

Viggle Inc.  
Form 8-K  
January 08, 2013

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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 8, 2013

Viggle Inc.

(Exact name of Registrant as Specified in its Charter)

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| Delaware<br>(State or other<br>jurisdiction of<br>incorporation) | 0-13803<br>(Commission<br>File Number) | 33-0637631<br>(I.R.S. Employer<br>Identification<br>Number) |
|--|--|---|

|  |                                    |
|--|------------------------------------|
| 902 Broadway,<br>11th Floor<br>New York, New<br>York<br>(Address of<br>principal executive<br>offices) | 10010<br><br><br><br>(Zip<br>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)).
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).



Item 8.01. Other Events.

On November 19, 2012, Viggle Inc. (the “Company”) announced that it and VX Acquisition Corp., a wholly-owned subsidiary of the Company (“Merger Sub”), had entered into an agreement and plan of merger (the “Merger Agreement”) with AdaptiveBlue, Inc. (“AdaptiveBlue”) and Shareholder Representative Services LLC (in its capacity as agent for the stockholders of AdaptiveBlue). Upon the terms and subject to the conditions set forth in the Merger Agreement, upon consummation of the transactions contemplated thereby, AdaptiveBlue will merge with and into Merger Sub, with Merger Sub continuing as the surviving corporation and a wholly-owned subsidiary of the Company.

The Merger Agreement has an “outside date” of December 19, 2012. The Company and AdaptiveBlue are discussing an extension of such date and other potential modifications to the Merger Agreement.

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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 8, 2013

By:

/s/ Mitchell J. Nelson

Name: Mitchell J. Nelson

Title: Executive Vice President, General  
Counsel and Secretary