

GAIAM, INC  
Form 8-K  
February 17, 2016

**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): February 17, 2016**

**GAIAM, INC.**

**(Exact Name of Registrant as Specified in its Charter)**

**Colorado**  
**(State or Other Jurisdiction**

**of Incorporation)**

**000-27517**  
**(Commission**

**File Number)**

**833 West Boulder Road, Louisville, CO 80027-2452**

**84-1113527**  
**(IRS Employer**

**Identification No.)**

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**(Address of Principal Executive Offices; Zip Code)**

**Registrant's telephone number, including area code: (303) 222-3600**

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))

**Item 2.02. Results of Operations and Financial Condition.**

On February 17, 2016, Gaia, Inc. (the Company) wholly-owned subsidiary Gaia, Inc. (Gaia) filed the third amendment to Gaia's registration statement on Form 10 (File No. 001-36854), which contains, among other things, Gaia's audited consolidated financial statements for the year ended December 31, 2015. The Company has not yet finalized the audit of the Company's consolidated financial statements for the year ended December 31, 2015. Gaia's consolidated financial results for the year ended December 31, 2015 will be included in the Company's consolidated financial statements for the fiscal year ended December 31, 2015 and are not necessarily representative of the Company's financial results for the period. A copy of Gaia's audited consolidated financial statements for the years ended December 31, 2015 and 2014 are attached as Exhibit 99.1 to this Current Report on Form 8-K.

Gaia originally filed the Form 10 in connection with the previously announced proposed separation of the Company's subscription business from the Company's branded business into two separate publicly traded companies.

The information contained in this Item 2.02 and in Exhibit 99.1 is being furnished by the Company pursuant to Item 2.02 Results of Operations and Financial Condition. In accordance with General Instruction B.2 of Form 8-K, the information contained under this Item 2.02 and in Exhibit 99.1 shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. In addition, this information shall not be deemed incorporated by reference into any of the Company's filings with the Securities and Exchange Commission, except as shall be expressly set forth by specific reference in any such filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

| Exhibit Number | Description  |
|----------------|--|
| 99.1           | Audited consolidated financial statements of Gaia, Inc. for the years ended December 31, 2015 and 2014 |

**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.

**GAIAM, INC.**

By: /s/ Stephen J. Thomas  
Name: Stephen J. Thomas  
Title: Chief Financial Officer

Date: February 17, 2016

**EXHIBIT INDEX**

| Exhibit<br>Number | Description  |
|-------------------|--|
| 99.1              | Audited consolidated financial statements of Gaia, Inc. for the years ended December 31, 2015 and 2014 |