

Viggle Inc.
Form 8-K
December 07, 2012

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 December 3, 2012)

Viggle Inc.

(Exact name of Registrant as Specified in its Charter)

| | | |
|--|--|---|
| Delaware (State or other jurisdiction of incorporation) | 001-35620 (Commission File Number) | 33-0637631 (I.R.S. Employer Identification Number) |
|--|--|---|

| | |
|---|-------------------------|
| 902 Broadway, 11 th Floor New York, New York (Address of principal executive offices) | 10010 (Zip Code) |
|---|-------------------------|

(212) 231-0092
(Registrant's Telephone Number, including Area Code)

(212) 231-0092
(Registrant's Telephone Number, including Area Code)

(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 (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)).

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).

Item 1.01 Entry into Material Definitive Agreements.

(a) Loans.

As previously disclosed on the Company's Current Report on Form 8-K dated July 6, 2012, on June 29, 2012, Sillerman Investment Company LLC (the "Lender"), an affiliate of Robert F.X. Sillerman, the Executive Chairman and Chief Executive Officer of the Company, agreed to advance up to \$10,000,000 to the Company, as evidenced by a line of credit grid promissory note, dated as of June 29, 2012, that was executed and delivered by the Company in favor of the Lender (the "Grid Note") on July 6, 2012. On October 31, 2012, the Company's Board of Directors approved an increase in the line of credit from \$10,000,000 to \$12,000,000 and a further advance of \$2,000,000 was made on October 31, 2012.

On December 3, 2012, the Company's Board of Directors approved an increase in the line of credit from \$12,000,000 to \$12,500,000 and entered into an Amended and Restated Line of Credit Promissory Note for \$12,500,000 but otherwise on the same terms and conditions as the Grid Note. A further advance of \$500,000 was made by the Lender.

The foregoing description of the line of credit is not complete and it is qualified in its entirety by reference to the full text of the form of Amended and Restated Line of Credit Note which is filed as Exhibit 10.1 to this Form 8-K and incorporated herein by reference.

The Company is using the proceeds to fund working capital requirements and for general corporate purposes. Because Mr. Sillerman is a director, executive officer and greater than 10% stockholder of the Company, the Company's independent directors approved the transaction.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information required by this item is incorporated by reference from Item 1.01 above.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|-------------|--|
| <u>10.1</u> | Form of Amended and Restated Line of Credit Grid Promissory Note |

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: December 7, 2012

By: /s/ Mitchell J. Nelson
Name: Mitchell J. Nelson
Title: Executive Vice President

INDEX TO EXHIBITS

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