
**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 3, 2018 (December 27, 2017)**

FRANKLY INC.

(Exact name of registrant as specified in its charter)

British Columbia

(State or other jurisdiction
of incorporation)

000-55821

(Commission
File Number)

98-1230527

(IRS Employer
Identification No.)

333 Bryant Street, Suite 310

San Francisco, CA 94107

(Address of principal executive offices) (Zip code)

(415) 861-9797

(Registrant's telephone number, including area code)

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))

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 1.01 Entry into a Material Definitive Agreement.

On August 31, 2016, we had entered into (i) a \$14.5 million credit facility pursuant to a credit agreement, as amended on December 20, 2016, March 30, 2017, May 25, 2017 and October 25, 2017 (the “**Credit Agreement**”) with Raycom Media, Inc. (“**Raycom**”) and (ii) a share purchase agreement, as amended on December 20, 2016, March 30, 2017, May 25, 2017 and October 25, 2017 (the “**Raycom SPA**”) with Raycom pursuant to which we issued 150,200 common shares in exchange for a promissory note previously issued by us to Raycom. See the section “Item 2. Financial Information—Management’s Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—The August 2016 Refinancing” in the registration statement on Form 10, filed with the Securities and Exchange Commission on August 7, 2017 for a description of the Credit Agreement and the Raycom SPA.

On December 27, 2017, we further amended the Raycom SPA and the Credit Agreement (the “**Raycom Amendment**”), pursuant to which Raycom and we agreed to extend (i) the time periods for increasing the size of our board of directors to seven from December 31, 2017 to March 31, 2018 and (ii) the period for commencement of the Total Leverage Ratio and Interest Coverage Ratio covenants (as such terms are defined in the Credit Agreement) from the calendar quarter ending December 31, 2017 to the calendar quarter ending March 31, 2018.

The description of the Raycom SPA, the Credit Agreement and the Raycom Amendment above is qualified in its entirety by reference to the full agreements, as amended, which are attached hereto as Exhibits 10.1, 10.2, 10.3, 10.4, 10.5, 10.6 and 10.7.

Item 8.01. Other Events.

In connection with the Raycom Amendment described in Item 1.01 of this Current Report, the Company issued a press release on January 3, 2018. This press release is attached to this Current Report as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

- 10.1 [Share Purchase Agreement, dated August 31, 2016 by and between Frankly Inc. and Raycom Media, Inc. \(Incorporated by reference from Exhibit 10.11 to Form S-1 \(Registration No. 333-214578\) filed November 10, 2016\)](#)
 - 10.2 [Credit Agreement, dated August 31, 2016 by and between Frankly Inc. and Raycom Media, Inc. \(Incorporated by reference from Exhibit 10.10 to Amendment No. 1 to Form S-1 \(Registration No. 333-214578\) filed January 11, 2017\)](#)
 - 10.3 [Amendment to the Credit Agreement and SPA, dated December 20, 2016 by and between Raycom Media, Inc. and Frankly Inc. \(Incorporated by reference from Exhibit 10.5 to Amendment No. 1 to Form S-1 \(Registration No. 333-214578\) filed January 11, 2017\)](#)
 - 10.4 [Amendment to Credit Agreement, SPA and Raycom Warrant, dated March 30, 2017 by and between Raycom Media, Inc. and Frankly Inc. \(Incorporated by reference from Exhibit 10.27 to Amendment No. 3 to Form S-1 \(Registration No. 333-214578\) filed April 18, 2017\)](#)
 - 10.5 [Amendment to Credit Agreement, SPA and Raycom Warrant, dated May 25, 2017 by and between Raycom Media, Inc. and Frankly Inc. \(Incorporated by reference from Exhibit 10.30 to Amendment No. 7 to Form S-1 \(Registration No. 333-214578\) filed June 2, 2017\)](#)
 - 10.6 [Amendment to Credit Agreement and SPA, dated October 25, 2017 by and between Raycom Media, Inc. and Frankly Inc. \(Incorporated by reference from Exhibit 10.6 to Form 8-K \(File Number 000-55821\) filed October 27, 2017\)](#)
 - 10.7 [Amendment to Credit Agreement and SPA, dated December 27, 2017 by and between Raycom Media, Inc. and Frankly Inc.](#)
 - 99.1 [Press Release](#)
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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.

FRANKLY INC.

Dated: January 3, 2018

By: /s/ Steve Chung

Name: Steve Chung

Title: Chief Executive Officer

Frankly Media, LLC
27-10 Queens Plaza North, Suite 502
Long Island City, NY 11101

December 27, 2017

Mr. Warren Spector
Raycom Media, Inc.
201 Monroe Street
RSA Tower, 20th Floor
Montgomery, AL 36104

Re: Amendments of Frankly Agreements

Dear Warren,

When signed below, the agreements referenced below between Frankly Inc. (“Frankly”) and Raycom Media, Inc. (“Raycom”) will be further amended as follows:

1. Share Purchase Agreement: Under Section 4.2.1 of the Securities Purchase Agreement dated June 26, 2017 (as previously amended, the “SPA”) between Raycom and Frankly, Frankly is required to increase the number of directors on its Board by two by December 31, 2017. Section 4.2.1 of the SPA is hereby amended to change the December 31, 2017 date to March 31, 2018.
2. Credit Agreement: Financial Covenants – Sections 9.2.1 (Total Leverage Ratio) and 9.2.2 (Interest Coverage Ratio) of the Credit Agreement provide a schedule of dates that Frankly will become subject to various financial covenant ratios. Each of the calendar quarter end dates identified in Section 9.2.1 (Total Leverage Ratio) and Section 9.2.2 (Interest Coverage Ratio) of the Credit Agreement is hereby revised to a date that is one calendar quarter later than the date indicated (e.g. 12/31/17 revised to 3/31/18).

Except as amended herein, SPA and Credit Agreement will continue in full force and effect. If the foregoing is acceptable, please return a signed copy of this amendment to us at your earliest convenience.

Frankly Inc.

By: /s/ Lou Schwartz

Lou Schwartz
CFO/COO

Accepted and Agreed:

Raycom Media, Inc.

By: /s/ Warren Spector

Name: Warren Spector

Title: CFO



Frankly Enters Into Raycom Amendments

SAN FRANCISCO, CA – January 3, 2018 – **Frankly Inc.** (TSX VENTURE: TLK) (Frankly), a leader in transforming local TV broadcast and media companies by enabling them to publish and monetize their digital content across multiple platforms, has entered into amendments of the Securities Purchase Agreement between Raycom Media, Inc. (“Raycom”) and Frankly dated June 26, 2017 (the “SPA”) and the Credit Agreement between Raycom and Frankly dated August 31, 2016 (the “Credit Agreement”).

Under the amendment of the SPA, the date by which Frankly is required to increase the size of its Board by two directors has been extended from December 31, 2017 to March 31, 2018. Under the amendment of the Credit Agreement, the period for commencement of the Total Leverage Ratio and Interest Coverage Ratio covenants has been extended from the calendar quarter ending December 31, 2017 to the calendar quarter ending March 31, 2018.

About Frankly

Frankly (TSX VENTURE: TLK) builds an integrated software platform for media companies to create, distribute, analyze and monetize their content across all of their digital properties on web, mobile and TV. Its customers include NBC, ABC, CBS and FOX affiliates. The company is headquartered in San Francisco with major offices in New York. To learn more, visit www.franklyinc.com.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Notice Regarding Forward-Looking Statements

This release includes forward-looking statements regarding Frankly and its business. Forward-looking information is generally identifiable by use of the words “believes,” “may,” “plans,” “will,” “anticipates,” “intends,” “could”, “estimates”, “expects”, “forecasts”, “projects” and similar expressions, and the negative of such expressions. Forward-looking statements in this release include, without limitation, statements relating to the ability of Frankly to help businesses monetize content. Forward-looking events and circumstances discussed in this release may not occur in any expected timeframes or at all. The actual results of circumstances could differ materially from any forward-looking statement as a result of known and unknown risk factors and uncertainties affecting the company.

Forward-looking information is based on assumptions, estimates, analysis and opinions of management that it believes to be relevant and reasonable in light of its experience and perception of trends, current conditions and expected developments, and other circumstances as of the date such statements are made. Although Frankly has attempted to identify important factors that could cause actual results to differ materially from those contained in any forward-looking statement, there may be other factors that cause results not to be as anticipated.

No forward-looking statement can be guaranteed and accordingly, readers should not place undue reliance on forward-looking information. Except as required by applicable securities laws, forward-looking statements speak only as of the date on which they are made and Frankly undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

Company Contact:

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