

Viggle Inc.  
Form 8-K/A  
March 19, 2013

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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): March 11, 2013

Viggle Inc.  
(Exact name of Registrant as Specified in its Charter)

|  |  |   |
|--|--|---|
| Delaware<br>(State or other<br>jurisdiction of<br>incorporation)                               | 0-13803<br>(Commission File<br>Number) | 33-0637631<br>(I.R.S. Employer<br>Identification<br>Number) |
| 902 Broadway, 11 th Floor<br>New York, New York<br>(Address of principal executive<br>offices) |  | 10010<br>(Zip Code)   |

(212) 231-0092  
(Registrant's Telephone Number, including Area Code)

n/a  
(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 1.01 Entry Into Material Definitive Agreements.

This Amendment No. 1 of Current Report on Form 8-K/A amends Item 1.01 of the Current Report on Form 8-K dated as of March 14, 2013 to replace Exhibit 10.4 (the Exchange Agreement). An earlier draft of such agreement was included with the Form 8-K filed on March 14, 2013. The final version of the Exchange Agreement is attached as Exhibit 10.1 to this Form 8-K/A.

Item 9.01 Financial Statements and Exhibits.

Exhibits

| Exhibit No. | Description                |
|-------------|----------------------------|
| <u>10.1</u> | Form of Exchange Agreement |

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.

VIGGLE INC.

DATE: March 19, 2013

By: /s/ Mitchell J. Nelson  
Name: Mitchell J. Nelson  
Title: Executive Vice President, General  
Counsel  
and Secretary

INDEX TO EXHIBITS

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