
**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): **October 27, 2017 (October 25, 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 a \$14.5 million credit facility (the “**Credit Facility**”) under a credit agreement, as amended on December 20, 2016, March 30, 2017 and June 26, 2017 (the “**Credit Agreement**”) with Raycom Media, Inc. (“**Raycom**”). On June 26, 2017, we entered into a Securities Purchase Agreement with Raycom (the “**Raycom Agreement**”) dated June 26, 2017, pursuant to which we agreed to issue to Raycom common shares and warrants in exchange for a US\$7,000,000 reduction in the principal amount of indebtedness due to Raycom pursuant to the Credit Agreement and the associated promissory note. See the sections entitled “Item 2. Financial Information—Management’s Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—The August 2016 Refinancing” and “Item 2. Financial Information—Management’s Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—Recent Developments—Raycom Conversion 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 Agreement.

On October 25, 2017, we further amended the Raycom Agreement and the Credit Agreement (the “**Raycom Amendment**”), pursuant to which Raycom and we agreed to (i) extend the time period for the enlargement of the Board to seven members to the earlier of, and subject to shareholder approval: (a) 45 days following the effective date of a Form S-1 registration statement, or (b) December 31, 2017, and (ii) amend the date upon which the application of proceeds from an initial public offering in the U.S. and listing of the Company's common shares on Nasdaq would be credited to mandatory payments due under the Credit Agreement from June 30, 2017 to December 31, 2017.

The description of the Raycom Agreement and the Credit Agreement above is qualified in its entirety by reference to the full agreements and amendments and are attached hereto as Exhibits 10.1 through 10.6.

Item 7.01. Regulation FD Disclosure

In connection with the Raycom Amendment described in Item 1.01 of this Current Report, the Company issued a press release on October 27, 2017. This press release is attached to this Current Report as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

- 10.1 [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\)](#)
- 10.2 [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\)](#)
- 10.3 [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\)](#)
- 10.4 [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\)](#)
- 10.5 [Securities Purchase Agreement dated June 26, 2017 Raycom Media, Inc. and Frankly Inc. \(the “Raycom Agreement”\) \(Incorporated by reference from Exhibit 10.31 to Amendment No. 9 to Form S-1 \(Registration No. 333-214578\) filed June 27, 2017\)](#)
- 10.6 [Amendment dated October 25, 2017 to the Raycom Agreement by and between Raycom Media, Inc. and Frankly Inc.](#)
- 99.1 [Press Release](#)

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: October 27, 2017

By: /s/ Steve Chung

Name: Steve Chung

Title: Chief Executive Officer

Frankly Inc.
27-10 Queens Plaza North, Suite 502
Long Island City, NY 11101

October 25, 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 ("SPA") between Raycom and Frankly, Frankly is required to increase the number of directors on its Board by two by September 30, 2017. Section 4.2.1 of the SPA is hereby amended to change the September 30, 2017 date to December 31, 2017.
2. Credit Agreement: NASDAQ Capital Raise - Reference is made to the Credit Agreement between Raycom and Frankly dated August 31, 2016 (as previously amended, the "Credit Agreement"). Under Sections 4.3.2.4 and 4.2.2.5 of the Credit Agreement, whether the mandatory payments to be made by Frankly in connection with a NASDAQ capital raise are credited to mandatory payments due from Frankly under Sections 4.3.2.1 and 4.3.2.2 of the Credit Agreement depends on whether Frankly's NASDAQ capital raise is "completed by May 31, 2017," thereafter amended to June 30, 2017. The parties have agreed to extend the June 30, 2017 date to December 31, 2017. Accordingly, the amended references to "June 30, 2017," contained in Sections 4.3.2.4 and 4.2.2.5 of the Credit Agreement are hereby replaced with "December 31, 2017."

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/ Louis Schwartz

Louis Schwartz
CFO/COO

Accepted and Agreed:

Raycom Media, Inc.

By: /s/ Warren Spector

Name: Warren Spector

Title: CFO



Frankly Announces Results from Shareholder Meeting; Amendment of Raycom Agreements

SAN FRANCISCO, CA – October 27, 2017 – 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, announces the following:

Annual General and Special Meeting of Shareholders – The Company held its annual general and special meeting of shareholders on October 20, 2017, and reports that Steve Chung, Tom Rogers, Choong Sik (Samuel) Hyun, Joseph Fiveash, III and Steven Zenz, being all of the nominee directors listed in Frankly’s management information circular dated August 25, 2017, were elected as directors of Frankly. The other items of business approved at the Meeting included (i) the appointment of Baker Tilly Virchow Krause LLP as the independent auditor for Frankly for the fiscal year ending December 31, 2017, and (ii) the approval of Frankly’s amended and restated equity incentive plan.

Raycom Amendments – Pursuant to an amendment of October 1, 2011 Website Software and Services Agreement between Frankly Media LLC and Raycom Media, Inc., recoupment of the \$5,000,000 advance of license fees paid by Raycom under the Agreement will commence on January 1, 2018. Separately, pursuant to an amendment of the June 26, 2017 Share Purchase Agreement between Frankly Inc. and Raycom Media, Inc., the date for enlargement of the Frankly Board to seven members has been extended until December 31, 2017. Finally, pursuant to an amendment of the August 31, 2016 Credit Agreement between Frankly Inc. and Raycom Media, Inc., the parties have extended until December 31, 2017, as the period in which mandatory loan repayments to Raycom in connection with a NASDAQ capital raise will be credited against other mandatory repayments to be made to Raycom under the Credit Agreement.

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:

Steve Chung, CEO
press@franklyinc.com

Frankly Investor Relations Contact:

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