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# msk represents hmny in moviepass deal

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August 17, 2017

## **MSK Represents Helios and Matheson Analytics Inc. in Deal to Acquire Majority Stake in MoviePass™, Unlimited Movie Subscription Service**

MSK client Helios and Matheson Analytics Inc. (Nasdaq: HMNY) has entered into a definitive agreement to acquire a majority stake in movie subscription technology company MoviePass Inc. for \$27,000,000 of cash and stock of HMNY. The deal further implements HMNY's growth strategy of expanding into industries with opportunities for big data and artificial intelligence innovations.

MoviePass is led by Netflix co-founder and former Redbox president Mitch Lowe. Film marketing executive and producer Stacy Spikes co-founded MoviePass in 2011. Early investors include True Ventures, AOL Ventures and Chris Kelly, MoviePass' largest investor and the former Chief Privacy Officer, Head of Global Public Policy and first General Counsel of Facebook.

MoviePass is available in over 91% of all theaters in the U.S. The MoviePass app enables subscribers to see unlimited movies in theaters with no blackout dates and no contracts. MoviePass announced a new low flat fee of \$9.95 per month on the heels of announcing the HMNY investment in MoviePass.

HMNY and MoviePass will continue their respective operations with existing leadership, including Ted Farnsworth, as Chief Executive Officer of HMNY, and Mitch Lowe as Chief Executive Officer of MoviePass.

MoviePass has agreed, following the closing of the transaction, to apply for listing and seek to begin trading on the Nasdaq Stock Market or the New York Stock Exchange by March 31, 2018, at which point HMNY would remain the majority stockholder of MoviePass.

HMNY rang the Nasdaq closing bell yesterday, August 16, 2017, following its announcement of the MoviePass deal.

MSK serves as HMNY's legal counsel for the MoviePass transaction and a concurrent \$10.3 million convertible note financing of HMNY from an institutional investor to finance part of the investment in MoviePass. Kevin Friedmann, Chairman of MSK's Corporate & Business Transactions Department,

## **attorneys**

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## **practice areas**

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led the MSK deal team. The MSK deal team also includes MSK Partner Marc Jones, and Associates Blake Baron, Siyuan An, Gabrielle Napolitano and Latore Price.

"We're proud to represent our client Helios and Matheson Analytics in this industry disruptive transaction," stated Mr. Friedmann. "With the addition of MoviePass to HMNY's portfolio, HMNY has found yet another avenue to reach users of its advanced consumer-centric technology services. We look forward to continuing this journey with HMNY and its growing following," Mr. Friedmann concluded.

### Key Transaction Details

HMNY filed a Current Report on Form 8-K with the U.S. Securities and Exchange Commission (the "SEC") with respect to the MoviePass transaction and a financing transaction with an institutional investor occurring simultaneously (the "Current Report"). The Current Report is available for review at [www.sec.gov](http://www.sec.gov). The information in this press release is qualified in its entirety by reference to such Current Report and the applicable securities purchase agreements included as exhibits to the Current Report, together with the exhibits to such securities purchase agreements.

The closing of the MoviePass transaction is conditioned upon HMNY consummating an equity or equity-linked financing transaction with aggregate gross proceeds of at least \$10 million, among other material conditions described in the Current Report.

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