UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A
(Amendment No. 1)
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 31, 2020**

Live Ventures Incorporated
(Exact Name of Registrant as Specified in Charter)

Nevada	**001-33937**	**85-0206668**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

325 E. Warm Springs Road, Suite 102
Las Vegas, NV 89119
(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: **(702) 997-5968**

Not Applicable
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.001 par value per share	LIVE	The NASDAQ Stock Market LLC (The NASDAQ Capital Market)

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. ☐

Introductory Note.

This Form 8-K/A is being filed for the purpose of filing the financial statements and pro forma financial information required by Item 9.01 with respect to the Current Report on Form 8-K filed by Live Ventures Incorporated (the "Company") with the U.S. Securities and Exchange Commission (the "SEC") on February 6, 2020 (the "February 6, 2020 8-K") in connection with the consummation on January 31, 2020 of the transactions contemplated by the Purchase Agreement (as defined below) and the First Amendment (as defined below). Pursuant to the Stock Purchase Agreement and the First Amendment, on January 31, 2020, Marquis Affiliated Holdings LLC ("MAH"), a wholly-owned subsidiary of the Company, acquired all of the issued and outstanding shares of capital stock of Lonesome Oak Trading Co., Inc. ("Lonesome Oak").

Item 1.01. Entry into a Material Definitive Agreement.

Item 2.01. Completion of Acquisition or Disposition of Assets.

On January 31, 2020, MAH (i) entered into the First Amendment (the "First Amendment") to Purchase Agreement (the "Purchase Agreement") with Lonesome Oak and J. Chadwick McEntire ("McEntire"), pursuant to which, among other things (u) the purchase price was reduced to $2.0 million, of which $1.45 million was held back to satisfy claims for indemnity arising out of breaches of certain representations, warranties, and covenants, and certain other enumerated items, if any, (v) the payment terms with respect to amounts owed by Lonesome Oak to certain related parties were amended, (w) clarified what constituted an Inventory Loss (as such term is defined in the Purchase Agreement), (x) deleted the condition precedent that MAH be satisfied with the results of its due diligence investigation, (y) extended the outside date to which MAH may terminate the purchase agreement to January 31, 2020, and (z) amended certain exhibits to the Purchase Agreement, and (ii) completed the acquisition of Lonesome Oak.

The material terms of the Purchase Agreement were previously reported in Item 1.01 of the Company's Current Report on Form 8-K filed on November 6, 2019, which is incorporated herein by reference. The foregoing descriptions of the Purchase Agreement and the First Amendment and the transactions contemplated thereby do not purport to be complete and are qualified in their entirety by reference to the full text of the Purchase Agreement and the First Amendment, copies of which are attached as Exhibits 2.3 and 2.4, respectively, to the February 6, 2020 8-K and are incorporated herein by reference.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

In connection with the acquisition of Lonesome Oak, MAH, Marquis Industries, Inc., a subsidiary of the Company and MAH ("Marquis"), and Lonesome Oak entered into a Consent, Joinder and Eighth Amendment to Loan and Security Agreement with Bank of America, N.A. ("BofA"), dated January 31, 2020 (the "Eighth Amendment"). The Eighth Amendment amends, modifies, restates or supplements the Loan and Security Agreement, dated as of July 6, 2015, as amended from time to time, among MAH, Marquis and BofA (the "Senior Credit Facility") to, among other things, (a) consent to MAH's acquisition of Lonesome Oak, (b) join Lonesome Oak as a borrower under the Senior Credit Facility, (c) increase BofA's commitment to make revolver loans and to issue letters of credit under the Senior Credit Facility from $15 million in the aggregate to $25 million in the aggregate, and (d) extend the termination date under the Senior Credit Facility from July 6, 2020 to January 31, 2025. In addition, the Eighth Amendment modifies the borrowing base under the Senior Credit Facility to allow the borrowers to borrow up to 85% of eligible accounts receivable, plus the lesser of (i) $12.5 million; (ii) 65% of the value of eligible inventory; or (iii) 85% of the appraisal value of the eligible inventory. As of January 31, 2020, total net additional availability under the Senior Credit Facility was approximately $13.6 million; with approximately $1.2 million outstanding and outstanding standby letters of credit of approximately $72 thousand.

In connection with the acquisition of Lonesome Oak and the Eighth Amendment, MAH, Marquis and Lonesome Oak entered into a Consent, Joinder and First Amendment to Loan and Security Agreement with Isaac Capital Fund I, LLC ("Isaac Capital"), dated January 31, 2020 (the "First Mezzanine Amendment"). The First Mezzanine Amendment amends, modifies, restates or supplements the Loan and Security Agreement, dated as of July 6, 2015, among MAH, Marquis and Isaac Capital (the "Mezzanine Credit Facility") to, among other things, (a) consent to MAH's acquisition of Lonesome Oak, (b) join Lonesome Oak as a borrower under the Mezzanine Credit Facility, and (c) extend the maturity date under the Mezzanine Credit Facility from January 6, 2021 to May 1, 2025. As of January 31, 2020, there was $2.0 million outstanding under the Mezzanine Credit Facility.

The foregoing descriptions of the Eighth Amendment and the First Mezzanine Amendment and the transactions contemplated thereby do not purport to be complete and are qualified in their entirety by reference to the full texts of the Eighth Amendment and the First Mezzanine Amendment, copies of which are attached as Exhibits 10.1 and 10.2 respectively, to the February 6, 2020 Form 8-K and are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(a) Financial Statements of Business Acquired.

The audited consolidated balance sheets of Lonesome Oak as of December 31, 2019 and 2018 and the audited consolidated statements of operations, changes in equity and cash flows for each of the two years in the period ended December 31, 2019, and the notes thereto, are attached hereto as Exhibit 99.1.

(b) Pro Forma Financial Information.

The unaudited pro forma condensed combined balance sheet as of December 31, 2019 and the unaudited pro forma condensed combined statements of income for the year ended September 30, 2019 and the three months ended December 31, 2019 Live Ventures Incorporated are hereby filed as Exhibit 99.2 to this Current Report on Form 8-K/A and incorporated herein by reference. Such unaudited pro forma condensed combined financial statements are not necessarily indicative of the financial position that actually would have existed or the operating results that actually would have been achieved if the adjustments set forth therein had been in effect as of the dates and for the periods indicated or that may be achieved in future periods and should be read in conjunction with the historical financial statements of Live and Lonesome Oak.

(d) Exhibits.

The following exhibits are attached hereto:

Exhibit Number	Description
2.3*	Purchase Agreement dated November 1, 2019, by and among Marquis Affiliated Holdings LLC, Lonesome Oak Trading Co., Inc., and J. Chadwick McEntire (incorporated by reference to Exhibit 2.3 to Live Ventures Incorporated's Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on February 6, 2020)
2.4*	First Amendment to Purchase Agreement dated January 31, 2020, by and among Marquis Affiliated Holdings LLC, Lonesome Oak Trading Co., Inc., and J. Chadwick McEntire (incorporated by reference to Exhibit 2.4 to Live Ventures Incorporated's Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on February 6, 2020)
23.1	Consent of WSRP, LLC independent auditor
23.2	Consent of Fred A. Mayfield & Company independent auditor
10.1*	Consent, Joinder and Eighth Amendment to Loan and Security Agreement dated January 31, 2020 among Marquis Affiliated Holdings LLC, Marquis Industries, Inc., Lonesome Oak Trading Co., Inc., and Bank of America, N.A. (incorporated by reference to Exhibit 10.1 to Live Ventures Incorporated's Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on February 6, 2020)
10.2*	Consent, Joinder and First Amendment to Loan and Security Agreement by and among Marquis Affiliated Holdings LLC, Marquis Industries, Inc., Lonesome Oak Trading Co., Inc., and Isaac Capital Fund I, LLC as Lender (incorporated by reference to Exhibit 10.2 to Live Ventures Incorporated's Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on February 6, 2020)
99.1	Audited consolidated financial statements of Lonesome Oak Trading Co., Inc. and the notes thereto as of December 28, 2019 and the year then ended.
99.2	Unaudited pro forma combined financial statements of Live Ventures Incorporated and as of December 31, 2018, for the year ended September 30, 2019 and the quarter ended December 31, 2019.

* Previously filed

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, we have duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LIVE VENTURES INCORPORATED

By: /s/ Jon Isaac
Name: Jon Isaac
Title: President and Chief Executive Officer

Dated: April 16, 2020

Exhibit 23.1

CONSENT OF INDEPENDENT AUDITOR

We consent to the incorporation by reference in Registration Statement on Form S-8 (No. 333-198205) of Live Ventures Incorporated of our report dated April 13, 2020 with respect to the consolidated financial statements of Lonesome Oak Trading Co., Inc., as of December 28, 2019, and the related notes, which report appears in the Current Report on Form 8-K/A of Live Ventures Incorporated dated April 16, 2020.

/s/ WSRP, LLC
Salt Lake City, Utah
April 16, 2020

Exhibit 23.2

CONSENT OF INDEPENDENT AUDITOR

We consent to the incorporation by reference in Registration Statement on Form S-8 (No. 333-198205) of Live Ventures Incorporated of our report dated February 18, 2019 with respect to the consolidated financial statements of Lonesome Oak Trading Co., Inc., as of December 29, 2018, and related notes, which report appears in the Current Report on Form 8-K/A of Live Ventures Incorporated dated April 16, 2020.

/s/ FRED A. MAYFIED & COMPANY
Dalton, Georgia
April 16, 2020

Exhibit 99.1

LONESOME OAK TRADING CO., INC

FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 28, 2019 AND DECEMBER 29, 2018

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Stockholder of Lonesome Oak Trading Co., Inc.
Chatsworth, GA

We have audited the accompanying financial statements of Lonesome Oak Trading Co., Inc. (the Company), which comprise the balance sheet as of December 28, 2019, and the related statements of operations, changes in stockholder's equity, and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position ofLonesome Oak Trading Co., Inc. as of December 28, 2019, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Substantial Doubt about the Company's Ability to Continue as a Going Concern

The accompanying financial statements have been prepared assuming that Lonesome Oak Trading Co., Inc. will continue as a going concern. As discussed in Note 2 to the financial statements, Lonesome Oak Trading Co., Inc. has incurred significant losses with substantial debt outstanding at year end which raise substantial doubt about its ability to continue as a going concern. Management's evaluation of the events and conditions and management's plans regarding those matters are also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. Our opinion is not modified with respect to that matter.

/s/ WSRP, LLC

Salt Lake City, Utah

April 13, 2020

INDEPENDENT AUDITORS' REPORT

To the Board of Directors of Lonesome Oak Trading Co., Inc.

We have audited the accompanying financial statements of Lonesome Oak Trading Co., Inc. (a Georgia corporation), which comprise the balance sheet as of December 29, 2018, and the related statements of operations, accumulated deficit, and cash flow for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financials statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's inertial control. Accordingly, we express no such opinion. An audit also includes evaluation the appropriateness of accounting policies used, and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Lonesome Oak Trading Co., Inc. as of December 29, 2018, and the results of its operations and its cash flow for the year then ended in accordance with accounting principles generally accepted int eh United States of America.

Substantial Doubt about the Company's Ability to Continue as a Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, As discussed in Note 2 to the financial statements the existence of certain matters raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. Our opinion is not modified with respect to that matter.

/s/ FRED A. MAYFIED & COMPANY

Dalton, Georgia

February 18, 2019

LONESOME OAK TRADING CO., INC
BALANCE SHEETS

(Stated in thousands of dollars, except share amounts)

	December 28, 2019	December 29, 2018
Assets		
Cash	$ 182	$ —
Trade receivables, net	5,306	4,357
Accounts receivable - related party	454	72
Repealed tariffs receivable	234	—
Inventory	16,892	18,504
Prepaid expenses	83	49
Total current assets	23,151	22,982
Property and equipment, net	3,326	4,102
Other	116	152
Total assets	$ 26,593	$ 27,236
Liabilities and Stockholder's Equity		
Liabilities:		
Accounts payable	$ 7,681	$ 5,524
Accounts payable - related party	4,691	4,748
Accrued expenses	1,510	578
Bank Overdraft	344	358
Bank line-of-credit	8,256	9,597
Current portion of long-term debt	850	942
Current portion of capital lease obligations	—	43
Total current liabilities	23,332	21,790
Long-term debt, net of current portion	—	813
Total liabilities	23,332	22,603
Commitments and contingencies		
Stockholder's equity:		
Common stock, no par value, 1,000,000 shares authorized, 10,000 shares issued and outstanding at December 28, 2019 and December 29, 2018, respectively	5	5
Paid in capital	7,545	7,014
Accumulated deficit	(4,289)	(2,386)
Total stockholder's equity	3,261	4,633
Total liabilities and stockholder's equity	$ 26,593	$ 27,236

The accompanying notes are an integral part of these financial statements.

LONESOME OAK TRADING CO., INC
STATEMENTS OF OPERATIONS
(Stated in thousands of dollars)

	December 28, 2019	December 29, 2018
Revenues	$ 44,211	$ 47,666
Cost of revenues	40,506	41,689
Gross profit	3,705	5,977
Operating expenses:		
Sales, general and administrative expenses	5,086	5,882
Total operating expenses	5,086	5,882
Operating income (loss)	(1,381)	95
Other (expense) income:		
Interest expense, net	(533)	(504)
Other income	11	15
Total other (expense) income, net	(522)	(489)
Net loss	$ (1,903)	$ (394)

The accompanying notes are an integral part of these financial statements.

LONESOME OAK TRADING CO., INC
STATEMENTS OF CASH FLOW

(Stated in thousands of dollars)

	December 28, 2019	December 29, 2018
OPERATING ACTIVITIES:		
Net loss	$ (1,903)	$ (394)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization	1,074	1,300
Allowance for doubtful accounts	229	60
Inventory and claims reserves	204	—
Gain on sale of fixed assets	(11)	(15)
Changes in assets and liabilities:		
Trade receivables	(1,794)	209
Inventories	1,515	(4,007)
Prepaid expenses	2	(68)
Bank overdraft	(14)	(199)
Accounts payable and accrued liabilities	2,925	1,190
Net cash provided by (used in) operating activities	2,227	(1,924)
INVESTING ACTIVITIES:		
Proceeds from the sale of property and equipment	3	15
Purchase of property and equipment	(291)	(748)
Net cash used in investing activities	(288)	(733)
FINANCING ACTIVITIES:		
Receipt of shareholder receivable	—	2,518
Shareholder capital contribution	531	—
Dividends paid	—	(2,679)
Proceeds from issuance of long-term debt	—	720
Payments on long-term debt	(905)	(729)
Payment of capital lease obligations	(43)	(78)
Net borrowings (payment) on line of credit	(1,340)	2,905
Net cash provided by (used in) financing activities	(1,757)	2,657
INCREASE IN CASH	182	—
CASH, beginning of period	—	—
CASH, end of period	$ 182	$ —
Supplemental cash flow disclosures:		
Interest paid	$ 566	$ 455

The accompanying notes are an integral part of these financial statements.

LONESOME OAK TRADING CO., INC
STATEMENTS OF CHANGES IN STOCKHOLDER'S EQUITY

(Stated in thousands of dollars, except share amounts)

	Common Stock				
	Shares	Amount	Paid-In Capital	Accumulated Deficit	Total Equity
Balance, December 30, 2017	10,000	$ 5	$ 7,014	$ 687	$ 7,706
Dividend distribution	—	—	—	(2,679)	(2,679)
Net loss	—	—	—	(394)	(394)
Balance, December 29, 2018	10,000	5	7,014	(2,386)	4,633
Shareholder contribution	—	—	531	—	531
Net loss	—	—	—	(1,903)	(1,903)
Balance, December 28, 2019	10,000	$ 5	$ 7,545	$ (4,289)	$ 3,261

The accompanying notes are an integral part of these financial statements.

(Stated in thousands of dollars, except per share amounts)

1. OPERATIONS

The Company, located in Eton, Georgia is a tufted textile (carpet) manufacturer. The Company sells carpet primarily domestically and purchases and resells hardwood flooring and luxury vinyl tile.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Company's accounting policies reflect practices common to the industry and conform to generally accepted accounting principles. The more significant accounting policies are summarized below.

Fiscal Year - The Company has elected a fiscal year ending on the Saturday nearest to December 31. The fiscal years ended December 28, 2019 and December 29, 2018 consisted of 52 weeks.

Going Concern – The accompanying financial statements have been prepared on a going concern basis, which contemplates continuity of operations and realization of assets and satisfaction of liabilities in the ordinary course of business. The ability of the Company to continue as a going concern is predicated upon, among other things, the Company renewing or replacing the maturing line of credit continued support of major suppliers through extended credit terms, the Company generating sufficient cash flow to meet its current obligations and a return to profitability.

The Company has a $10,000 line of credit with Synovus Bank. The loan documents include various financial and nonfinancial covenants including a limit on capital expenditure, encumbering assets, incurring debt, compliance with other agreements and applicable laws, restricting dividends, fixed charge ratio and an unqualified audit opinion, all of which the Company is in violation at December 28, 2019 and December 29, 2018.

Estimates - Management uses estimates and assumptions in preparing these financial statements in accordance with generally accepted accounting principles. Those estimates and assumptions affect the reported amounts of assets and liabilities, and the reported revenue and expenses during the periods. Actual results could vary from the estimates that were used.

Fixed Assets - Fixed assets are stated at cost and are depreciated on the double-declining balance method over the following estimated useful lives: Machinery and equipment are 5 to 7 years, Vehicles are 5 years, furniture and equipment are 5 to 7 years, and leasehold improvements are 7 to 39 years.

Leasehold improvements were made to facilities leased from the sole shareholder, see Note 7, Related Party Transactions.

Maintenance, repairs and minor renewals are charged against earnings when incurred. Additions and major renewals are capitalized.

	December 28, 2019	December 29, 2018
Property and equipment, net:		
Machinery and equipment	$ 18,810	$ 18,513
Furnishings and fixtures	332	332
Leasehold improvements	2,481	2,481
	21,623	21,326
Less: Accumulated depreciation	(18,297)	(17,224)
	$ 3,326	$ 4,102

(Stated in thousands of dollars, except per share amounts)

Inventories - Inventories are stated at the lower of first-in, first -out (FIFO) cost omet realizable value and consist of the following:

	December 28, 2019	December 29, 2018
Inventory, net		
Raw materials	$ 7,377	$ 8,817
Work in progress	239	1,194
Finished goods	8,866	8,493
In-transit (finished)	410	—
	$ 16,892	$ 18,504

Income Taxes - The Company has elected to be treated as a pass-through entity for federal and Georgia income tax purposes (Subchapter S status), and, as such, is not subject to income taxes. Rather, all items of taxable income, deductions and tax credits are passed through to and are reported by the sole shareholder on his respective income tax returns. The Company is required to file and does file tax returns with the Internal Revenue Service and other taxing authorities. Accordingly, these financial statements do not reflect a provision for income taxes and the Company has no tax positions which must be considered for disclosure.

Accounts Receivable - The Company grants credit to substantially all of its customers. The Company purchases credit insurance on those customers approved by its credit insurance company. Uninsured customers and partially insured customers are extended credit by the Company on a customer by customer basis. Substantially all accounts receivable at December 28, 2019 and at December 29, 2018 were covered by credit insurance.

An allowance for doubtful accounts is reviewed monthly and determined based on historical experience and management's estimate of potential losses. The allowance for doubtful accounts was $63 and $746 as of December 28, 2019 and at December 29, 2018, respectively.

Credit Risk Concentration - Financial instruments with potential credit risk consist principally of cash and accounts receivable. Concentration of credit risk with respect to receivables includes large numbers of customers being in the floor covering industry and also concentration in a single customer (20% and 14% of the accounts receivable balance at December 28, 2019 and December 29, 2018, respectively). These risks are mitigated with credit insurance and the financial strength of the above-mentioned single customer.

Market Concentration - For the years ending December 28, 2019 and at December 29, 2018, one customer represented 10% and 13% of net sales, respectively. All other customers were less than 5% of net sales.

Revenue Recognition – The Company accounts for its sales revenue in accordance with*Accounting Standards Codification (“ASC”) Topic 606, Revenue from Contracts with Customers (“Topic 606”)* as adopted December 30, 2018, the beginning of the fiscal year. Topic 606 provides a five-step revenue recognition model that is applied to the Company’s customer contracts. Under this model we (i) identify the contract with the customer, (ii) identify our performance obligations in the contract, (iii) determine the transaction price for the contract, (iv) allocate the transaction price to our performance obligations, and (v) recognize revenue when or as we satisfy our performance obligations. The adoption of this standard did not have a material effect on the Company’s financial statements.

Revenue is recognized upon transfer of control of the promised goods or the performance of the services to customers in an amount that reflects the consideration expected to be receive in exchange for those goods or services. The Company enters into contracts that may include various combinations of products and services, which are generally distinct and accounted for as separate performance obligations.

The Company derives revenue primarily from the sale of carpet products, including shipping and handling amounts, which are recognized when the following requirements have been met: (i) there is persuasive evidence of an arrangement, (ii) the sales transaction price is fixed or determinable, (iii) title, ownership and risk of loss have been transferred to the customer, (iv) allocation of sales price to specific performance obligations, and (v) performance obligations are satisfied. At the time revenue is recognized, the Company records a provision for the estimated amount of future returns based primarily on historical experience and any known trends or conditions that exist at the time revenue is recognized. Revenues are recorded net of taxes collected from customers. All direct costs are either paid and or accrued for in the period in which the sale is recorded. Estimated liability for future returns and allowances totaled $190 and $83 at December 28, 2019 and at December 29, 2018, respectively.

(Stated in thousands of dollars, except per share amounts)

3. NOTES PAYABLE AND LONG-TERM DEBT

Notes payable and long-term debt at December 28, 2019 and December 29, 2018 is set forth below:

	December 28, 2019	December 29, 2018
Non-interest bearing equipment note payable in monthly installments of $0.7 through June 2019, secured by equipment.	$ —	$ 4
Non-interest bearing equipment note payable in monthly installments of $0.3 through April 2019, secured by equipment.	—	1
Vehicle note payable in monthly installments of $0.4, including interest at a rate of 5.99% per annum, through October 2021, secured by the vehicle. The note was paid in full in February 2020.	9	14
Bank note payable in monthly installments of $15, including interest at 5.25% per annum, through February 2021, secured by substantially all personal property and the assignment of certain life insurance policies of the stockholder. The note was paid in full in February 2020.	205	371
Bank note payable in monthly installments of $26, including interest at 5.25% per annum, through February 2022, secured by substantially all personal property and the assignment of certain life insurance policies of the stockholder. The note was paid in full in February 2020.	636	905
Non-interest bearing equipment note payable in weekly installments of $10 through September 2019, secured by equipment.	—	460
Total notes payable	850	1,755
Less current portion	(850)	(942)
Long-term portion	$ —	$ 813

4. LINE OF CREDIT

The Company has a $10,000 line of credit which provides for the Company to borrow up to 85% of eligible receivables, 50% of eligible finished goods and 30% of eligible yarn inventory up to $5,000. Borrowings against the line of credit totaled $8,256 and $9,597 at December 28, 2019 and December 29, 2018, respectively.

Line of credit monthly payments are interest only, at the greater of the Synovus Capital Finance Prime rate plus .5% per annum, or 4%. The line was originally due in August 2019 but was extended through the end of 2019 until it was paid-in-full on February 6, 2020.

The line of credit is secured by substantially all personal property, inventory, and accounts receivable proceeds thereof; as well as the assignment of certain life insurance policies and the personal guarantee of the shareholder.

The line of credit and bank notes payable contain covenants including, but not limited to, requiring the Company to maintain certain minimum financial ratios, prohibit certain related party transactions, and restricts the purchase of additional fixed assets. At December 28, 2019 and at December 29, 2018, the Company was in violation of all loan covenants.

5. LEASES

The Company leases material handling equipment under non-cancelable operating leases. Rent expense totaled $49 and $21 for the years ended December 28, 2019 and December 29, 2018, respectively. Future minimum rentals obligations under operating leases are as follows:

2020	$ 22
2021	8
2022	5
2023	3
	$ 38

6. ADVERTISING

Advertising and marketing costs consist of advertising in trade publications and attendance at trade shows. The Company expenses these costs in the period it is incurred. For the years ended December 28, 2019 and December 29, 2018, advertising expense totaled $12 and $159, respectively. As of December 28, 2019, there is also $47 of prepaid costs for a trade show in January 2020.

(Stated in thousands of dollars, except per share amounts)

7. RELATED PARTY TRANSACTIONS

During the years ended December 28, 2019 and December 29, 2018, the Company entered into several related party transactions with Chad McEntire and/or other entities where he is an owner. Mr. McEntire was the sole owner of the Company until January 2020 (see Note 9 for complete discussion regarding change in ownership). The following information details those transactions:

Purchases - for the years ended December 28, 2019 and December 29, 2018, the Company purchased $6,252 and $12,781, respectively, of raw material from an entity which is 99% owned by Mr. McEntire. As of December 28, 2019, and December 29, 2018, the Company owed $3,505 and $4,089, respectively, to this entity. This amount is included in accounts payable for each period.

Sales - The Company sells carpet, yarn and yarn processing services to related parties. For the year ended December 29, 2018, total sales to the related party were $86 and as of December 29, 2018, $13 was remaining in accounts receivable due from the related party. There were no transactions during the year ended December 28, 2019.

Related Party Equipment Lease - The Company leases yarn processing equipment from a partnership owned by a noncorporate related party. The lease requires monthly payments of $14 through January 2021. As of December 28, 2019, and December 29, 2018, lease payments totaling $449 and $275, respectively, are delinquent and are recorded in accounts payable. The Company has the option to purchase the equipment at the end of the lease for $39. Future minimum lease payments under this lease are as follows:

Delinquent	$	449
2020		174
2021		15
	$	638

Net related party equipment lease expense totaled $174 in both 2019 and 2018.

Plant and Office Facilities - The Company rents, on a month-to-month basis, plant facilities from an individual related to the shareholder. The rent is $15 per month. Delinquent rent totaling $360 and $180 (24 and 12 months) is recorded in accounts payable at December 28, 2019 and December 29, 2018, respectively.

The Company leases, on a year-to-year basis, from its sole shareholder various office and plant facilities. Annual rent expense for each location is detailed in the following table:

Eton building	$	281
1546 building		106
1819 building		266
2750 building		300
Total	$	953

At December 28, 2019 and at December 29, 2018, the Company is in default/arrears on the rent payable to the shareholder for $407 and $105, respectively, which is included in accounts payable. Leasehold improvements totaling $2,346 have been made to properties rented from the shareholder.

Sales Offices and Warehouse Space - A limited liability company owned by the sole shareholder leases three warehouse and sales office facilities and subleases these properties to the Company. The Company, in turn, subleases the three warehouse and sales offices to three customers on a month-to-month basis. The Company pays utilities, taxes, and other expenses of these facilities. As of December 28, 2019, the future minimum lease payments under these leases were as follows:

2020	$	291
2021		245
2022		153
2023		26
Total	$	715

Net facility lease expense, including utilities and other expenses during the years ended December 28, 2019 and December 29, 2018 were $246 **a**d $228, respectively.

Other Transactions –

- Mr. McEntire is a 50% member of Blacklist Capital which lent the Company a total of $53 during 2019. The balance was paid in full during December 2019.
- Mr. McEntire is a 100% member of Left Lane Transport. The Company utilized certain vehicles from this entity during 2019 and paid for necessary repairs and licenses totalling $29. As of December 28, 2019, the Company was owed $21 from Left Lane Transport. As of January 2020, the balance owed was paid in full.
- Mr. McEntire is a 100% member of JCM Holdings. The Company leased certain buildings from this entity during 2019 and lent money to them as needed throughout 2019. The maximum amount owed during 2019 from this lending activity was $634. As of December 28, 2019, the Company was owed $634 from JCM Holdings. As of January 2020, balance owed was paid in full during January 2020.
- Mr. McEntire is a 100% member of McEntire Properties which lent the Company a total of $33 during 2019. Additionally, during 2019, the Company lent McEntire properties a total of $127. As of December 28, 2019, the Company owed McEntire Properties $29. The balance was paid in full during January 2020.
- During 2019, Mr. McEntire personally purchased two tufting machines on behalf of the Company. The machines were placed in service and the Company recorded a payable to Mr. McEntire in the amount of $80. As of December 28, 2019, the Company owed Mr. McEntire $60. The balance was paid in full during January 2020.
- During 2019, Mr. McEntire supported the Company's operations by utilizing his personal line of credit. The maximum amount owed to Mr. McEntire during 2019 was $186. As of December 28, 2019, the Company owed Mr. McEntire $126. The balance was paid in full during January 2020.
- During 2019, Mr. McEntire utilized Company funds for personal expenses. As of December 28, 2019, Mr. McEntire owed the Company $15. The balance was paid in full during January 2020.

8. PRODUCT WARRANTY RESERVES

The Company generally provides product warranties related to manufacturing defects and specific performance standards for its products. Product warranty reserves are included in accrued expenses in the accompanying financial statements totalling $190 and $83 as of December 28, 2019 and December 29, 2018, respectively.

9. SUBSEQUENT EVENTS

On November 1, 2019, the Company's sole shareholder entered into a purchase agreement, as amended, with Marquis Industry to sell all of the issued and outstanding capital stock of the Company as of January 31, 2020 for $2,000. Under the purchase agreement, Marquis will pay-off the bank line of credit and the two bank term loans as well as assume all trade payables and other liabilities. The Company distributed the value of all leasehold improvements as well as related party balances to the existing shareholder prior to January 31, 2020.

Management has evaluated subsequent events through the date of filing this report, which is also the date of the financial statements were available to be issued. Except as disclosed above, no subsequent events were noted during this evaluation that require recognition or disclosure in these financial statements.

Exhibit 99.2

Unaudited Pro Forma Condensed Combined Financial Statement of Live Ventures Inc. as of September 30, 2019 and for the year ended September 30, 2019

(Stated in thousands of dollars, except per share amounts)

Introduction

On November 1, 2019, Marquis Industries, Inc. ("Marquis"), a subsidiary of Live Ventures Inc ("Live") entered into a purchase agreement, as amended (as amended, the "LOTC Purchase Agreement"), to acquire the outstanding capital stock of Lonesome Oak Trading Co., Inc. ("Lonesome Oak"). Pursuant to the LOTC Purchase Agreement, Marquis will acquire from the sole shareholder of Lonesome Oak (the "LOTC Shareholder") all of the issued and outstanding shares of capital stock of Lonesome Oak for $2,000. In addition, following the closing of the transaction, Lonesome Oak will be leasing back from the LOTC Shareholder certain properties owned by affiliates of the LOTC Shareholder that will be used in Lonesome Oak's operations. Marquis will hold back $1,450 of the purchase price (the "Holdback Amount") to satisfy claims for indemnity arising out of breaches of certain representations, warranties, and covenants, and certain other enumerated items, if any. In connection with the closing of the transaction, the LOTC Shareholder will enter into an employment agreement with a five-year term and will serve as Lonesome Oak's Executive Vice President pursuant to the terms thereof. The parties expect that the transaction will close within the Company's second fiscal quarter, subject to customary closing conditions. The LOTC Purchase Agreement contains customary representations, warranties, and covenants. Subject to certain exceptions, the LOTC Shareholder has agreed to indemnify Marquis for breaches of certain representations, warranties, and covenants, and certain other enumerated items, if any. Indemnification by the LOTC Shareholder for breaches of certain representations and warranties is generally limited to the Holdback Amount. The LOTC Purchase Agreement contains a three-year non-competition covenant and non-solicitation covenant that apply to the LOTC Shareholder. The transaction closed on January 31, 2020.

The accompanying unaudited pro forma condensed combined financial information was prepared in accordance with Article 11 of SEC Regulation S-X. The historical consolidated financial information in the unaudited pro forma condensed combined financial information has been adjusted to give effect to pro forma events that are (1) directly attributable to the acquisition, (2) factually supportable and (3) with respect to the unaudited pro forma condensed combined statements of operations, expected to have a continuing impact on the combined results of Gardner Denver and Ingersoll Rand Industrial.

The unaudited pro forma condensed combined financial information does not give effect to any cost savings, operating synergies or revenue synergies that may result from the merger or the costs to achieve any synergies.

The unaudited pro forma condensed combined financial information has been presented for informational purposes only and is not necessarily indicative of what the combined company's financial position or results of operations would have been had the transactions been completed as of the dates indicated. In addition, the unaudited pro forma condensed combined financial information does not purport to project the future financial position or operating results of the combined company.

The unaudited pro forma condensed combined financial information contains estimated adjustments, based upon available information and certain assumptions that we believe are reasonable under the circumstances. The assumptions underlying the pro forma adjustments are described in greater detail in the accompanying notes to the unaudited pro forma combined financial information. In many cases, these assumptions were based on preliminary information and estimates.

As of September 30, 2019, pro forma total assets, liabilities and shareholders' equity would have been $160, $125 and $35, respectively. If the transaction had occurred on October 1, 2018, the pro forma income statement for the year ended September 30, 2019 would have reflected net loss of $5,915. Pro forma basic and diluted loss per share would have increased $1.00 per common share to $3.11 per common share. Additionally, the pro forma income statement for the three months ended December 31, 2019 would have reflected net loss of $794. Pro forma basic and diluted loss per share would have increased $0.74 per common share to $0.44 per common share.

LIVE VENTURES INCORPORATED
UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEETS
SEPTEMBER 30, 2019
(dollars in thousands)

	Live historical	Lonesome Oak historical	Pro Forma Adjustments	Notes	Pro Forma Combined
Assets					
Cash	$ 1,502	$ 182	$ (550)	a	$ 1,134
Trade receivables, net	9,109	5,306	(288)	b	14,127
Inventories, net	36,835	16,892	(3,066)	c	50,661
Income taxes receivable	161	—	—		161
Prepaid expenses and other current assets	1,964	771	—		2,735
Debtor in possession assets	2,688	—	—		2,688
Total current assets	52,259	23,151	(3,904)		71,506
Property and equipment, net	22,101	3,326	159	d	25,586
Right of use asset - operating leases	18,684	—	—		18,684
Deposits and other assets	50	116	—		166
Deferred taxes	4,743	—	—		4,743
Intangible assets, net	1,397	—	—		1,397
Goodwill	36,947	—	631	e	37,578
Total assets	$ 136,181	$ 26,593	$ (3,114)		$ 159,660
Liabilities and Stockholders' Equity					
Liabilities:					
Accounts payable	$ 5,783	$ 12,372	$ (288)	b	$ 17,867
Accrued liabilities	5,129	1,510	—		6,639
Bank overdraft and line of credit	—	8,600	(8,600)	f	—
Current portion of long-term debt	15,989	850	—		16,839
Lease obligation short term - operating leases	7,359	—	—		7,359
Debtor in possession liabilities	13,568	—	—		13,568
Total current liabilities	47,828	23,332	(8,888)		62,272
Long-term debt, net of current portion	35,270	—	8,962	f	44,232
Lease obligation long term - operating leases	12,520	—	—		12,520
Notes payable related parties, net of current portion	4,826	—	—		4,826
Other non-current obligations	1,112	—	73	g	1,185
Total liabilities	101,556	23,332	147		125,035
Commitments and contingencies					
Stockholders' equity:					
Common stock	2	5	(5)	h	2
Paid-in capital	64,219	7,545	(7,545)	h	64,219
Treasury stock common	(2,781)	—	—		(2,781)
Treasury stock Series E preferred	(7)	—	—		(7)
Accumulated deficit	(26,808)	(4,289)	4,289	h	(26,808)
Total stockholders' equity	34,625	3,261	(3,261)		34,625
Total liabilities and stockholders' equity	$ 136,181	$ 26,593	$ (3,114)		$ 159,660

LIVE VENTURES INCORPORATED
UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS
YEAR ENDED SEPTEMBER 30, 2019
(dollars in thousands, except per share amounts)

	Live historical	Lonesome Oak historical	Pro Forma Adjustments	Notes	Pro Forma Combined
Revenues	$ 193,288	$ 44,211	$ (1,583)	i	$ 235,916
Cost of revenues	122,415	40,506	(1,583)	i	161,338
Gross profit	70,873	3,705	—		74,578
Operating expenses:					
Sales, general and administrative expenses	67,617	5,086	—		72,703
Total operating expenses	67,617	5,086	—		72,703
Operating income	3,256	(1,381)	—		1,875
Other (expense) income:					
Interest expense, net	(6,315)	(533)	—		(6,848)
Impairment charges	(3,222)	—	—		(3,222)
Other income	644	11	—		655
Total other (expense) income, net	(8,893)	(522)	—		(9,415)
Income before provision for income taxes	(5,637)	(1,903)	—		(7,540)
Benefit for income taxes	(1,625)	—	—		(1,625)
Net loss	$ (4,012)	$ (1,903)	$ —		$ (5,915)
Loss per share:					
Basic and diluted	$ (2.11)				$ (3.11)
Weighted average common shares outstanding:					
Basic and diluted	1,901,315				1,901,315

LIVE VENTURES INCORPORATED
UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS
THREE MONTHS ENDED DECEMBER 31, 2019
(dollars in thousands, except per share amounts)

	Live historical	Lonesome Oak historical	Pro Forma Adjustments	Notes	Pro Forma Combined
Revenues	$ 42,001	$ 10,647	$ (414)	i	$ 52,234
Cost of revenues	25,375	10,529	(414)	i	35,490
Gross profit	16,626	118	—		16,744
Operating expenses:					
Sales, general and administrative expenses	13,139	1,339	—		14,478
Total operating expenses	13,139	1,339	—		14,478
Operating income (loss)	3,487	(1,221)	—		2,266
Other (expense) income:					
Interest expense, net	(1,357)	(123)	—		(1,480)
Impairment charges	(1,207)	—	—		(1,207)
Other income	(181)	3	—		(178)
Total other (expense) income, net	(2,745)	(120)	—		(2,865)
Income (loss) before provision for income taxes	742	(1,341)	—		(599)
Provision for income taxes	195	—	—		195
Net income (loss)	$ 547	$ (1,341)	$ —		$ (794)
Income (loss) per share:					
Basic	$ 0.30				$ (0.44)
Diluted	$ 0.15				$ (0.44)
Weighted average common shares outstanding:					
Basic	1,806,746				1,806,746
Diluted	3,540,953				1,806,746

LIVE VENTURES INCORPORATED
NOTES TO THE UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS
(dollars in thousands)

Note 1. Basis of presentation

The unaudited pro forma condensed combined financial statements are based on Live's and Lonesome Oak's historical consolidated financial statements as adjusted to give effect to the acquisition of Lonesome Oak and the debt issuance necessary to finance the acquisition. The unaudited pro forma combined statements of operations for the year ended September 30, 2019 give effect to the Lonesome Oak acquisition as if it had occurred on October 1, 2018. The unaudited pro forma combined balance sheet as of September 30, 2019 gives effect to the Lonesome Oak acquisition as if it had occurred on September 30, 2019.

Note 2. Preliminary purchase price allocation

Effective January 31, 2020, Live acquired Lonesome Oak for total cash consideration of $2,000 plus the assumption of all Lonesome Oak liabilities. The Company financed the acquisition through the issuance of an additional loan. The unaudited pro forma condensed combined financial information includes various assumptions, including those related to the preliminary purchase price allocation of the assets acquired and liabilities assumed of Lonesome Oak based on management's best estimates of fair value. The final purchase price allocation may vary based on final appraisals, valuations and analyses of the fair value of the acquired assets and assumed liabilities. Accordingly, the pro forma adjustments are preliminary and have been made solely for illustrative purposes. The following table shows the preliminary allocation of the purchase price for Lonesome Oak to the acquired identifiable assets, liabilities assumed and pro forma goodwill:

Total purchase price	$	2,000
Less fair value of holdback option		(1,377)
Net purchase		623
Cash		40
Accounts receivable, net		5,096
Inventories		13,826
Other assets		136
Property, plant and equipment, net		3,485
Total assets acquired		22,583
Accounts payable		(9,130)
Accrued liabilities		(942)
Debt		(12,519)
Total liabilities assumed		(22,591)
Total pro forma goodwill	$	631

Note 3. Pro forma adjustments

The pro forma adjustments are based on our preliminary estimates and assumptions that are subject to change. The following adjustments have been reflected in the unaudited pro forma condensed combined financial information:

Adjustments to the pro forma condensed combined balance sheet:

(a) Reflects cash paid to the seller.

(b) Reflects the elimination of accounts receivable and accounts payable between Lonesome Oak and the Company.

(c) Reflects the preliminary fair value fair value reduction adjustment of $3,066 to the acquired inventory based on an independent third-party appraisal.

(d) Reflects the fair value adjustment fair value adjustment of $159 to the acquired property and equipment based on an independent third-party appraisal.

(e) Reflects the preliminary estimate of goodwill, which represents the excess of the purchase price over the fair value of Lonesome Oak's identifiable assets acquired and liabilities assumed as shown in Note 2

(f) Reflects the Lonesome Oak line of credit payment of $8,600 and the loan issuance of $8,962 necessary to finance the acquisition.

(g) Reflects the fair value adjustment of $73 associated with the holdback provision based on an independent third-party valuation.

(h) Reflects the elimination of Lonesome Oak shareholder's equity.

Adjustments to the pro forma condensed statements of operations:

(i) Reflects the elimination of revenues and cost of revenues associated with transactions between Lonesome Oak and the Company.