

Section 1: S-8 (S-8)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

The Meet Group, Inc.

(Exact name of registrant as specified in charter)

Delaware

(State or other jurisdiction of incorporation or organization)

86-0879433

(I.R.S. Employer Identification No.)

100 Union Square Drive
New Hope, Pennsylvania 18938
(215) 862-1162

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

2018 Omnibus Incentive Plan

(Full title of the plan)

Frederic Beckley
General Counsel and Executive Vice President, Business Affairs
The Meet Group, Inc.
100 Union Square Drive
New Hope, Pennsylvania 18938
(215) 862-1162

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

James W. McKenzie, Jr.
Morgan, Lewis & Bockius LLP
1701 Market Street
Philadelphia, Pennsylvania 19103
(215) 963-5000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (4)	Proposed Maximum Aggregate Offering Price (4)	Amount of Registration Fee (5)
Common Stock, \$0.001 par value per share, available for issuance under the Registrant's 2018 Plan	8,800,924 (1)(3)	\$3.53	\$31,067,261.72	\$3,867.87
Common Stock, \$0.001 par value per share, previously registered under the Registrant's A&R 2012 Plan and A&R 2006 Plan	8,487,447 (2)	\$3.53	\$29,960,687.91	\$3,730.11
Total Common Stock, \$0.001 par value per share	17,288,371	-	\$61,027,949.63	\$7,597.98

- (1) As described in the Explanatory Note in this registration statement, the number of shares of common stock, \$0.001 par value per share ("Common Stock"), of The Meet Group, Inc. (the "Registrant"), registered hereby consists of (a) 8,500,000 shares being registered for the first time pursuant to the Registrant's 2018 Omnibus Incentive Plan (the "2018 Plan"), plus (b) 300,924 shares (the "Carryover Shares") that were previously registered with respect to the Registrant's Amended and Restated 2012 Omnibus Incentive Plan (the "A&R 2012 Plan") on Form S-8, filed with the Securities and Exchange Commission on May 10, 2017 (Registration Statement No. 333-217820) (the "2017 S-8"). The Carryover Shares were available for future grants under the A&R 2012 Plan as of June 1, 2018, the date of the adoption of the 2018 Plan. A post-effective amendment to the 2017 S-8 to deregister the Carryover Shares is being filed contemporaneously with the filing of this registration statement.
- (2) As described in the Explanatory Note in this registration statement, the number of shares of Common Stock available for issuance under the 2018 Plan will be increased by the number of shares subject to awards that were outstanding under the Registrant's A&R 2012 Plan, as approved December 16, 2016, and the Registrant's Amended and Restated 2006 Stock Incentive Plan, as approved June 8, 2011 (the "A&R 2006 Plan" and, together with the A&R 2012 Plan, the "Prior Plans") that terminate, expire, or are cancelled, forfeited, exchanged, or surrendered without having been exercised, vested, or paid in shares under the Prior Plans after the effective date of the 2018 Plan.
- (3) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers additional shares that may become issuable under the 2018 Incentive Plan referenced above by reason of certain corporate transactions or events, including any common stock dividend, common stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding common stock.
- (4) Established solely for purposes of determining the registration fee pursuant to provisions of Rules 457(c) and 457(h) under the Securities Act by averaging the high and low sale prices of the Registrant's common stock as reported by NASDAQ on May 31, 2018.
- (5) The Registrant is paying registration fees solely with respect to (i) the 8,500,000 shares of Common Stock newly registered hereby and (ii) the 8,487,447 shares of Common Stock registered under the Prior Plans that may become available under the 2018 Plan. Pursuant to Rule 457(p) under the Securities Act, the Registrant hereby offsets the registration fee required in connection with this registration statement by \$221.49 previously paid in connection to the Carryover Shares upon filing of the 2017 S-8 as described in footnote (1) above, and no further registration fee is required. Accordingly, the filing fee wired to the SEC in connection with this registration statement is \$7,376.49.

EXPLANATORY NOTE

The stockholders of The Meet Group, Inc. (the “Registrant,” “we” or “us”) approved the Registrant’s 2018 Omnibus Incentive Plan (the “2018 Plan”) on June 1, 2018 (the “Effective Date”). As provided in the 2018 Plan, 8,800,924 shares of common stock, par value \$0.001 per share (“Common Stock”), are available for issuance thereunder. In addition, the number of shares of Common Stock available for issuance under the 2018 Plan will be increased by the number of shares subject to awards that were outstanding under the Registrant’s Amended and Restated 2012 Omnibus Incentive Plan, as approved December 16, 2016 (the “A&R 2012 Plan”) and the Registrant’s Amended and Restated 2006 Stock Incentive Plan, as approved June 8, 2011 (the “A&R 2006 Plan” and, together with the A&R 2012 Plan, the “Prior Plans”) that terminate, expire, or are cancelled, forfeited, exchanged, or surrendered without having been exercised, vested, or paid in shares under the Prior Plans after the effective date of the 2018 Plan. The Registrant’s authority to grant new awards under the A&R 2012 Plan terminated upon stockholder approval of the 2018 Plan on the Effective Date.

The purpose of this registration statement is to register (i) 8,500,000 shares being registered for the first time pursuant to the 2018 Plan, (ii) the 300,924 shares (the “Carryover Shares”) that remained available for awards under the A&R 2012 Plan as of the Effective Date and were previously registered on a Form S-8, filed with the Securities and Exchange Commission (the “Commission”) on May 10, 2017 (Registration Statement No. 333-217820) (the “2017 S-8”) and (iii) 8,487,447 shares registered under the Prior Plans that may become available for future grants if awards made under the Prior Plans that were outstanding on the Effective Date terminate, expire, or are cancelled, forfeited, exchanged, or surrendered without having been exercised, vested, or paid in shares. The 2017 S-8 registered, in part, an additional 1,800,000 shares of Common Stock for availability under the A&R 2012 Plan. A post-effective amendment to the 2017 S-8 to deregister the Carryover Shares is being filed contemporaneously with the filing of this registration statement with the Commission.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in this Part I of Form S-8 (plan information and registrant information and other information) will be sent or given to participants in the Plans as specified by Rule 428(b)(1) of the Securities Act. Such documents need not be filed with the SEC either as part of this registration statement or as prospectuses or prospectus supplements pursuant to Rule 424. These documents and the documents incorporated by reference in this registration statement pursuant to Item 3 of Part II of this Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the SEC pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated by reference into this registration statement:

- (1) The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2017 filed with the SEC on March 16, 2018;
- (2) The Registrant’s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2018 filed with the SEC on May 7, 2018;
- (3) The Registrant’s Current Reports on Form 8-K filed with the SEC on January 9, 2018, March 7, 2018 (excluding Item 7.01), and March 7, 2018; and
- (4) The description of the Registrant’s common stock set forth in the Registrant’s Form 8-A filed with the SEC on April 3, 2014, and any amendment or report filed for the purpose of updating such description.

All reports and other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this registration statement that indicate that all of the shares of common stock offered have been sold or that deregister all of such shares then remaining unsold, shall be deemed to be incorporated by reference into this registration statement and to be a part hereof from the date of the filing of such reports and documents. Unless expressly incorporated into this registration statement, a report furnished but not filed on Form 8-K shall not be incorporated by reference into this registration statement to the extent furnished but not filed.

Any statement contained herein or in a document all or a portion of which is incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein (or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein) modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel.

Not Applicable.

Item 6. Indemnification of Directors and Officers.

Section 102(b)(7) of the Delaware General Corporation Law (the “DGCL”) provides that a certificate of incorporation may include a provision which eliminates or limits the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director’s duty of loyalty to the company or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, relating to prohibited dividends or distributions or the repurchase or redemption of stock or (iv) for any transaction from which the director derives an improper personal benefit. Our Amended and Restated Certificate of Incorporation (“Charter”) includes such a provision. As a result of this provision, we and our shareholders may be unable to obtain monetary damages from a director for breach of his or her duty of care.

Section 145 of the DGCL generally provides that a corporation shall have such power to indemnify such persons to the extent they acted in good faith in a manner they reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. In the event any such person shall be judged liable such indemnification shall apply only if approved by the court in which the action was brought. Any other indemnification shall be made by a majority vote of the Board of Directors (the “Board”) (excluding any directors who were party to such action), or by a committee of directors designated by majority vote of the Board or by independent legal counsel in a written opinion, or by a majority vote of shareholders (excluding any shareholders who were parties to such action).

Our Charter provides that we shall indemnify our executive officers and directors, employees and agents and former officers, directors, employees and agents against expenses (including attorney's fees), judgments, fines and amounts paid in settlement arising out of his or her services on behalf of us subject to the qualifications contained in the DGCL. Additionally, we will advance expenses to those parties mentioned in the previous sentence to the fullest extent allowed under the DGCL. Our Bylaws provide for indemnification of our directors and officers to the fullest extent permitted by law.

We have entered into Indemnification Agreements with our executive officers and directors providing for indemnification and containing an advancement of expenses provision.

Item 7. Exemption from Registration Claimed.

Not Applicable.

Item 8. Exhibits.

Exhibit No.	Description
5.1	Opinion of Morgan, Lewis & Bockius LLP.
23.1	Consent of RSM US LLP.
23.2	Consent of Morgan, Lewis & Bockius LLP (included in Exhibit 5.1 filed herewith).
24.1	Power of Attorney (included on signature pages hereto).
99.1	2018 Omnibus Incentive Plan (incorporated by reference to Exhibit A of the Registrant's DEFR 14A (Definitive Proxy Statement), filed May 9, 2018).

Item 9. Undertakings.

The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424 (b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

provided, however, that Paragraphs (1)(i) and (1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, The Meet Group, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in New Hope, Pennsylvania, on June 7, 2018.

THE MEET GROUP, INC.

By: /s/ Geoffrey Cook
Geoffrey Cook
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Geoffrey Cook and Frederic Beckley, with full power to act without the other, such person's true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, for him and in his name, place and stead, in any and all capacities, to sign this Registration Statement and any and all amendments thereto (including post-effective amendments) and any related registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and to file the same, with exhibits and schedules thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing necessary or desirable to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated below.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ GEOFFREY COOK</u> Geoffrey Cook	Director and Chief Executive Officer (principal executive officer)	June 7, 2018
<u>/s/ JAMES BUGDEN</u> James Bugden	Chief Financial Officer (principal financial officer)	June 7, 2018
<u>/s/ MICHAEL JOHNSON</u> Michael Johnson	Chief Accounting Officer (principal accounting officer)	June 7, 2018
<u>/s/ SPENCER RHODES</u> Spencer Rhodes	Director, Chairman of the Board	June 7, 2018
<u>/s/ JEAN CLIFTON</u> Jean Clifton	Director	June 7, 2018
<u>/s/ CHRISTOPHER FRALIC</u> Christopher Fralic	Director	June 7, 2018
<u>/s/ SPENCER GRIMES</u> Spencer Grimes	Director	June 7, 2018
<u>/s/ BEDI SINGH</u> Bedi Singh	Director	June 7, 2018
<u>/s/ JASON WHITT</u> Jason Whitt	Director	June 7, 2018

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Section 2: EX-5.1 (EXHIBIT 5.1)

Morgan Lewis

June 7, 2018

The Meet Group, Inc.
100 Union Square Drive
New Hope, Pennsylvania 18938

RE: The Meet Group, Inc., Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to The Meet Group, Inc., a Delaware corporation (the “Company”), in connection with the filing of the referenced Registration Statement (the “Registration Statement”) under the Securities Act of 1933, as amended (the “Act”), with the Securities and Exchange Commission (the “SEC”). The Registration Statement relates to the proposed offering and sale of 17,288,371 shares of the Company’s common stock, par value \$0.001 per share (the “Common Stock”), of which (i) 8,500,000 shares (the “New Shares”) are being registered for the first time and are issuable under the Company’s 2018 Omnibus Incentive Plan (the “2018 Plan”); (ii) 300,924 shares (the “Carryover Shares”) remained available under the Company’s 2012 Amended and Restated Omnibus Incentive Plan (the “2012 Plan”), were previously registered and are issuable under the 2018 Plan; and (iii) 8,487,447 shares (the “Prior Plan Shares” and, together with the New Shares and the Carryover Shares, the “Shares”) were previously registered under the Company’s 2012 Plan and Amended and Restated 2006 Stock Incentive Plan (the “2006 Plan” and, together, with the 2012 Plan, the “Prior Plans”) and may become available for future grants under the 2018 Plan if awards made under the Prior Plans that were outstanding on June 1, 2018 terminate, expire, or are cancelled, forfeited, exchanged, or surrendered without having been exercised, vested, or paid in shares.

In connection with this opinion letter, we have examined the Registration Statement and originals, or copies certified or otherwise identified to our satisfaction, of the Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws of the Company and such other documents, records and other instruments as we have deemed appropriate for purposes of the opinion set forth herein.

We have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of the documents submitted to us as originals, the conformity with

Morgan, Lewis & Bockius LLP

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Philadelphia, PA 19103-2921
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The Meet Group, Inc.

June 7, 2018

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the originals of all documents submitted to us as certified, facsimile or photostatic copies and the authenticity of the originals of all documents submitted to us as copies.

Based upon the foregoing, we are of the opinion that the Shares have been duly authorized by the Company and, when issued and delivered by the Company in the manner and in accordance with the terms of the 2018 Plan will be validly issued, fully paid and non-assessable.

The opinions expressed herein are limited to the Delaware General Corporation Law.

We hereby consent to the use of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not hereby admit that we are acting within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the SEC thereunder.

Very truly yours,

/s/ Morgan, Lewis & Bockius LLP

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Section 3: EX-23.1 (EXHIBIT 23.1)

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of The Meet Group, Inc. of our reports dated March 16, 2018 relating to the consolidated financial statements and the effectiveness of internal control over financial reporting of The Meet Group, Inc. and its subsidiaries, appearing in the Annual Report on Form 10-K of The Meet Group, Inc. for the year ended December 31, 2017.

/s/ RSM US LLP

Blue Bell, Pennsylvania

June 6, 2018

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