

Discovery, Inc.
Form 8-K/A
May 22, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): March 6, 2018

Discovery, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-34177
(Commission
File Number)

35-2333914
(IRS Employer
Identification No.)

One Discovery Place

Silver Spring, Maryland
(Address of Principal Executive Offices)

20910
(Zip Code)

Registrant's telephone number, including area code: 240-662-2000

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))
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.

EXPLANATORY NOTE

On March 6, 2018, Discovery, Inc. (f/k/a Discovery Communications, Inc.) (the Company) filed with the Securities and Exchange Commission a Current Report on Form 8-K (the Initial 8-K) to report, among other things, the completion of the previously announced acquisition of Scripps Networks Interactive, Inc. (Scripps). The Initial 8-K omitted the financial statements of the business acquired and the pro forma combined financial information as permitted by Item 9.01(a)(4) and Item 9.01(b)(2) of Form 8-K. This amendment to the Initial 8-K is being filed to provide the financial statements and pro forma financial information required by Item 9.01 of Form 8-K. The Initial 8-K otherwise remains the same and the Items therein, including Item 9.01, are hereby incorporated by reference into this Current Report on Form 8-K/A.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired

The audited consolidated balance sheets of Scripps and subsidiaries as of December 31, 2017 and December 31, 2016, the related consolidated statements of operations, comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2017, and the related notes, are attached hereto as Exhibit 99.1 and incorporated herein by reference.

(b) Pro Forma Financial Information.

The unaudited pro forma condensed combined financial statements and explanatory notes as of and for the year ended December 31, 2017 were filed as Exhibit 99.1 to the Company's Current Report on Form 8-K dated March 5, 2018 and are incorporated herein by reference.

(d) Exhibits

| Exhibit No. | Description of Exhibit |
|-------------|---|
| 23.1 | <u>Consent of Deloitte & Touche LLP (consent of independent registered public accounting firm of Scripps Networks Interactive, Inc.).</u> |
| 99.1 | <u>Audited consolidated balance sheets of Scripps Networks Interactive, Inc. and subsidiaries as of December 31, 2017 and 2016, the related consolidated statements of operations, comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2017, and the related notes.</u> |
| 99.2 | <u>Unaudited Pro Forma Condensed Combined Financial Statements of Discovery, Inc. (f/k/a Discovery Communications, Inc.) and Scripps Networks Interactive, Inc. as of and for the year ended December 31, 2017 (incorporated by reference to Exhibit 99.1 of the Company's Current Report on Form 8-K dated March 5, 2018).</u> |

SIGNATURE

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.

Date: May 22, 2018

DISCOVERY, INC.

By: /s/ Bruce L. Campbell
Name: Bruce L. Campbell
Title: Chief Development, Distribution &
Legal Officer