

GAIA, INC  
Form 8-K  
May 07, 2018  
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): May 3, 2018

GAIA, INC.

(Exact Name of Registrant as Specified in its Charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| Colorado  | 000-27517                   | 84-1113527                           |
| (State or Other Jurisdiction<br>of Incorporation) | (Commission File<br>Number) | (IRS Employer<br>Identification No.) |

833 West Boulder Road, Louisville, CO 80027-2452  
(Address of Principal Executive Offices; Zip Code)

Registrant's telephone number, including area code: (303)  
222-3600

(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):

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02 Results of Operations and Financial Condition

On May 7, 2018, Gaia, Inc (“Gaia”) issued a press release announcing results for its quarter ended March 31, 2018. A copy of the press release is attached as Exhibit 99.1.

In accordance with General Instruction B.2 of Form 8-K, the information contained in this Item 2.02 and in Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference into any of the Registrant’s filings under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in any such filing.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 3, 2018, Gaia held its 2018 annual meeting of shareholders. At that meeting, the shareholders elected seven directors for one-year terms. For more information on the meeting, see Gaia’s definitive proxy statement for the 2018 annual meeting of shareholders, filed with the Securities and Exchange Commission on March 16, 2018.

Proposal 1

All nominees for director were elected by the following votes, each to serve until the next annual meeting of shareholders to be held in 2019 or until successors are duly elected and qualified:

|                 | For        | Withheld  | Broker<br>Non-Votes |
|-----------------|------------|-----------|---------------------|
| Jirka Rysavy    | 58,091,061 | 1,588,426 | —                   |
| Kristin Frank   | 58,146,022 | 1,533,465 | —                   |
| Chris Jaeb      | 58,126,866 | 1,552,621 | —                   |
| David Maisel    | 57,976,080 | 1,703,407 | —                   |
| Keyur Patel     | 58,275,389 | 1,404,098 | —                   |
| Wendy Schoppert | 58,068,167 | 1,611,320 | —                   |
| Paul Sutherland | 58,121,826 | 1,557,661 | —                   |

Item 9.01 Financial Statements and Exhibits  
(d) Exhibits

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Exhibit No. Description of Exhibit

99.1 Press Release issued by Gaia on May 7, 2018

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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.

GAIA, INC.

By: /s/ Paul Tarell  
Name: Paul Tarell  
Title: Chief Financial Officer

Date: May 7, 2018