

**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): August 19, 2022

**VINCO VENTURES, INC.**

(Exact name of registrant as specified in charter)

**Nevada**  
(State or other jurisdiction  
of incorporation)

**001-38448**  
(Commission  
File Number)

**82-2199200**  
(IRS Employer  
Identification No.)

**Address Not Applicable<sup>(1)</sup>**  
(Address of principal executive offices)

**Address Not Applicable<sup>(1)</sup>**  
(Zip Code)

**(866) 900-0992**  
(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:

- 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<sup>©</sup> under the Exchange Act (17 CFR 240.13<sup>©</sup>(c))

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

**Title of each class**  
Common Stock, \$0.001 par value per share

**Trading Symbol(s)**  
BBIG

**Name of each exchange on which registered**  
The Nasdaq Stock Market LLC

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).

<sup>(1)</sup> We are a remote-friendly company, with several hubs and locations for employees to collaborate. Accordingly, we do not maintain a headquarters. For purposes of compliance with applicable requirements of the Securities Act of 1933, as amended, and Securities Exchange Act of 1934, as amended, stockholder communications required to be sent to our principal executive offices may be directed to the email address set forth in our proxy materials and/or identified on our investor relations website.

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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing**

On August 19, 2022, Vinco Ventures, Inc. (the "Company") received a notice (the "Notice") from the Listing Qualifications Department of The Nasdaq Stock Market, LLC ("Nasdaq") advising the Company that it was not in compliance with Nasdaq's continued listing requirements under the Nasdaq Listing Rule 5250(c)(1) (the "Rule") as a result of the Company's failure to file its Quarterly Report on Form 10-Q for the quarter ended June 30, 2022 (the "Form 10-Q") with the United States Securities and Exchange Commission (the "SEC") in a timely manner, which deadline was August 22, 2022 (as a result of the Company's filing of a Form 12b-25 on August 15, 2022, which provided for the short extension of the otherwise August 15, 2022 deadline).

The Rule requires listed companies to timely file all required periodic reports with the SEC.

Under Nasdaq rules, the Company has 60 calendar days from the receipt of the Notice, or until October 17, 2022, to submit a plan to regain compliance with the Rule. If Nasdaq accepts the Company's plan, Nasdaq may grant the Company up to 180 calendar days from the due date of the Form 10-Q, or until February 13, 2023, to regain compliance.

In response to the Notice, the Company intends to file the Form 10-Q as promptly as possible in order to regain compliance with the Rule and will submit a plan of compliance as required by the Rule.

**Item 5.02 Departure of Directors of Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On August 19, 2022, the Eighth Judicial District Court located in Clark County, Nevada (the “Court”) issued an order, that, among other things, directs the Company to (i) recognize John Colucci and Lisa King as co-CEOs of Vinco Ventures, Inc. (the “Company”) pending further order of the Court and (ii) appoint Ross Miller, Esq., as an interim, neutral, and independent party to serve as a third co-CEO of the Company pending further order of the Court. As a result of the Court’s order, Ms. King was re-instated as co-CEO and Mr. Miller was first appointed as co-CEO on August 19, 2022.

**Lisa King**, age 53, was elected to serve on the Company’s Board of Directors on October 14, 2021. Ms. King also served as the Company’s Chief Executive Officer, President from October 14, 2021 through sometime in late July, 2022. Ms. King was recognized as the Company’s co-Chief Executive Officer by the Court’s August 19, 2022 order. Ms. King has more than 25 years of professional experience as a marketing and branding leader, C-suite executive, and consultant. From January 2021 until October 2021, Ms. King served as the Chief Executive Officer of ZASH, where she, together with ZASH’s corporate founders, led the development of ZASH’s short- and long-term business strategies. From June 2021 Ms. King has served as one of ZASH’s designees to the board of managers of ZVV, and as of December 30, 2021, Ms. King resigned as ZASH’s designee to the board of managers of ZVV and was appointed as one of our appointees to the board of managers of ZVV. Ms. King is currently the Chairman, Chief Executive Office and controlling stockholder of Magnifi U Inc., a company that provides a learning experience platform for personal and professional development, which she founded in August 2020, of which ZASH is a minority stockholder and the Company is a lender. From January 2018 to December 2020, Ms. King served as the President of Daneli Partners, LLC, a leadership development company she co-founded. From June 2014 to January 2018, Ms. King served as the Managing Partner for Chase Design, a design consulting firm for consumer packaged goods companies, where she was in charge of global markets, sales and planning as well as customer business development. From June 2004 to May 2018, she served as the Senior Vice President of Marketing and as Creative Director for Raymour & Flanigan Furniture, an American furniture retail chain. Her other previous positions included serving as the Vice President of Advertising for Galyan’s Sports & Outdoor Adventure and as the Director of Advertising for Dick’s Sporting Goods. Ms. King is the author of the book, “Just Do You: Authenticity, Leadership and Your Personal Brand.” Ms. King received a Bachelor of Science degree in Business Administration from Indiana Wesleyan University in 2003.

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#### *Related Party Transactions*

There is no arrangement or understanding between Ms. King and any other persons pursuant to which Ms. King was appointed as co-CEO. There are no family relationships between Ms. King and any director, executive officer or person nominated or chosen by the Company to become a director or executive officer of the Company within the meaning of Item 401(d) of Regulation S-K under the U.S. Securities Act of 1933 (“Regulation S-K”). Since the beginning of the Company’s last fiscal year, the Company has not engaged in any transaction in which Ms. King had a direct or indirect material interest within the meaning of Item 404(a) of Regulation S-K, except for certain loans from the Company to Magnifi U, Inc., an entity that Ms. King founded and serves as the CEO, as previously disclosed by the Company, in original principal amount of \$1,500,000 and advances of approximately \$1,550,000 from the Company to Magnifi U, which advances were used to pay Magnifi U’s payroll, benefits and other operating expenses.

Ms. King will be paid a salary of \$385,000 for her role as the Company’s co-CEO. The Company and Ms. King have not entered into an employment agreement at this time.

**Ross Miller**, age 46, is currently a consultant for Silver Palm Group and serves an elected County Commissioner for Clark County, Nevada. He has previously served as President and CEO of BKB Global, a wholly owned subsidiary of DirecTV, and as Senior VP and General Counsel of Paragon Gaming, an international casino gaming company based in Las Vegas. Prior to that, he was elected Nevada’s Secretary of State from 2007 until 2014. His leadership is nationally recognized, as he was named a “Top 10 Rising Political Star” by the Washington Post, was selected as one of “24 Rising Stars in American Governance” by the Aspen Institute and was awarded a Rodel Fellowship in Public Leadership. He obtained his BA from Stanford University and holds JD and MBA degrees from Loyola Marymount University.

#### *Related Party Transactions*

There is no arrangement or understanding between Mr. Miller and any other persons pursuant to which Mr. Miller was appointed as co-CEO. There are no family relationships between Mr. Miller and any director, executive officer or person nominated or chosen by the Company to become a director or executive officer of the Company within the meaning of Item 401(d) of Regulation S-K under the U.S. Securities Act of 1933 (“Regulation S-K”). Since the beginning of the Company’s last fiscal year, the Company has not engaged in any transaction in which Mr. Miller had a direct or indirect material interest within the meaning of Item 404(a) of Regulation S-K.

The Company and Mr. Miller have not entered into an employment agreement at this time.

#### **Item 7.01 Regulation FD Disclosure.**

On August 23, 2022, the Company issued a press through the Company’s website announcing the postponement of the Special Meeting of the Company’s Stockholders scheduled for August 23, 2022. This press release is filed as Exhibit 99.1 to this Current Report on Form 8-K.

On August 25, 2022, the Company issued a press release announcing the Company’s receipt of the Notice from Nasdaq on August 19, 2022. This press release is filed as Exhibit 99.2 to this Current Report on Form 8-K.

On August 25, 2022 the Company issued a press release announcing the Company’s recent leadership changes. This press release is filed as Exhibit 99.3 to this Current Report on Form 8-K.

The foregoing is being furnished pursuant to Item 7.01 and will not be deemed to be filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise be subject to the liabilities of that section, nor will it be deemed to be incorporated by reference in any filing under the Securities Act.

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

##### *(d) Exhibits:*

99.1	<a href="#">Press release dated August 23, 2022</a>
99.2	<a href="#">Press release dated August 25, 2022</a>
99.3	<a href="#">Press release dated August 25, 2022</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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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 thereunto duly authorized.

Date: August 26, 2022

**VINCO VENTURES, INC.**

By: /s/ John Colucci  
Name: John Colucci  
Title: co-Chief Executive Officer

By: /s/ Lisa King  
Name: Lisa King  
Title: co-Chief Executive Officer

By: /s/ Ross Miller  
Name: Ross Miller  
Title: co-Chief Executive Officer

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August 23, 2022



**Vinco Ventures Postpones Shareholder Call**

Vinco Ventures advises that it has postponed the shareholder call scheduled for August 23rd, 2022. On August 19, 2022, the Eighth Judicial District Court for the State of Nevada appointed an interim, neutral, and independent party, former Secretary of State of Nevada, Ross Miller, Esq, to serve as co-CEO alongside co-CEO's John Colucci and Lisa King. This action by the court indicates a strong affirmation of the benefits of maintaining corporate stability and signals Nevada's interest in protecting Vinco Venture's shareholders and ongoing business operations. The call will be rescheduled for a later date.

*Released August 23, 2022*

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## **Vinco Ventures Announces Receipt of Deficiency Notice from Nasdaq Regarding Failure to Comply with Requirement to Timely File Quarterly Report on Form 10-Q**

Rochester, NY, August 25, 2022 –Vinco Ventures, Inc. (Nasdaq: BBIG) (“Vinco,” or the “Company”) today announces that on August 19, 2022 it received a notice (the “Notice”) from the Listing Qualifications Department of The Nasdaq Stock Market LLC (“Nasdaq”) advising Vinco Ventures that it was not in compliance with Nasdaq’s continued listing requirements under the Nasdaq Listing Rule 5250(c)(1) (the “Rule”) as a result of its failure to file its Quarterly Report on Form 10-Q for the quarter ended June 30, 2022 (the “Form 10-Q”) with the United States Securities and Exchange Commission (the “SEC”) in a timely manner, which deadline was August 22, 2022 (as a result of the Company’s filing of a Form 12b-25 on August 15, 2022, which provided for the short extension of the otherwise August 15, 2022 deadline).

The Rule requires listed companies to timely file all required periodic reports with the SEC.

Under Nasdaq rules, Vinco has 60 calendar days from the receipt of the Notice, or until October 17, 2022, to submit a plan to regain compliance with the Rule. If Nasdaq accepts Vinco’s plan, Nasdaq may grant Vinco up to 180 calendar days from the due date of the Form 10-Q, or until February 13, 2023, to regain compliance.

In response to the Notice, Vinco intends to file the Form 10-Q as promptly as possible in order to regain compliance with the Rule and will submit a plan of compliance as required by the Rule.

### **About Vinco Ventures**

Vinco Ventures, Inc. (Nasdaq: BBIG) is focused on the development of digital media and content technologies. Vinco Ventures’ consolidated subsidiary, ZVV Media Partners, LLC, a joint venture of Vinco Ventures and ZASH Global Media and Entertainment Corporation, has an 80% ownership interest in Lomotif Private Limited. For more information, please visit [investors.vincoventures.com](http://investors.vincoventures.com).

### **Forward-Looking Statements and Disclaimers**

This press release contains “forward-looking statements” as defined in the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995, which are based upon beliefs of, and information currently available to, Vinco Ventures’ management as well as estimates and assumptions made by Vinco Ventures’ management. These statements can be identified by the fact that they do not relate strictly to historic or current facts. When used in this presentation the words “estimate,” “expect,” “intend,” “believe,” “plan,” “anticipate,” “projected,” and other words or the negative of these terms and similar expressions as they relate to the applicable company or its management identify forward-looking statements. Such statements reflect the current view of Vinco Ventures with respect to future events and are subject to risks, uncertainties, assumptions and other factors relating to Vinco Ventures and its subsidiaries and consolidated variable interest entities including Lomotif, their industry, financial condition, operations and results of operations. Such factors include, but are not limited to, the expected benefits from Vinco Ventures’ investments in Lomotif and related growth initiatives and strategies such as the blended media, cross-platform distribution strategy, the expected benefits of Lomotif’s participation in and sponsorship of live entertainment events, the expected benefits from acquisition of AdRizer and planned integration of the AdRizer technology with Lomotif and Honey Badger and synergies between AdRizer, Lomotif and Honey Badger and such other risks and uncertainties described more fully in documents filed by Vinco Ventures with or furnished to the Securities and Exchange Commission, including the risk factors discussed in Vinco Ventures’ Annual Report on Form 10-K for the period ended December 31, 2021 filed on April 15, 2022, which are available at [www.sec.gov](http://www.sec.gov). Should one or more of these risks or uncertainties materialize, or the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended, or planned. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, performance, or achievements. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

**For further information, please contact the Company at:** [investors@vincoventures.com](mailto:investors@vincoventures.com)

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### Vinco Ventures Announces Executive Leadership Changes

*Ross Miller, Will Serve As Co-CEO along with John Colucci and Lisa King*

**Rochester, NY, August 25, 2022** – Vinco Ventures, Inc. (Nasdaq: BBIG) (“Vinco Ventures,” “Vinco,” or the “Company”), a digital media and content technologies holding company, today announced executive leadership changes to support the Company’s operational and growth plans. In accordance with the court order from the State of Nevada and effective immediately, Ross Miller, Esq. will serve as co-CEOs along with John Colucci and Lisa King.

“With the future of Vinco in mind, and a great desire to see this Company and its employees succeed, I am happy to join executive leadership alongside Lisa and John,” said Ross Miller, Esq., co-CEO of Vinco.

“This team of co-CEOs is dedicated to the longevity and success of Vinco. We’re excited to get back to work with the intention of driving value to our shareholders and believe this unique corporate leadership structure will put Vinco in a position for success,” commented Lisa King, co-CEO of Vinco.

“It is our intention with the new co-CEO team in place to diligently make business decisions and in turn, communicate our advancements with the entire shareholder community,” concluded John Colucci, co-CEO of Vinco.

Mr. Miller previously served as CEO and President of BKB Global, a wholly owned subsidiary of DirecTV. He previously served as Senior Vice President and General Counsel of Paragon Gaming, an international casino gaming company based in Las Vegas. Mr. Miller also brings over a decade of public service experience, having served as a criminal prosecutor and as Nevada’s Secretary of State.

**John Colucci** has over 21 years of experience in senior management, business development, advertising, marketing and strategy development. Mr. Colucci was previously the Vice President at C Solutions Marketing Inc. for eleven years and Vice President of Business Development and Strategy at Biggross.com for eleven years.

**Lisa King** was elected to serve on the Company’s Board of Directors on October 14, 2021. Ms. King also served the Company’s Chief Executive Officer and President from October, 2021 through late July, 2022. Ms. King was recognized as the Company’s co-Chief Executive Officer by a court order issued on August 19, 2022. Ms. King has over 25 years of professional experience as a marketing and branding leader, C-suite executive, and consultant. From January 2021 until October 2021, Ms. King served as the Chief Executive Officer of ZASH, where she, with ZASH’s corporate founders, led the development of its short- and long-term business strategies. Ms. King is currently the Chairman, CEO and controlling stockholder of Magnifi U Inc., a Company that provides a learning experience platform for personal and professional development, which she founded in August 2020.

**Ross Miller**, is currently a consultant for Silver Palm Group and also serves as a County Commissioner for Clark County, Nevada. He has previously served as President and CEO of BKB Global, a wholly owned subsidiary of DirecTV, and as Senior VP and General Counsel of Paragon Gaming, a casino gaming company based in Las Vegas. Prior to that, he was elected as the youngest Secretary of State in America in 2006 until 2014. His leadership is nationally recognized, as he was named a “Top 10 Rising Political Star” by the Washington Post, was selected as one of “24 Rising Stars in American Governance” by the Aspen Institute and was awarded a Rodel Fellowship in Public Leadership. He obtained his BA from Stanford University and holds JD and MBA degrees from Loyola Marymount University.

#### Forward-Looking Statements and Disclaimers

This press release contains “forward-looking statements” as defined in the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995, which are based upon beliefs of, and information currently available to, Vinco Ventures’ management as well as estimates and assumptions made by Vinco Ventures’ management. These statements can be identified by the fact that they do not relate strictly to historic or current facts. When used in this presentation the words “estimate,” “expect,” “intend,” “believe,” “plan,” “anticipate,” “projected,” and other words or the negative of these terms and similar expressions as they relate to the applicable company or its management identify forward-looking statements. Such statements reflect the current view of Vinco Ventures with respect to future events and are subject to risks, uncertainties, assumptions and other factors relating to Vinco Ventures and its subsidiaries and consolidated variable interest entities including Lomotif, their industry, financial condition, operations and results of operations. Such factors include, but are not limited to, the expected benefits from Vinco Ventures’ investments in Lomotif and related growth initiatives and strategies such as the blended media, cross-platform distribution strategy, the expected benefits of Lomotif’s participation in and sponsorship of live entertainment events, the expected benefits from acquisition of AdRizer and planned integration of the AdRizer technology with Lomotif and Honey Badger and synergies between AdRizer, Lomotif and Honey Badger and such other risks and uncertainties described more fully in documents filed by Vinco Ventures with or furnished to the Securities and Exchange Commission, including the risk factors discussed in Vinco Ventures’ Annual Report on Form 10-K for the period ended December 31, 2021 filed on April 15, 2022, which are available at [www.sec.gov](http://www.sec.gov). Should one or more of these risks or uncertainties materialize, or the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended, or planned. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, performance, or achievements. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

#### About Vinco Ventures

Vinco Ventures (Nasdaq: BBIG) is focused on the development of digital media and content technologies. Vinco Ventures’ consolidated subsidiary, ZVV Media Partners, LLC, a joint venture of Vinco Ventures and ZASH Global Media and Entertainment Corporation, has an 80% ownership interest in Lomotif Private Limited. Vinco Ventures owns a 100% ownership interest in AdRizer, LLC.

For more information, please visit [investors.vincoventures.com](http://investors.vincoventures.com) and follow us on [LinkedIn](#) and [Twitter](#).

#### For further information, please contact:

##### Investor Contact

KCSA Strategic Communications  
Allison Soss  
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##### Media Contact

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