

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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) June 4, 2013

**KIT DIGITAL, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**001-34437**

(Commission File Number)

**11-3447894**

(IRS Employer Identification No.)

**26 West 17th Street 2nd Floor  
New York, New York**

(Address of Principal Executive Offices)

**10011**

(Zip Code)

**(646) 553-4845**

(Registrant's Telephone Number, Including Area Code)

**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))

**Item 8.01 – Other Events.**

On June 4, 2013, KIT digital, Inc. (the “Company”) issued a press release announcing the filing of updates to its Plan of Reorganization and its related Disclosure Statement with the United States Bankruptcy Court for the Southern District of New York, which, among other things, provide additional details on the Reorganized KDI Warrants that will be distributed under the Plan of Reorganization. Copies of the updated Plan of Reorganization and Disclosure Statement are available on the website of the Company’s claims agent at <http://www.americanlegalclaims.com/kdi>. The information contained on the Company’s claims agent website shall not be incorporated by reference into this current report. A copy of the press release is attached hereto as Exhibit 99.1.

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

(d) Exhibits

The following is furnished as an Exhibit to this Current Report on Form 8-K.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release issued June 4, 2013

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**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.

**KIT DIGITAL, INC.**

By:  /s/ Fabrice Hamaide  
Name: Fabrice Hamaide  
Title: Chief Financial Officer

Date: June 4, 2013

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**EXHIBIT INDEX**

**Exhibit**

Exhibit  
Number  
99.1

Description  
Press release issued June 4, 2013





FOR IMMEDIATE RELEASE

## **KIT digital Provides Details on Warrants; Announces Agreement between its Senior Lender and its Plan Sponsor**

NEW YORK, NY, June 4, 2013 - [KIT digital, Inc.](#) (the "Company"), a global provider of digital television and media solutions, filed an update to its Plan of Reorganization (the "Plan") which, among other things, provides additional details on the Reorganized KDI Warrants that KIT digital shareholders will receive under the Plan. As previously announced, the Plan includes a recapitalization of the Company which is fully backstopped by three of the Company's largest shareholders, Prescott Group Capital Management, JEC Capital Partners, and Ratio Capital Partners (collectively the "Plan Sponsor Group"), and it includes an opportunity for all existing shareholders to participate in the recapitalization. The Plan contemplates that all vendors and suppliers will be paid in full for all valid pre-petition claims based on existing estimates of allowed general unsecured claims.

As detailed in the Plan, the Company will issue one Reorganized KDI Warrant for each outstanding share of the Company's Common Stock. The Reorganized KDI Warrants will enable existing shareholders of KIT digital to obtain shares in the reorganized company at the same price per share as the Plan Sponsor Group. Reorganized KDI Warrants will entitle Holders to receive up to 44.645% of the reorganized company. The Plan, as updated today, provides that the Reorganized KDI Warrant exercise price will be \$0.205 per Warrant. The Company may also issue warrants to satisfy allowed subordinated litigation claims (if any) that are not satisfied from Available Cash on the same terms as the Reorganized KDI Warrants. Any warrants issued to satisfy allowed subordinated litigation claims will share on a pro rata basis the equity share available to existing shareholders.

The Company also reported that the Plan Sponsor Group has reached an agreement with Western Technology Investments ("WTI"), the Company's senior lender. Under that agreement, the Plan Sponsor Group acquired a 92.8% interest in the outstanding debt held by WTI. The principal balance of the debt that WTI continues to own is \$650,000 and WTI has agreed to exchange that amount for shares in the reorganized company at the same price per share paid by the Plan Sponsor Group under the Plan. WTI will also receive \$1.5 million in warrants (the "WTI warrants") in the reorganized company with a strike price equal to an enterprise value of \$150 million. Both the shares issued to WTI and the WTI warrants will dilute all shareholders of the reorganized company. In return for this agreed treatment under the Plan, WTI has agreed not to pursue several provisions in their loan agreements, including default-rate interest, success fees, payment premiums, and interest make-wholes which, in aggregate, will save the Company up to approximately \$10 million in cash.

"We continue to take necessary steps to effectuate the restructuring to maximize value for our creditors and shareholders and emerge with a strong balance sheet and a product and services platform that is built for profitable growth. We appreciate the continued support of our employees, customers, suppliers and shareholders as we continue through the restructuring process," said Fabrice Hamaide, Chief Financial Officer of the Company.





Any capitalized terms used herein are defined in the Company's Plan of Reorganization, which is available on [www.americanlegalclaims.com/kdi](http://www.americanlegalclaims.com/kdi).

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**About KIT digital, Inc.**

KIT digital is a leading video management software and services company. With its proprietary OVP and OTT platform products, Cloud and Cosmos, as well as systems integration and solutions design expertise, KIT delivers complete video solutions to clients, helping to power the transformation from traditional broadcast to multiscreen broadband TV. KIT digital services nearly 2,500 clients in 50+ countries including some of the world's biggest brands, such as Airbus, The Associated Press, AT&T, BBC, BSkyB, Disney-ABC, Google, HP, MTV, News Corp, Sky Deutschland, Sky Italia, Telecom Argentina, Telecom Italia, Telefonica, Universal Studios, Verizon, Vodafone VRT and Volkswagen. KIT digital maintains headquarters in New York City with offices around the world. Learn more at [www.kitd.com](http://www.kitd.com) and follow on [Twitter](#).

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