
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): June 4, 2015

NEULION, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

000-53620
(Commission File Number)

98-0469479
(IRS Employer Identification No.)

1600 Old Country Road, Plainview, NY
(Address of Principal Executive Offices)

11803
(Zip Code)

(516) 622-8300
(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))
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Item 5.02(b) Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

NeuLion, Inc. (the "Company") held its Annual Meeting of Stockholders (the "Annual Meeting") on June 4, 2015. Prior to the Annual Meeting, the Board of Directors of the Company consisted of 11 directors. As disclosed in the proxy statement of the Company dated April 27, 2015, G. Scott Paterson and John R. Anderson asked the Company not to nominate them for re-election at the Annual Meeting. The Company determined that the size of the Board would be reduced to nine directors, and that therefore only nine directors would be nominated for election at the Annual Meeting. As such, Messrs. Paterson and Anderson are no longer directors of the Company, effective upon expiration of their one-year term on June 4, 2015. The resignations were not the result of any disagreement with the Company on any matter relating to the Company's operations, policies or practices.

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

Summarized below are the results of the matters voted on at the Annual Meeting:

Matters Voted On	For	Against	Abstain	Broker Non Votes
To elect nine directors of the Company:				
Gabriel A. Battista	173,464,086	160,730	56,700	7,892,130
Robert E. Bostrom	173,523,036	105,880	52,600	7,892,130
John A. Coelho	173,538,836	92,580	50,100	7,892,130
James R. Hale	173,542,036	89,380	50,100	7,892,130
Shirley Strum Kenny	173,431,634	197,282	52,600	7,892,130
David Kronfeld	173,508,786	120,630	52,100	7,892,130
Nancy Li	173,453,336	188,680	39,500	7,892,130
Roy E. Reichbach	165,001,038	8,630,378	50,100	7,892,130
Charles B. Wang	173,469,986	169,430	42,100	7,892,130
To ratify the appointment of EisnerAmper LLP as the Company's independent registered public accountants for the fiscal year ending December 31, 2015	181,508,879	17,650	47,117	0
To approve the conversion of a note, in the principal amount of US\$27,000,000, issued to PCF 1, LLC in connection with the Company's acquisition of DivX Corporation into shares of common stock of the Company, at a conversion price of US\$1.044853	137,614,877	143,523	35,923,116	7,892,130
To approve an amendment to the Amended and Restated NeuLion, Inc. 2012 Omnibus Securities and Incentive Plan (the "2012 Plan") to increase the number of shares of the Company's common stock that may be issued under the 2012 Plan from 30,000,000 to 50,000,000	165,696,248	7,956,741	28,527	7,892,130

As a result of the voting at the Annual Meeting, each of the nominees for director named above was re-elected and each of the proposals described above was approved by the Company's stockholders.

Item 8.01 Other Events.

At the Annual Meeting, the Company's management presented certain financial and market-related information to its stockholders via a PowerPoint presentation, a copy of which is being filed as Exhibit 99.1 to this Form 8-K and is also available on the Company's website at www.neulion.com.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are filed herewith:

<u>Exhibit Number</u>	<u>Description</u>
99.1	Annual Meeting of Stockholders Presentation

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.

NEULION, INC.

Date: June 4, 2015

By: /s/ Roy E. Reichbach

Name: Roy E. Reichbach

Title: General Counsel and Corporate Secretary

EXHIBIT LIST

Exhibit Number	Description
99.1	Annual Meeting of Stockholders Presentation



NeuLion

POWERING THE NEXT-GENERATION VIDEO EXPERIENCE

Annual Meeting of Stockholders | June 4, 2015

1 NeuLion Confidential

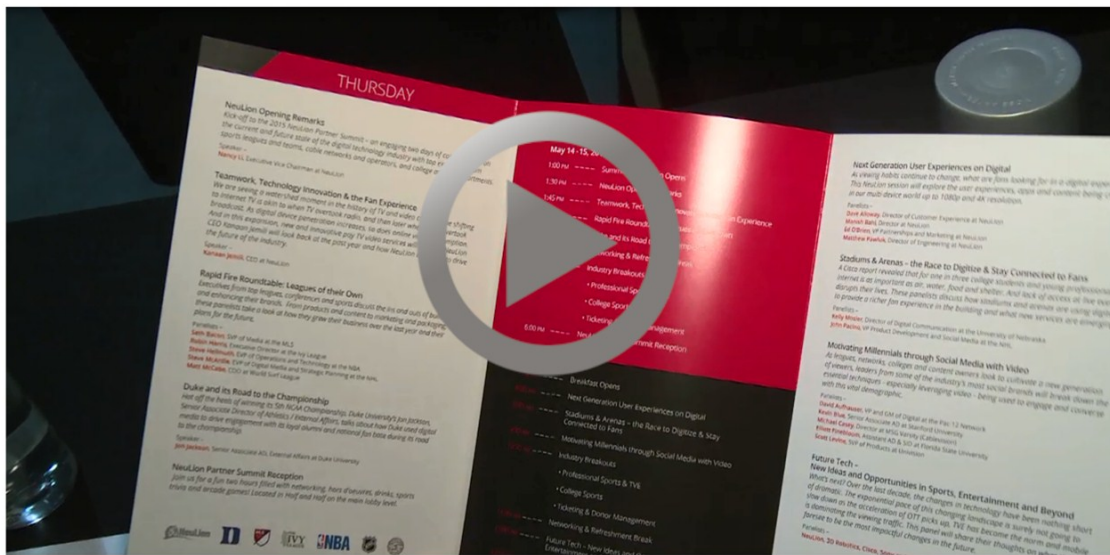


Charles B. Wang
Chairman

NeuLion Partner Summit Opening Video



NeuLion Partner Summit Recap Video



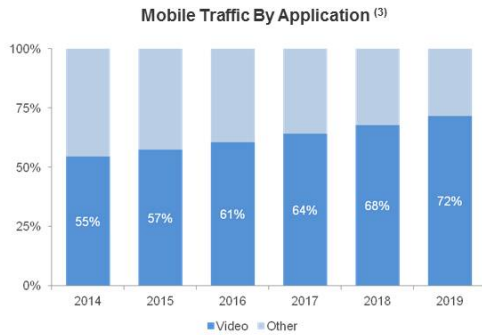
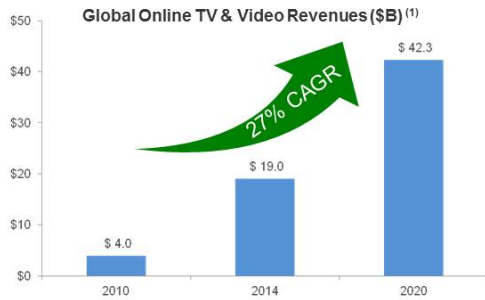
Roy E. Reichbach
General Counsel & Corporate Secretary

Forward-Looking Statements

Certain statements herein are forward-looking statements and represent NeuLion's current intentions in respect of future activities. Forward-looking statements can be identified by the use of the words "will," "expect," "seek," "anticipate," "believe," "plan," "estimate," "expect," and "intend" and statements that an event or result "may," "will," "can," "should," "could," or "might" occur or be achieved and other similar expressions. These statements, in addressing future events and conditions, involve inherent risks and uncertainties. Although the forward-looking statements contained in this presentation are based upon what management believes to be reasonable assumptions, NeuLion cannot assure readers that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this presentation and NeuLion assumes no obligation to update or revise them to reflect new events or circumstances, except as required by law. Many factors could cause NeuLion's actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements, including: our ability to derive anticipated benefits from the acquisition of DivX; our ability to successfully integrate the operations of DivX; our ability to realize some or all of the anticipated benefits of our partnerships; general economic and market segment conditions; our customers' subscriber levels and financial health; our ability to pursue and consummate acquisitions in a timely manner; our continued relationships with our customers; our ability to negotiate favorable terms for contract renewals; competitor activity; product capability and acceptance rates; technology changes; regulatory changes; foreign exchange risk; interest rate risk; and credit risk. These factors should be considered carefully and readers should not place undue reliance on the forward-looking statements. A more detailed assessment of the risks that could cause actual results to materially differ from current expectations is contained in the "Risk Factors" section of NeuLion's Annual Report on Form 10-K for the fiscal year ended December 31, 2014, which is available on www.sec.gov and filed on www.sedar.com.

Chris Wagner
Executive Vice President

Massive Market Undergoing Fundamental Shift



- Video consumption dominates online activity – 78% of all consumer traffic by 2018 (2)
- More video across more devices - 26% of online video views came from a mobile device, a 57% YoY increase (3)
- Online TV adoption is accelerating via game consoles and OTT devices - 388% YoY increase in amount of authenticated online TV videos for Q2 2014 (3)

Notes:
 (1) Source: Digital TV Research
 (2) Cisco VNI Global IP Traffic Forecast 2013-2018, as of June 2014
 (3) Adobe U.S. Digital Video Benchmark Q2 2014

The Industry is Going All-in with 4K

Availability of 4K-enabled devices is increasing rapidly...

- 11.6 million 4K-enabled units were shipped in 2014, up nearly 700% year on year
- 4K adoption is forecast to grow quickly with over 100 million shipments projected in 2018, representing 38% of the total TV market

Source: Futuresource Consulting, 12/19/14

...while prices are dropping just as rapidly...

- Prices for 4K TVs are falling fast, dropping by about 85% worldwide in just two years.

Source: Business Insider, 9/2/14

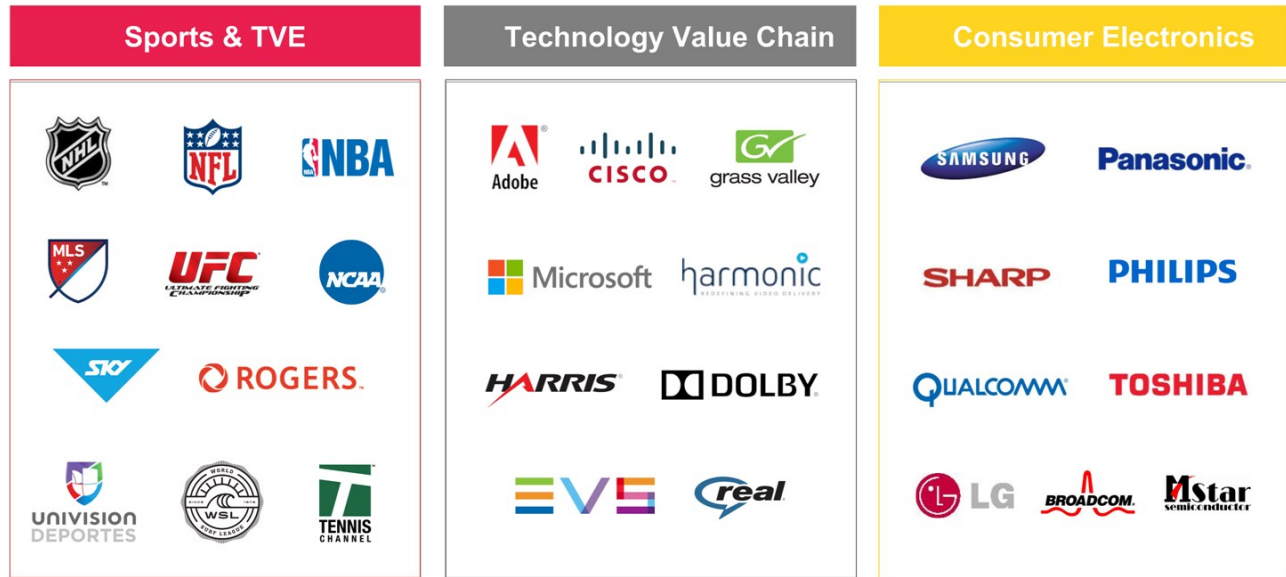
...and 4K content libraries grow.

- Major OTT content providers are beginning to offer 4K content to subscribers: Amazon (free with Amazon Prime), Netflix (addl. \$3/month)
- Comcast recently partnered with Samsung to deliver select 4K content to customers with 2014 Samsung 4K TVs; new X1 set-top box = 4K-ready.

Source: Digital Trends, 12/9/14

Key Customers Throughout Entire Ecosystem

From content creators & providers to technology and consumer electronics



NeuLion is Device Agnostic



Smartphones & Tablets









Smart TVs



Gaming Devices & 3rd Party STB



NeuLion by the Numbers

	DELIVERED OVER 50,000 LIVE EVENTS IN 2014, OVER 150 PER DAY
	STREAM 300+ LIVE LINEAR CHANNELS 24 HOURS A DAY
	OVER 1 BILLION DEVICES AND 1 BILLION DOWNLOADS IN MARKET
	25 MILLION APPLICATION DOWNLOADS
	7.6 MILLION CONSUMER TRANSACTIONS
	1.5 MILLION VIDEO ASSETS MANAGED BY THE NEULION PLATFORM

Investment Highlights

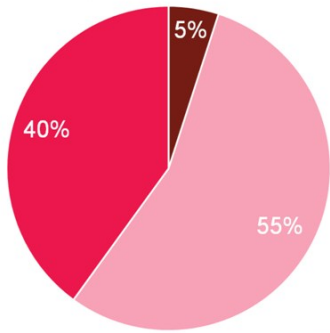
- **Fundamental Shift to OTT:** NeuLion is at the forefront of a fundamental shift toward Over-The-Top (OTT) services, 4K video and TV Everywhere in fast-growing online video market
- **High Barriers of Entry:** High barriers of entry created by unique service offerings differentiated by delivery of live interactive TV
- **Scalable Business Model:** Scalable business model with sticky customer relationships - ~60% incremental organic revenue flow through to adjusted EBITDA
- **Solid Financials:** Non-GAAP profitable, cash generating business model
- **Knowledgeable & Experienced:** Management team with deep experience



Tim Alavathil
Senior Vice President, Finance

NeuLion Company Revenue Model

Revenue Mix (1)

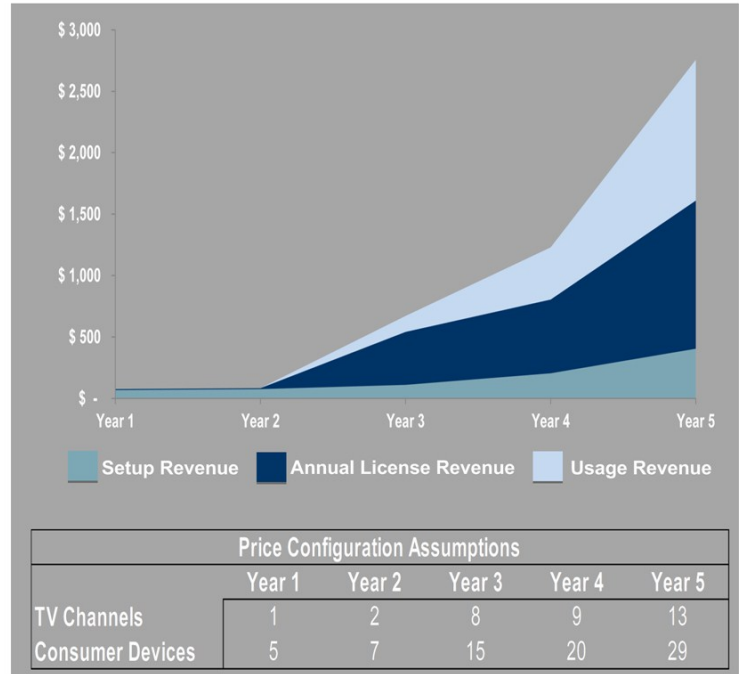


■ Setup/Dev
 ■ Fixed/License Fees
 ■ Variable

- License fees create annuity revenue stream
- Variable revenue grows with increased usage
 - Larger audience
 - More content, features, devices
 - Added events

Note:
(1)Source: Management estimate, based on historical results.

NeuLion Platform Customer Value



Price Configuration Assumptions					
	Year 1	Year 2	Year 3	Year 4	Year 5
TV Channels	1	2	8	9	13
Consumer Devices	5	7	15	20	29

Income Statement Highlights

	Q1'15	Q4'14	Q3'14	Q2' 14	Q1'14
Total Revenue	\$21.7	\$16.5	\$12.2	\$13.4	\$13.5
Cost of Revenue as a % of Revenue	20%	25%	23%	26%	26%
SG&A*	\$9.9	\$8.0	\$6.3	\$6.4	\$6.4
R&D	\$5.3	\$2.1	\$2.1	\$2.2	\$2.0
Non-GAAP Adjusted EBITDA	\$6.8	\$3.5	\$1.3	\$1.6	\$2.0
GAAP Net Income (Loss)	\$(0.5)	\$1.6	\$0.2	\$0.6	\$1.1
Diluted EPS	\$0.00	\$0.01	\$0.00	\$0.00	\$0.00

- High margin business with increasing revenue momentum
- Crossed over to GAAP profitability in Q4 2013
- First and fourth quarters are seasonally strongest
- Q1 2015 includes 2 months of DIVX

Scalable Business Model with High Operating Leverage

*Includes stock based compensation

1Q Balance Sheet Highlights

(in \$000)	3/31/2015	12/31/2014
Cash & Equivalents	35,225	25,898
Receivables	31,177	8,056 *
Total Current Assets	70,435	36,287
Payables	12,201	14,362
Deferred Revenue	10,978	9,602
Total Current Liabilities	31,400	29,212
Convertible Note and Note Derivative**	27,119	0
Working Capital	39,035	7,075
Other Long-Term Liabilities	7,268	2,673
Total Redeemable Preferred Stock	14,962	14,955
Total Equity	37,284	5,099
Total Liabilities and Equity	118,034	51,938

* Reflects accounting for the DivX acquisition
 ** Part of the consideration for the DivX acquisition

Charles B. Wang

Q&A



Thank you!