
**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 26, 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
(I.R.S. 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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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 1.01. Entry into a Material Definitive Agreement.

On August 26, 2019, Ascent Capital Group, Inc. (“Ascent”) and Monitronics International, Inc., a wholly owned subsidiary of Ascent (“Monitronics”) entered into a Waiver (the “Waiver”) under the Agreement and Plan of Merger (the “merger agreement”) pursuant to which Ascent will merge with and into Monitronics (the “merger”) substantially concurrently with the completion of the previously announced restructuring of Monitronics. Pursuant to the Waiver, Ascent and Monitronics agreed (i) to waive the condition to the closing of the merger that the shares of Monitronics common stock (the “Monitronics common stock”) to be issued to the holders of Ascent’s common stock upon completion of the merger and the transactions contemplated by the merger agreement be quoted on any tier of the OTC Markets or any other similar national or international quotation service and (ii) that Monitronics shall endeavor to cause the Monitronics common stock to be quoted on any tier of the OTC Markets or any other similar national or international quotation service as quickly as practicable after the completion of the merger.

The Waiver is filed with this Current Report on Form 8-K as Exhibit 10.1, and is incorporated herein by reference, and the foregoing description is qualified in its entirety by reference thereto.

Item 8.01. Other Events.

On August 26, 2019, Ascent and Monitronics issued a joint press release announcing the execution of the Waiver, a copy of which is attached hereto as Exhibit 99.1 and is incorporated in its entirety herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
10.1	Waiver, dated August 26, 2019.
99.1	Press Release, dated August 26, 2019.

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: August 26, 2019

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

WAIVER UNDER AGREEMENT AND PLAN OF MERGER

This WAIVER UNDER AGREEMENT AND PLAN OF MERGER (the "Waiver") is entered into and is effective as of August 26, 2019, by and between Ascent Capital Group, Inc., a Delaware corporation ("Ascent") and Monitronics International, Inc., a Texas corporation ("Monitronics"). Monitronics and Ascent are sometimes referred to collectively as the "Parties" and individually as a "Party". All capitalized terms used herein but not otherwise defined shall have the meanings ascribed to such terms in the Merger Agreement (as hereinafter defined).

WHEREAS, Ascent and Monitronics are parties to that certain Agreement and Plan of Merger, dated as of May 24, 2019 (the "Merger Agreement");

WHEREAS, pursuant to Section 5.8 of the Merger Agreement, at any time prior to the Merger Effective Time, each Party may, to the extent legally allowed, (a) extend the time for the performance of any of the obligations or other acts of the other Party, or (b) waive compliance with any of the agreements or conditions contained in the Merger Agreement;

WHEREAS, pursuant to Section 3.1(d) of the Merger Agreement, the respective obligations of the Parties to effect the Merger and the other transactions contemplated by the Merger Agreement are subject to the shares of Monitronics Common Stock to be issued to the holders of Ascent Common Stock upon consummation of the Conversion and the Reorganization (the "New Shares") being quoted on any tier of the OTC Markets Group or any other similar national or international quotation service at or prior to the Merger Effective Time (the "Listing Closing Condition");

WHEREAS, after discussion by the Parties and consideration of various timing considerations associated with the Listing Closing Condition, the Parties have each agreed to waive the Listing Closing Condition, provided that Monitronics shall endeavor to cause the New Shares to be quoted on any tier of the OTC Markets Group or any other similar national or international quotation service as quickly as practicable after the Merger Effective Time;

NOW, THEREFORE, in consideration of the foregoing and the mutual agreements contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereto agree as follows:

1. WAIVER

Each Party hereby waives any right to satisfaction it may have under the Merger Agreement with respect to the Listing Closing Condition. The Parties agree that Monitronics shall endeavor to cause the New Shares to be quoted on any tier of the OTC Markets Group or any similar national or international quotation service as quickly as practicable after the Merger Effective Time.

2. MISCELLANEOUS

(a). Except as expressly provided herein, nothing in this Waiver shall be construed as a waiver, amendment or modification of any other term or condition of the Parties under the Merger Agreement.

(b). Except as expressly set forth in herein, the Merger Agreement shall continue in full force and effect in accordance with its terms, and is hereby ratified by the Parties.

(c). Sections 5.3 through 5.7 and Section 5.10 of the Merger Agreement are hereby incorporated by reference *mutatis mutandis*.

[Signature Page Follows]

IN WITNESS WHEREOF, the Parties hereto have executed this Waiver as of the date first above written.

ASCENT:

ASCENT CAPITAL GROUP, INC.

By: /s/ William E. Niles
Name: William E. Niles
Title: Chief Executive Officer, General Counsel and Secretary

MONITRONICS:

MONITRONICS INTERNATIONAL, INC.

By: /s/ Jeff Gardner
Name: Jeff Gardner
Title: President and Chief Executive Officer

Signature Page to Waiver under Agreement and Plan of Merger



Ascent Capital Group and Monitronics International Announce Waiver under the Merger Agreement and OTC Listing Update

ENGLEWOOD, CO - August 26, 2019 (GLOBE NEWSWIRE) — Ascent Capital Group, Inc. (“Ascent”) (OTC: ASCMA, ASCMB) and its wholly owned subsidiary, Monitronics International, Inc. (“Monitronics” or “the Company”), today announced that they have entered into a Waiver (the “Waiver”) under the Agreement and Plan of Merger (the “Merger Agreement”), pursuant to which Ascent will merge with and into Monitronics (the “Merger”) substantially concurrently with the completion of the previously announced restructuring of Monitronics. Pursuant to the Waiver, Ascent and Monitronics have agreed (i) to waive the condition to the closing of the Merger that the shares of Monitronics common stock (the “Monitronics Common Stock”) to be issued to the holders of Ascent’s common stock upon completion of the Merger and the transactions contemplated by the Merger Agreement be quoted on the OTC Markets or any similar national or international quotation service and (ii) that Monitronics shall endeavor to cause the Monitronics Common Stock to be quoted on any tier of the OTC Markets or any similar national or international quotation service as quickly as practicable after the completion of the Merger. It is currently expected that the Monitronics Common Stock will begin to be quoted on the OTC Markets on or prior to the second business day following the completion of the Merger and the transactions contemplated by the Merger Agreement. The Merger is expected to be completed on or about August 30, 2019, subject to the satisfaction of additional customary closing conditions.

Forward-Looking Statements

This press release includes certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements about the Merger and the expected timetable for its completion and for the quotation of the Monitronics Common Stock on the OTC Markets. 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, including, without limitation, satisfaction of the conditions to the completion of the Merger and completion of the endeavor set forth in the Waiver. Words such as “could,” “will,” “may,” “assume,” “forecast,” “position,” “predict,” “strategy,” “expect,” “intend,” “plan,” “estimate,” “anticipate,” “believe,” “project,” “budget,” “potential,” “forward” or “continue” and similar expressions are used to identify forward-looking statements that can be affected by assumptions used or by known or unknown risks or uncertainties. Consequently, no forward-looking statements can be guaranteed. These forward-looking statements speak only as of the date of this communication, and Ascent and Monitronics expressly disclaim any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein to reflect any change in Ascent’s or Monitronics’ expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based. Please refer to the publicly filed documents of Ascent and Monitronics, including the most recent Forms 10-K and 10-Q for additional information about Ascent and Monitronics and about the risks and uncertainties related to Ascent’s and Monitronics’ respective business which may affect the statements made in this press release.

About Ascent and Monitronics

Ascent Capital Group, Inc. (OTC: ASCMA, ASCMB) is a holding company whose primary subsidiary is Monitronics, one of the largest home security and alarm monitoring companies in the U.S. Headquartered in the Dallas-Fort Worth area, Monitronics secures approximately 900,000 residential and commercial customers through highly responsive, simple security solutions backed by expertly trained professionals. The company has the nation's largest network of independent authorized dealers — providing products and support to customers in the U.S., Canada and Puerto Rico — as well as direct-to-consumer sales of DIY and professionally installed products. For more information on Ascent, see <http://ir.ascentcapitalgroupinc.com>.

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