

**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): **May 24, 2019**

MONITRONICS INTERNATIONAL, INC.

(Exact Name of Registrant as Specified in its Charter)

Texas
(State or other jurisdiction
of incorporation)

333-110025
(Commission
File Number)

74-2719343
(IRS Employer
Identification No.)

1990 Wittington Place
Farmers Branch, Texas 75234
(Address of principal executive offices, including zip code)

(972) 243-7443
(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:

- 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))

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
None	None	None

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).

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 7.01 Regulation FD Disclosure.

Public Disclosure of Material Non-public Information

As previously disclosed, on and after February 5, 2019, Ascent Capital Group, Inc. (“Ascent”) and Monitronics International, Inc. (the “Company”), entered into confidentiality agreements (the “Noteholder Confidentiality Agreements”) with certain holders of the Company’s 9.125% Senior Notes due 2020 (the “Noteholders”). On February 27, 2019, Ascent and the Company entered into confidentiality agreements (the “Term Lender Confidentiality Agreements” and together with the Noteholder Confidentiality Agreements, the “Confidentiality Agreements”) with certain term lenders under the Company’s existing credit agreement (the “Term Lenders”). The Confidentiality Agreements require a public disclosure of certain material non-public information provided to the Noteholders and the Term Lenders (the “Cleansing Materials”) upon certain dates and events set forth in the Confidentiality Agreements.

The management presentation provided to the Noteholders and the Term Lenders and attached as Exhibit 99.1 to this Form 8-K constitutes Cleansing Materials.

Statements made and information included in the Cleansing Materials are made as of the date of such Cleansing Materials and not as of the date hereof. In the course of subsequent operations, our views on some of these materials may have changed. As such, the Company’s future public filings may contain information that updates or supersedes some of the information contained in the Cleansing Materials, however the Company is under no obligation to update such Cleansing Materials for the date hereof or any future date.

The information included in this Form 8-K under Item 7.01 and Exhibit 99.1 attached hereto are being furnished and shall not be deemed “filed” for purposes of Section 18 of the Exchange Act or otherwise subject to liabilities of that Section, unless the registrant specifically states that the information is to be considered “filed” under the Exchange Act or incorporates it by reference into a filing under the Exchange Act or the Securities Act.

Forward-Looking Statements

This Current Report on Form 8-K contains certain statements that may be deemed to be “forward-looking statements” within the meaning of the Securities Act and the Securities Exchange Act of 1934, as amended (the “Exchange Act”). All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements. Forward-looking statements are statements of future expectations that are based on management’s current expectations and assumptions and involve known and unknown risks and uncertainties and projections of results of operations or of financial condition or forecasts of future events that could cause actual results, performance or events to differ materially from those expressed or implied in these statements. Words such as “could,” “will,” “may,” “assume,” “forecast,” “position,” “predict,” “strategy,” “expect,” “intend,” “plan,” “estimate,” “anticipate,” “believe,” “project,” “budget,” “potential” or “continue” and similar expressions are used to identify forward-looking statements. These statements are based on certain assumptions made by the Company based on management’s experience and perception of historical trends, current conditions, anticipated future developments and other factors believed to be appropriate. Although the Company believes its expectations stated in this Current Report on Form 8-K are based on reasonable assumptions, such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond the control of the Company, that could cause actual results to differ materially from those implied or expressed by the forward-looking statements. These statements include, but are not limited to, statements about the restructuring of the Company, anticipated future financial or operational results, the Company’s financial position, the previously announced merger of Ascent and the Company, and similar matters. These statements are based on certain assumptions made by the Company based on management’s experience and perception of historical trends, current conditions, anticipated future developments and other factors believed to be appropriate. These risks include the factors described under “Risk Factors” in the Company’s Annual Report filed on Form 10-K and Quarterly Report on Form 10-Q with the SEC and other public filings and press releases.

Each forward-looking statement speaks only as of the date of this Current Report on Form 8-K and the Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Additional Information

Nothing in this Current Report on Form 8-K shall constitute a solicitation to buy or an offer to sell any securities of Ascent or the Company. Copies of Ascent's and the Company's SEC filings are available free of charge at the SEC's website (<http://www.sec.gov>). Copies of the filings together with the materials incorporated by reference therein will also be available, without charge, by directing a request to Monitronics International, Inc., 1990 Wittington Place, Farmers Branch, TX, Telephone: (972) 243-7443, or to Ascent Capital Group, Inc., 5251 DTC Parkway, Suite 1000, Greenwood Village, CO 80111, Telephone: (303) 628-5600.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
99.1	Management Presentation

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.

Monitronics International, Inc.

Date: May 24, 2019

By: /s/ William E. Niles
William E. Niles
Executive Vice President and Secretary

Project Secure

April 2019 – Financial Results

May 23, 2019

Financial Results Summary – April 2019 YTD

The Company shared its preliminary, unaudited April 2019 financial results. The illustrative table to the right compares budgeted versus preliminary unaudited actuals for certain metrics as of and for the four months ended April 2019

- Total Revenue was \$2.7M, 1.5% below budget due to fewer retention and moves jobs than planned
- Total EBITDA was \$1.2M, 1.2% above plan which includes the aforementioned revenue variance, offset by favorable expenses (including the aforementioned retention/moves related expenses)
- End of Period Subscribers were 895.7K, 0.4% higher than forecasted, primarily driven by favorable attrition
- Total RMR was \$40.6M, 0.6% higher than forecasted, as a result of higher subscriber count
- Total Accounts Created were 0.5% or 129 higher than forecasted driven by strong dealer channel performance
- Consolidated Creation Multiple ("CCM") was 37.1x, 2.3% higher than budgeted principally due to favorable volume from higher multiple dealers

(\$ in '000s)	April 2019 YTD		Favorable / (Unfavorable)	
	Budget	Prelim. Act.	Var. Amt.	Var. %
Total Revenue (Incl. ASC 606)	\$175,086	\$172,404	(\$2,682)	(1.5%)
Total Revenue (Excl. ASC 606)	\$173,534	\$174,633	\$1,099	0.6%
Adj. EBITDA (Incl. ASC 606)	\$95,933	\$97,097	\$1,164	1.2%
Margin %	54.8%	56.3%	1.5%	2.8%
Adj. EBITDA (Excl. ASC 606)	\$95,441	\$100,237	\$4,796	5.0%
Margin %	55.0%	57.4%	2.4%	4.4%
<i>Expensed Subscriber acquisition costs, net</i>				
Gross subscriber acquisition costs	\$11,920	\$10,795	\$1,125	9.4%
Revenue assoc. w/ subscriber acquisition costs	\$3,585	\$2,496	(\$1,089)	(30.4%)
Expensed subscriber acquisition costs, net	\$8,335	\$8,299	\$36	0.4%
Total Subscribers	892,170	895,680	3,510	0.4%
Total RMR	\$40,313	\$40,574	\$261	0.6%
Unit Attrition % ²	17.9%	17.6%	0.3%	1.8%
RMR Attrition % ²	17.8%	17.4%	0.4%	2.2%
<i>Accounts Created¹:</i>				
Dealer + Bulk	20,925	21,471	546	2.6%
Direct to Consumer	6,546	6,129	(417)	(6.4%)
Total Accounts Created	27,471	27,600	129	0.5%
Consolidated Creation Multiple	36.2x	37.1x	(0.8x)	(2.3%)

Notes:

- 1) Includes economic replacement
- 2) Rounded to the nearest tenth

Financial Results Summary – April 2019 MTD

The Company shared its preliminary, unaudited April 2019 financial results. The illustrative table to the right compares budgeted versus preliminary unaudited actuals for certain metrics as of and for the month ended April 2019

- Total Revenue was \$1.1M, 2.6% below budget due to fewer retention and moves jobs than planned

- Total EBITDA was \$346K, 1.5% below plan due to the aforementioned revenue variance, partially offset by related expenses

- End of Period Subscribers were 895.7K, 0.4% higher than forecasted, primarily driven by favorable attrition

- Total RMR was \$40.6M, 0.6% higher than forecasted, as a result of higher subscriber count

- Total Accounts Created were 2.6% or 200 lower than forecasted, largely driven by zero bulk buys during April (281 budgeted) and fewer direct to consumer adds

- Consolidated Creation Multiple ("CCM") was 37.7x, 4.6% higher than budgeted principally due to favorable volume from higher multiple dealers

(\$ in '000s)	April 2019		Favorable / (Unfavorable)	
	Budget	Prelim. Act.	Var. Amt.	Var. %
Total Revenue (Incl. ASC 606)	\$43,945	\$42,799	(\$1,147)	(2.6%)
Total Revenue (Excl. ASC 606)	\$43,848	\$43,335	(\$513)	(1.2%)
Adj. EBITDA (Incl. ASC 606)	\$23,704	\$23,359	(\$346)	(1.5%)
Margin %	53.9%	54.6%	0.6%	1.2%
Adj. EBITDA (Excl. ASC 606)	\$23,837	\$24,089	\$252	1.1%
Margin %	54.4%	55.6%	1.2%	2.3%
<i>Expensed Subscriber acquisition costs, net</i>				
Gross subscriber acquisition costs	\$3,651	\$3,480	\$171	4.7%
Revenue assoc. w/ subscriber acquisition costs	\$1,185	\$793	(\$392)	(33.1%)
Expensed subscriber acquisition costs, net	\$2,466	\$2,687	(\$222)	(9.0%)
Total Subscribers	892,170	895,680	3,510	0.4%
Total RMR	\$40,313	\$40,574	\$261	0.6%
Unit Attrition % ²	17.9%	17.6%	0.3%	1.8%
RMR Attrition % ²	17.8%	17.4%	0.4%	2.2%
<i>Accounts Created¹:</i>				
Dealer + Bulk	5,831	5,801	(30)	(0.5%)
Direct to Consumer	1,966	1,796	(170)	(8.6%)
Total Accounts Created	7,797	7,597	(200)	(2.6%)
Consolidated Creation Multiple	36.0x	37.7x	(1.6x)	(4.6%)

Notes:

- 1) Includes economic replacement
- 2) Rounded to the nearest tenth

Financial Results

Net loss to Adjusted EBITDA – April 2019 MTD and YTD

The Company shared its preliminary, unaudited April 2019 financial results. The illustrative table to the right compares budgeted versus preliminary unaudited actuals for certain metrics for the month and four months ended April 2019

(\$ in '000s)	April 2019		April 2019 YTD	
	Budget	Prelim. Act.	Budget	Prelim. Act.
Net loss	(\$9,456)	(\$2,504)	(\$32,482)	(\$34,275)
Amortization of subscriber accounts, deferred contract acquisition costs and other intangible assets	\$16,950	\$16,428	\$67,834	\$65,573
Depreciation	\$922	\$1,012	\$3,640	\$4,166
Stock-based compensation	\$121	\$56	\$415	\$245
Long-term incentive compensation		\$55		\$340
LiveWatch acquisition contingent bonus charges				\$63
Legal settlement - insurance recovery		(\$4,800)	(\$3,000)	(\$4,800)
Integration / Implementation of company initiatives	\$1,435	\$585	\$3,807	\$2,167
Refinancing expense				\$5,214
Derivatives loss/(gain)		(\$969)		\$6,804
Interest expense	\$13,459	\$13,272	\$53,659	\$50,705
Income tax expense	\$274	\$223	\$2,059	\$894
Adjusted EBITDA	\$23,704	\$23,359	\$95,933	\$97,097