorporation or Organization)*

**13-3486363**  
*(I.R.S. Employer  
Identification Number)*

**1271 Avenue of the Americas**

**New York, New York**  
*(Address of Principal Executive Offices)*

**10020**  
*(Zip Code)*

**Registrant's telephone number, including area code:**

**(212) 522-1212**

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

| <b>Title of Each Class to be so Registered</b> | <b>Name of Each Exchange on<br/>Which Each Class is to be Registered</b> |
|--|--|
| Common Stock, par value \$0.01                 | New York Stock Exchange  |

**Securities to be registered pursuant to Section 12(g) of the Act:**

None.

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

|                         |   |                           |                          |
|-------------------------|---|---------------------------|--------------------------|
| Large accelerated filer | <input type="checkbox"/>  | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input checked="" type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |

**Time Inc.****Information Required in Registration Statement****Cross-Reference Sheet Between the Information Statement and Items of Form 10**

This Registration Statement on Form 10 incorporates by reference information contained in our Information Statement filed as Exhibit 99.1 to this Form 10. For your convenience, we have provided below a cross-reference sheet identifying where the items required by Form 10 can be found in the Information Statement.

**Item**

| <b>No.</b> | <b>Caption</b>  | <b>Location in Information Statement</b>   |
|------------|---|--|
| 1.         | Business  | See Summary, Risk Factors, Cautionary Statement Concerning Forward-Looking Statements, The Spin-Off, Capitalization, Business, Management s Discussion and Analysis of Financial Condition and Results of Operations and Where You Can Find More Information |
| 1A.        | Risk Factors  | See Risk Factors and Cautionary Statement Concerning Forward-Looking Statements  |
| 2.         | Financial Information   | See Summary, Risk Factors, Capitalization, Historical Financial Data and Management s Discussion and Analysis of Financial Condition and Results of Operations   |
| 3.         | Properties  | See Business Properties  |
| 4.         | Security Ownership of Certain Beneficial Owners and Management                                  | See Security Ownership of Certain Beneficial Owners and Management   |
| 5.         | Directors and Executive Officers  | See Management   |
| 6.         | Executive Compensation  | See Management and Executive Compensation  |
| 7.         | Certain Relationships and Related Transactions, and Director Independence                       | See Risk Factors, Management and Certain Relationships and Related Party Transactions  |
| 8.         | Legal Proceedings   | See Business Legal Proceedings   |
| 9.         | Market Price of and Dividends on the Registrant s Common Equity and Related Stockholder Matters | See The Spin-Off, Dividend Policy, Security Ownership of Certain Beneficial Owners and Management and Description of Our Capital Stock   |
| 10.        | Recent Sales of Unregistered Securities   | See Description of Our Capital Stock   |

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11. Description of Registrant's Securities to be Registered See Description of Our Capital Stock

12. Indemnification of Directors and Officers See Description of Our Capital Stock and Certain Relationships and Related Party Transactions Agreements with Time Warner Separation and Distribution Agreement

|  |   |
|--|---|
| 13. Financial Statements and Supplementary Data  | See Summary, Selected Historical Financial Data and Index to Financial Statements and the financial statements referenced therein |
| 14. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure | None  |
| 15. Financial Statements and Exhibits  | (a) Financial Statements  |
|  | See Index to Financial Statements and the financial statements referenced therein   |
|  | (b) Exhibits  |
|  | See below   |

The following documents are filed as exhibits hereto:

**Exhibit**

| <b>Number</b> | <b>Exhibit Description</b>   |
|---------------|--|
| 2.1           | Form of Separation and Distribution Agreement between Time Warner Inc. and Time Inc.*  |
| 3.1           | Form of Amended and Restated Certificate of Incorporation of Time Inc.   |
| 3.2           | Form of Amended and Restated By-laws of Time Inc.  |
| 4.1           | Form of Indenture by and among Time Inc., the Guarantors named therein and Wells Fargo Bank, National Association, as trustee. |
| 8.1           | Form of Opinion of Cravath, Swaine & Moore LLP relating to certain tax matters.  |
| 10.1          | Form of Transition Services Agreement between Time Warner Inc. and Time Inc.*  |
| 10.2          | Form of Tax Matters Agreement between Time Warner Inc. and Time Inc.*  |
| 10.3          | Form of Employee Matters Agreement between Time Warner Inc. and Time Inc.*   |
| 10.4          | Employment Agreement, made and effective as of October 31, 2013, between Time Inc. and Joseph A. Ripp.                         |
| 10.5          | Employment Agreement, made and effective as of October 31, 2013, between Time Inc. and Jeffrey J. Bairstow.                    |
| 10.6          |  |

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Employment Agreement, dated November 5, 2013, effective as of October 31, 2013, amended as of March 31, 2014, between Time Inc. and Norman Pearlstine.

- 10.7 Employment Agreement, amended and restated as of March 25, 2014, effective as of March 31, 2014, between Time Inc. and Todd Larsen.
- 10.8 Employment Agreement, amended and restated as of February 19, 2014, effective as of March 21, 2014, between Time Inc. and Evelyn Webster.
- 10.9 Employment Agreement, made December 2, 2011, effective as of January 9, 2012, between Time Inc. and Laura Lang.
- 10.10 Separation Agreement, dated and effective October 8, 2013, between Time Inc. and Laura Lang.
- 10.11 Employment Agreement, dated and effective July 20, 2010, amended as of October 17, 2011 and further amended as of December 6, 2013, between Time Inc. and Howard M. Averill.
- 10.12 Letter regarding Transaction Bonus, dated and effective March 15, 2013, from Time Inc. to Howard M. Averill.

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| 10.13         | Employment Agreement, dated and effective July 21, 2010, between Time Inc. and Maurice F. Edelson.  |
| 10.14         | Letter regarding Transaction Bonus, dated and effective March 15, 2013, from Time Inc. to Maurice F. Edelson.   |
| 10.15         | Employment Agreement, dated December 18, 2012, effective January 1, 2013, between Time Inc. and Martha Nelson.  |
| 10.16         | Separation Agreement, dated and effective January 9, 2014, between Time Inc. and Martha Nelson.   |
| 10.17         | Time Inc. Supplemental Savings Plan, dated and effective January 1, 2011, restated January 1, 2014.   |
| 10.18         | Time Inc. Deferred Compensation Plan, dated and effective November 18, 1998, restated January 1, 2014.  |
| 10.19         | Time Inc. Deferred Compensation Plan, dated and effective November 18, 1998, restated January 1, 2014 and applicable to amounts deferred prior to January 1, 2005.  |
| 10.20         | Pearlstine Deferred Compensation Arrangement pursuant to Annex B of Employment Agreement, made as of September 25, 2000, effective as of January 1, 2000, by and between Time Inc. and Norman Pearlstine.                         |
| 10.21         | Rabbi Trust Agreement relating to Pearlstine Deferred Compensation Arrangement, dated and effective April 1, 1998, between Time Inc. and Evercore Trust Company (as successor trustee to U.S. Trust Company of California, N.A.). |
| 10.22         | Time Inc. Incentive Plan for Executive Officers.  |
| 10.23         | Form of Time Inc. Excess Benefit Pension Plan.  |
| 10.24         | Credit Agreement, dated as of April 24, 2014, among Time Inc., the Subsidiary Guarantors party thereto from time to time, each Lender party thereto from time to time and Citibank, N.A., as Administrative Agent.*               |
| 10.25         | Restricted Stock Units Agreement (for an award of restricted stock units to Joseph A. Ripp under the Time Warner Inc. 2013 Stock Incentive Plan).   |
| 10.26         | Non-Qualified Stock Option Agreement (for an award of stock options to Joseph A. Ripp under the Time Warner Inc. 2013 Stock Incentive Plan).  |
| 10.27         | Restricted Stock Units Agreement (for an award of restricted stock units to Jeffrey J. Bairstow under the Time Warner Inc. 2013 Stock Incentive Plan).  |
| 10.28         | Non-Qualified Stock Option Agreement (for an award of stock options to Jeffrey J. Bairstow under the Time Warner Inc. 2013 Stock Incentive Plan).   |
| 21.1          | List of subsidiaries of Time Inc.   |
| 99.1          | Preliminary Information Statement of Time Inc., subject to completion, dated April 25, 2014.  |

\*

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Time Inc. hereby undertakes to furnish supplementally a copy of any omitted schedule or exhibit to such agreement to the U.S. Securities and Exchange Commission upon request.

Previously filed on January 31, 2014.

Previously filed on March 7, 2014.



**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 3 to its Registration Statement on Form 10 to be signed on its behalf by the undersigned, thereunto duly authorized.

TIME INC.

By: /s/ Jeffrey J. Bairstow  
Name: Jeffrey J. Bairstow

Title: Executive Vice President  
and

Chief Financial Officer

Dated: April 25, 2014

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**EXHIBIT INDEX**
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