
**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): July 31, 2020

Live Ventures Incorporated

(Exact Name of Registrant as Specified in Charter)

Nevada
(State or Other Jurisdiction
of Incorporation)

001-33937
(Commission
File Number)

85-0206668
(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
(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. ☐

Item 7.01. Regulation FD Disclosure

On July 31, 2020, executives of Live Ventures Incorporated announced their intention to hold meetings with various third parties and potential investors in the coming months and plan to present the information contained in the presentation attached to this Current Report on Form 8-K as Exhibit 99.1.

The furnishing of the attached presentation is not an admission as to the materiality of any information therein. The information contained in the slides is summary information that is intended to be considered in the context of more complete information included in the Company's filings with the U.S. Securities and Exchange Commission (the "SEC") and other public announcements that the Company has made and may make from time to time by press release or otherwise. The Company undertakes no duty or obligation to update or revise the information contained in this report, although it may do so from time to time as its management believes is appropriate. Any such updating may be made through the filing of other reports or documents with the SEC, through press releases, or through other public disclosures. For important information about forward looking statements, see the slide titled "Forward-looking Statements" in Exhibit 99.1 attached hereto.

This information is "furnished" and not "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that section. It may only be incorporated by reference in another filing under the Securities Exchange Act of 1934 or the Securities Act of 1933 only if and to the extent such subsequent filing specifically references the information incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
99.1	<u>Presentation Materials, dated August 2020</u>

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: Chief Executive Officer

Dated: July 31, 2020



Exhibit 99.1

Live Ventures Incorporated

August 2020

NASDAQ:LIVE

Disclaimers

FORWARD-LOOKING STATEMENTS

The words "Live Ventures," "company" or "Company" refers to Live Ventures Incorporated and its wholly-owned subsidiaries. This Presentation contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. In accordance with the safe harbor provisions of this Act, statements contained herein that look forward in time that include everything other than historical information, involve risks and uncertainties that may affect the company's actual results. These forward-looking statements can be identified by terminology such as "will," "expects," "anticipates," "future," "intends," "plans," "believes," "estimates" and similar statements. These forward-looking statements include, but are not limited to, statements regarding Annualized Sales, Annualized Revenue, and Projected Fiscal Year 2021 EBITDA. These statements are based on various estimates and assumptions, whether or not identified in this Presentation, believed to be reasonable at the time of preparation, however, no assurance can be given that any such estimates or valuations will ultimately be realized or that realizations will occur within the timeframes on which these estimates are made. Forward-looking information is inherently subjective and uncertain, and is not necessarily indicative of the future performance, nor is it a guaranty that such results will be attained. Forward-looking information is based on the assessment of various valuation and operating parameters, but actual future performance and market conditions are volatile and unpredictable. Live Ventures may also make written or oral forward-looking statements in its periodic reports to the U.S. Securities and Exchange Commission (the "SEC") on Forms 10-K and 10-Q, Current Reports on Form 8-K, in its annual report to stockholders, in press releases and other written materials, and in oral statements made by its officers, directors or employees to third parties. There can be no assurance that such statements will prove to be accurate and there are a number of important factors that could cause actual results to differ materially from those expressed in any forward-looking statements made by the company, including, but not limited to, plans and objectives of management for future operations or products, the market acceptance or future success of our products, and our future financial performance. The company cautions that these forward-looking statements are further qualified by other factors including, but not limited to, those set forth in the company's Annual Report on Form 10-K for the fiscal year ended September 30, 2019 and Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2019 (available at <http://www.sec.gov>). Live Ventures undertakes no obligation to publicly update or revise any statements in this Presentation, whether as a result of new information, future events, or otherwise.

Disclaimers

USE OF PROJECTIONS

This Presentation contains projected financial information, namely Annualized Sales, Annualized Revenues, and Projected Fiscal Year 2021 EBITDA. Such projected financial information constitutes forward-looking information and is for illustrative purposes only and should not be relied upon as necessarily being indicative of future results. The assumptions and estimates underlying such projected financial information are inherently uncertain and are subject to a wide variety of significant business, economic, competitive, and other risks and uncertainties that could cause actual results to differ materially from those contained in the prospective financial information. See "Forward-Looking Statements" paragraph above. Actual results may differ materially from the results contemplated by the projected financial information contained in this Presentation, and the inclusion of such information in this Presentation should not be regarded as a representation by any person that the results reflected in such projections will be achieved. Live Ventures' independent auditors did not audit, review, compile or perform any procedures with respect to the projections for the purpose of their inclusion in this Presentation, and accordingly, they have not expressed an opinion or provided any other form of assurance with respect thereto for the purpose of this Presentation.

Annualized Sales of Marquis Industries are management's proforma and include results of Lonesome Oak Trading Co, which was acquired in January 2020. Annualized Revenue and Projected Fiscal Year 2021 EBITDA are management's proforma and include operating results of Lonesome Oak Trading Co and Precision Industries, which was acquired in July 2020. Total Assets as of 3/31/2020.

USE OF NON-GAAP FINANCIAL MEASURES

The financial information and data contained in this Presentation is unaudited and does not conform to Regulation S-X promulgated under the Securities Act of 1933, as amended. Accordingly, such information and data may not be included in, may be adjusted in or may be presented differently in, any filing Live Ventures makes with the SEC. In this Presentation, Projected Fiscal Year 2021 EBITDA has not been prepared in accordance with United States generally accepted accounting principles ("GAAP"). Live Ventures defines EBITDA as operating income (loss) before interest, taxes, depreciation, and amortization on an annualized basis. Live Ventures believes that this non-GAAP measure of financial results provides useful information to management and investors regarding certain financial and business trends relating to the Company's financial condition and results of operations. Live Ventures believes that this non-GAAP financial measure provides an additional tool for investors to use in evaluating projected operating results and trends in comparing Live Ventures' financial measures with other similar companies. Management does not consider this non-GAAP measure in isolation or as an alternative to financial measures determined in accordance with GAAP.

TRADEMARKS AND TRADENAMES


Live Ventures owns or has the rights to various trademarks, service marks, and trade names that it uses in connection with the operation of its business. Solely for convenience, the trademarks, service marks, and trade names referred to in this Presentation may appear without the ®, TM or SM symbols, but such references are not intended to indicate, in any way, that Live Ventures will not assert, to the fullest extent under applicable law, their rights or the right of the applicable licensor to these trademarks, service marks and trade names.

Our Company

Live Ventures Incorporated

NASDAQ:LIVE

History

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- 1968 Company incorporated as Nuclear Corporation of New Mexico.
 - 1996 Company becomes YP.com, the first company to take the Yellow Pages online.
 - 2008 YP.com is sold to AT&T, and company changes name to LiveDeal Inc.
 - 2011 Jon Isaac, through his private entity Isaac Capital Group, invests in LiveDeal, becoming the largest stockholder. Isaac becomes CEO in 2012.
 - 2015 Company repositioned as a holding company and is renamed Live Ventures Incorporated.
Marquis Industries acquired for \$30 million.
 - 2016 Vintage Stock acquired for \$60 million.
 - 2020 Precision Industries acquired for \$32 million.

Operations

Live Ventures Incorporated

NASDAQ:LIVE

Marquis Industries Inc.



- Leading carpet manufacturer and a manufacturer of innovative yarn products.
- Innovator and leader in the value-oriented polyester carpet sector.
- Hard Surfaces Master Distributor
- Focus on the residential, niche commercial, and hospitality end-markets and serve over 2,000 customers.
- Annualized sales of approximately \$120 million.

Vintage Stock Inc.



- Award-winning specialty entertainment retailer with 62 storefronts across the Midwest and Southwest.
- Offers a large selection of entertainment products including new and pre-owned movies, video games and music products, together with ancillary products such as books, comics, toys and collectibles, all available in a single location.
- Annualized sales of approximately \$70 million.

Precision Industries Inc.



- Founded in 1948 and headquartered in Washington, Pennsylvania.
- Leading value add supplier of prefinished tool steel and alloy plates, ground flat stock, and drill rod to distributors across the globe.
- Products are primarily used by tool-builders to manufacture dies and molds that produce metals and plastic components for a variety of end markets, including automotive, appliance and aerospace.
- Annualized sales of approximately \$40 million.

Summary Financial Information

Live Ventures Incorporated

NASDAQ:LIVE

Annualized Revenue

\$225 million

Total Assets

\$158 million

Projected Fiscal Year 2021 EBITDA

\$37.8 million

Leadership

Live Ventures Incorporated

NASDAQ:LIVE

Jon Isaac

President and CEO

Mr. Jon Isaac has served as a director of our Company since December 2011 and became our President, Chief Executive Officer and Chief Financial Officer in January 2012. He is the founder of Isaac Organization, a privately held investment company. At Isaac Organization, Mr. Isaac has closed a variety of multi-faceted real estate deals and has experience in aiding public companies to implement turnarounds and in raising capital.

Mr. Isaac studied Economics and Finance at the University of Ottawa, Canada.

Virland A. Johnson

CFO

Mr. Johnson became our Chief Financial Officer on January 3, 2017. Mr. Johnson joined the Company in November 2016 as a consultant. Mr. Johnson was Sr. Director of Revenue for JDA Software for six years prior to joining the Company, where he was responsible for revenue recognition determination, sales and contract support while acting as a subject matter expert. Prior to joining JDA, Mr. Johnson provided leadership and strategic direction while serving in C-Level executive roles in public and privately held companies such as Cultural Experiences Abroad, Inc., Fender Musical Instruments Corp., Triumph Group, Inc., Unitech Industries, Inc. and Younger Brothers Group, Inc. Mr. Johnson's more than 25 years of experience is primarily in the areas of process improvement, complex debt financings, SEC and financial reporting, turn-arounds, corporate restructuring, global finance, merger and acquisitions and returning companies to profitability and enhancing shareholder value.

Early on in his career, Mr. Johnson worked in public accounting while attending Arizona State University. Mr. Johnson holds a Bachelor's degree in Accountancy from Arizona State University.

Michael J. Stein

Senior Vice President & General Counsel

Mr. Stein joined the Company as Senior Vice President and General Counsel in October 2017. Prior to joining Live Ventures, Mr. Stein was a corporate partner at the law firm of DLA Piper LLP (US) where, from April 2016 through October 2017 and, as an associate from April 2005 through June 2012, he advised public and private companies on corporate governance matters, debt and equity securities offerings (including several initial public offerings), and merger and acquisition transactions. Prior to rejoining DLA Piper in April 2016, Mr. Stein served as Associate Chief Counsel – Transactional at Caesars Entertainment Corporation (NASDAQ: CZR), and Senior Vice President, Deputy General Counsel at Everi Holdings Inc. (NYSE: EVRI).

Mr. Stein holds a Juris Doctor from the University of Maryland and Bachelor's and Master's degrees in Accounting from the University of Florida.

Growth Strategy

Live Ventures Incorporated

NASDAQ:LIVE

We look to acquire companies with one or more of the following characteristics:

- ✓ Minimum pre-tax profits of **\$5 million** annually.
- ✓ Existing qualified management teams in place.
- ✓ Easy to understand business.
- ✓ Consistent and stable earnings.

Thank You

NASDAQ:LIVE
