

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D. C. 20549**

**FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended **September 30, 2017**

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from            to

Commission File Number **333-110025**

**MONITRONICS INTERNATIONAL, INC.**

(Exact name of Registrant as specified in its charter)

**State of Texas**

(State or other jurisdiction of  
incorporation or organization)

**74-2719343**

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

**1990 Wittington Place  
Farmers Branch, Texas**

(Address of principal executive offices)

**75234**

(Zip Code)

Registrant's telephone number, including area code: **(972) 243-7443**

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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, as defined in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

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.

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of November 3, 2017, Monitronics International, Inc. is a wholly owned subsidiary of Ascent Capital Group, Inc.

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**Item 1. Financial Statements (unaudited).**

**MONITRONICS INTERNATIONAL, INC. AND SUBSIDIARIES**  
**Condensed Consolidated Balance Sheets**  
**Amounts in thousands, except share amounts**  
**(unaudited)**

	September 30, 2017	December 31, 2016
<b><u>Assets</u></b>		
Current assets:		
Cash and cash equivalents	\$ 28,250	\$ 3,177
Trade receivables, net of allowance for doubtful accounts of \$3,381 in 2017 and \$3,043 in 2016	13,206	13,869
Prepaid and other current assets	8,743	9,360
Total current assets	50,199	26,406
Property and equipment, net of accumulated depreciation of \$35,239 in 2017 and \$28,825 in 2016	30,953	28,270
Subscriber accounts, net of accumulated amortization of \$1,383,804 in 2017 and \$1,212,468 in 2016	1,333,627	1,386,760
Dealer network and other intangible assets, net of accumulated amortization of \$40,348 in 2017 and \$32,976 in 2016	9,452	16,824
Goodwill	563,549	563,549
Other assets	6,868	11,908
Total assets	<u>\$ 1,994,648</u>	<u>\$ 2,033,717</u>
<b><u>Liabilities and Stockholder's Equity</u></b>		
Current liabilities:		
Accounts payable	\$ 10,455	\$ 11,461
Accrued payroll and related liabilities	5,683	4,068
Other accrued liabilities	61,392	31,579
Deferred revenue	14,191	15,147
Holdback liability	10,706	13,916
Current portion of long-term debt	11,000	11,000
Total current liabilities	113,427	87,171
Non-current liabilities:		
Long-term debt	1,720,193	1,687,778
Long-term holdback liability	1,982	2,645
Derivative financial instruments	16,122	16,948
Deferred income tax liability, net	20,488	17,330
Other liabilities	6,506	6,900
Total liabilities	1,878,718	1,818,772
Commitments and contingencies		
Stockholder's equity:		
Common stock, \$.01 par value. 1,000 shares authorized, issued and outstanding both at September 30, 2017 and December 31, 2016	—	—
Additional paid-in capital	448,965	446,826
Accumulated deficit	(319,577)	(222,924)
Accumulated other comprehensive loss	(13,458)	(8,957)
Total stockholder's equity	115,930	214,945
Total liabilities and stockholder's equity	<u>\$ 1,994,648</u>	<u>\$ 2,033,717</u>

See accompanying notes to condensed consolidated financial statements.

**MONITRONICS INTERNATIONAL, INC. AND SUBSIDIARIES**  
**Condensed Consolidated Statements of Operations and Comprehensive Income (Loss)**  
**Amounts in thousands**  
**(unaudited)**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Net revenue	\$ 138,211	142,765	\$ 419,909	429,689
Operating expenses:				
Cost of services	30,213	29,049	89,799	86,161
Selling, general and administrative, including stock-based compensation	33,474	29,727	126,759	87,543
Radio conversion costs	74	1,263	383	17,938
Amortization of subscriber accounts, dealer network and other intangible assets	59,384	62,156	178,896	185,415
Depreciation	2,170	2,084	6,415	6,084
	<u>125,315</u>	<u>124,279</u>	<u>402,252</u>	<u>383,141</u>
Operating income	12,896	18,486	17,657	46,548
Other expense:				
Interest expense	36,665	30,211	108,980	91,459
Refinancing expense	—	9,348	—	9,348
	<u>36,665</u>	<u>39,559</u>	<u>108,980</u>	<u>100,807</u>
Loss before income taxes	(23,769)	(21,073)	(91,323)	(54,259)
Income tax expense	1,767	1,929	5,330	5,462
Net loss	(25,536)	(23,002)	(96,653)	(59,721)
Other comprehensive income (loss):				
Unrealized gain (loss) on derivative contracts, net	227	(2,459)	(4,501)	(19,001)
Total other comprehensive income (loss), net of tax	227	(2,459)	(4,501)	(19,001)
Comprehensive loss	<u>\$ (25,309)</u>	<u>(25,461)</u>	<u>\$ (101,154)</u>	<u>\$ (78,722)</u>

See accompanying notes to condensed consolidated financial statements.

**MONITRONICS INTERNATIONAL, INC. AND SUBSIDIARIES**  
**Condensed Consolidated Statements of Cash Flows**  
**Amounts in thousands**  
**(unaudited)**

	Nine Months Ended September 30,	
	2017	2016
<b>Cash flows from operating activities:</b>		
Net loss	\$ (96,653)	(59,721)
<b>Adjustments to reconcile net loss to net cash provided by operating activities:</b>		
Amortization of subscriber accounts, dealer network and other intangible assets	178,896	185,415
Depreciation	6,415	6,084
Stock-based compensation	2,759	1,870
Deferred income tax expense	3,158	3,158
Legal settlement reserve, net of cash payments	23,000	—
Amortization of debt discount and deferred debt costs	5,065	5,312
Bad debt expense	7,888	7,855
Refinancing expense	—	9,348
Other non-cash activity, net	4,659	2,327
<b>Changes in assets and liabilities:</b>		
Trade receivables	(7,225)	(7,906)
Prepaid expenses and other assets	(1,453)	99
Subscriber accounts - deferred contract costs	(2,299)	(2,080)
Payables and other liabilities	3,017	7,307
Net cash provided by operating activities	<u>127,227</u>	<u>159,068</u>
<b>Cash flows from investing activities:</b>		
Capital expenditures	(9,999)	(5,071)
Cost of subscriber accounts acquired	(119,081)	(160,117)
Decrease in restricted cash	—	55
Net cash used in investing activities	<u>(129,080)</u>	<u>(165,133)</u>
<b>Cash flows from financing activities:</b>		
Proceeds from long-term debt	159,850	1,249,000
Payments on long-term debt	(132,500)	(1,200,009)
Value of shares withheld for share-based compensation	(424)	(109)
Payments of financing costs	—	(16,711)
Net cash provided by financing activities	<u>26,926</u>	<u>32,171</u>
Net increase in cash and cash equivalents	25,073	26,106
Cash and cash equivalents at beginning of period	3,177	2,580
Cash and cash equivalents at end of period	<u>\$ 28,250</u>	<u>28,686</u>
<b>Supplemental cash flow information:</b>		
State taxes paid, net	\$ 3,107	2,747
Interest paid	90,637	76,411
Accrued capital expenditures	386	638

See accompanying notes to condensed consolidated financial statements.

**MONITRONICS INTERNATIONAL, INC. AND SUBSIDIARIES**  
**Condensed Consolidated Statement of Stockholder's Equity**  
**Amounts in thousands, except share amounts**  
**(unaudited)**

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total Stockholder's Equity
	Shares	Amount				
Balance at December 31, 2016	1,000	\$ —	446,826	(8,957)	(222,924)	\$ 214,945
Net loss	—	—	—	—	(96,653)	(96,653)
Other comprehensive loss	—	—	—	(4,501)	—	(4,501)
Stock-based compensation	—	—	2,563	—	—	2,563
Value of shares withheld for minimum tax liability	—	—	(424)	—	—	(424)
Balance at September 30, 2017	1,000	\$ —	448,965	(13,458)	(319,577)	\$ 115,930

See accompanying notes to condensed consolidated financial statements.

**MONITRONICS INTERNATIONAL, INC. AND SUBSIDIARIES**  
**Notes to Condensed Consolidated Financial Statements**

**(1) Basis of Presentation**

Monitronics International, Inc. and its subsidiaries (collectively, the "Company" or "MONI") are wholly owned subsidiaries of Ascent Capital Group, Inc. ("Ascent Capital"). MONI provides residential customers and commercial client accounts with monitored home and business security systems, as well as interactive and home automation services. MONI is supported by a network of independent Authorized Dealers providing products and support to customers in the United States, Canada and Puerto Rico. MONI's wholly owned subsidiary, LiveWatch Security LLC ("LiveWatch") is a Do-It-Yourself home security firm, offering professionally monitored security services through a direct-to-consumer sales channel.

The unaudited interim financial information of the Company has been prepared in accordance with Article 10 of the Securities and Exchange Commission's (the "SEC") Regulation S-X. Accordingly, it does not include all of the information required by generally accepted accounting principles in the United States ("U.S. GAAP") for complete financial statements. The Company's unaudited condensed consolidated financial statements as of September 30, 2017, and for the three and nine months ended September 30, 2017 and 2016, include MONI and all of its direct and indirect subsidiaries. The accompanying interim condensed consolidated financial statements are unaudited but, in the opinion of management, reflect all adjustments (consisting of normal recurring accruals) necessary for a fair presentation of the results for such periods. The results of operations for any interim period are not necessarily indicative of results for the full year. These condensed consolidated financial statements should be read in conjunction with the MONI Annual Report on Form 10-K for the year ended December 31, 2016, filed with the SEC on March 13, 2017 (the "2016 Form 10-K").

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of revenue and expenses for each reporting period. The significant estimates made in preparation of the Company's condensed consolidated financial statements primarily relate to valuation of goodwill, other intangible assets, long-lived assets, deferred tax assets, derivative financial instruments, and the amount of the allowance for doubtful accounts. These estimates are based on management's best estimates and judgment. Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors and adjusts them when facts and circumstances change. As the effects of future events cannot be determined with any certainty, actual results could differ from the estimates upon which the carrying values were based.

**(2) Recent Accounting Pronouncements**

In May 2014, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") 2014-09, *Revenue from Contracts with Customers (Topic 606)* ("ASU 2014-09"). Under the update, revenue will be recognized based on a five-step model. The core principle of the model is that revenue will be recognized when the transfer of promised goods or services to customers is made in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In the third quarter of 2015, the FASB deferred the effective date of the standard to annual and interim periods beginning after December 15, 2017. In March and April 2016, the FASB issued amendments to provide clarification on assessment of collectability criteria, presentation of sales taxes and measurement of non-cash consideration. In addition, the amendment provided clarification and included simplification to transaction guidance on contract modifications and completed contracts at transaction. In December 2016, the FASB issued amendments to provide clarification on codification and guidance application. The standard allows the option of either a full retrospective adoption, meaning the standard is applied to all periods presented, or modified retrospective adoption, meaning the standard is applied only to the most current period.

The Company currently plans to adopt ASU 2014-09 using the modified retrospective approach. However, a final decision regarding the adoption method has not been made at this time. The Company's final determination will depend on the significance of the impact of the new standard on the Company's financial results.

The Company is continuing its evaluation of the impact of ASU 2014-09 on the accounting policies, processes, and system requirements. The Company has assigned internal resources in addition to the engagement of a third party service provider to assist in the evaluation. While the Company is in the process of assessing revenue recognition and cost deferral policies across each type of its contracts, the Company does not know or cannot reasonably estimate the impact of the adoption ASU 2014-09 on its financial position, results of operations and cash flows.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)* ("ASU 2016-02"). ASU 2016-02 requires the lessee to recognize assets and liabilities for leases with lease terms of more than twelve months. For leases with a term of twelve months

or less, the Company is permitted to make an accounting policy election by class of underlying asset not to recognize lease assets and lease liabilities. Further, ASU 2016-02 requires a finance lease to be recognized as both an interest expense and an amortization of the associated expense. Operating leases generally recognize the associated expense on a straight line basis. ASU 2016-02 requires the Company to adopt the standard using a modified retrospective approach and becomes effective on January 1, 2019. The Company is currently evaluating the impact that ASU 2016-02 will have on its financial position, results of operations and cash flows.

In January 2017, the FASB issued ASU 2017-04, *Intangibles-Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment* ("ASU 2017-04"). Currently, the fair value of the reporting unit is compared with the carrying value of the reporting unit (identified as "Step 1"). If the fair value of the reporting unit is lower than its carrying amount, then the implied fair value of goodwill is calculated. If the implied fair value of goodwill is lower than the carrying value of goodwill an impairment is recognized (identified as "Step 2"). ASU 2017-04 eliminates Step 2 from the impairment test; therefore, a goodwill impairment will be recognized as the difference of the fair value and the carrying value. ASU 2017-04 becomes effective on January 1, 2020 with early adoption permitted. The Company is currently evaluating when to adopt the standard.

In May 2017, the FASB issued ASU 2017-09, *Compensation-Stock Compensation (Topic 718): Scope of Modification Accounting* ("ASU 2017-09"). ASU 2017-09 requires modification accounting in Topic 718 to be applied to a change to the terms or conditions of a share-based payment award unless the fair value, vesting conditions and classification of the modified award are the same immediately before and after the modification of the award. ASU 2017-09 is effective for annual and interim periods beginning after December 15, 2017, and requires a prospective approach. Early adoption is permitted. The Company plans to adopt the standard when it becomes effective. The adoption is not expected to have a material impact on the Company's financial position, results of operations and cash flows.

In August 2017, the FASB issued ASU 2017-12, *Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities* ("ASU 2017-12") to amend the hedge accounting rules to align risk management activities and financial reporting by simplifying the application of hedge accounting guidance. The guidance expands the ability to hedge nonfinancial and financial risk components and eliminates the requirement to separately measure and report hedge ineffectiveness. Additionally, certain hedge effectiveness assessment requirements may be accomplished qualitatively instead of quantitatively. ASU 2017-12 is effective for annual and interim periods beginning after December 15, 2018 with early adoption permitted. The Company is currently evaluating the impact that ASU 2017-12 will have on its financial position, results of operations and cash flows.

### (3) Other Accrued Liabilities

Other accrued liabilities consisted of the following (amounts in thousands):

	September 30, 2017	December 31, 2016
Interest payable	\$ 27,549	\$ 14,588
Income taxes payable	2,040	2,947
Legal accrual, including settlement reserve	23,378 (a)	271
LiveWatch acquisition retention bonus	—	4,990
Derivative financial instruments	1,631	—
Other	6,794	8,783
Total Other accrued liabilities	<u>\$ 61,392</u>	<u>\$ 31,579</u>

(a) Amount includes \$23,000,000 related to a legal settlement reserve. See note 8, Commitments, Contingencies and Other Liabilities, for further information.



**(4) Long-Term Debt**

Long-term debt consisted of the following (amounts in thousands):

	September 30, 2017	December 31, 2016
9.125% Senior Notes due April 1, 2020 with an effective interest rate of 9.5%	\$ 579,525	\$ 578,078
Promissory Note to Ascent Capital due October 1, 2020 with an effective rate of 12.5% (a)	12,000	12,000
Term loan, matures September 30, 2022, LIBOR plus 5.50%, subject to a LIBOR floor of 1.00% with an effective rate of 7.2%	1,061,199	1,066,130
\$295 million revolving credit facility, matures September 30, 2021, LIBOR plus 4.00%, subject to a LIBOR floor of 1.00% with an effective rate of 5.1%	78,469	42,570
	<u>1,731,193</u>	<u>1,698,778</u>
Less current portion of long-term debt	(11,000)	(11,000)
Long-term debt	<u>\$ 1,720,193</u>	<u>\$ 1,687,778</u>

(a) The effective rate was 9.868% until February 29, 2016.

*Senior Notes*

The senior notes total \$585,000,000 in principal, mature on April 1, 2020 and bear interest at 9.125% per annum (the "Senior Notes"). Interest payments are due semi-annually on April 1 and October 1 of each year. Ascent Capital has not guaranteed any of the Company's obligations under the Senior Notes. As of September 30, 2017, the Senior Notes had deferred financing costs, net of accumulated amortization of \$5,475,000.

The Senior Notes are guaranteed by all of the Company's existing domestic subsidiaries. See note 10, Consolidating Guarantor Financial Information for further information.

*Ascent Intercompany Loan*

On February 29, 2016, the Company retired the existing intercompany loan with an outstanding principal amount of \$100,000,000 and executed and delivered a Promissory Note to Ascent Capital in a principal amount of \$12,000,000 (the "Ascent Intercompany Loan"), with the \$88,000,000 remaining principal being treated as a capital contribution. The entire principal amount under the Ascent Intercompany Loan is due on October 1, 2020. The Company may prepay any portion of the balance of the Ascent Intercompany Loan at any time from time to time without fee, premium or penalty (subject to certain financial covenants associated with the Company's other indebtedness). Any unpaid balance of the Ascent Intercompany Loan bears interest at a rate equal to 12.5% per annum, payable semi-annually in cash in arrears on January 12 and July 12 of each year. Borrowings under the Ascent Intercompany Loan constitute unsecured obligations of the Company and are not guaranteed by any of the Company's subsidiaries.

*Credit Facility*

On September 30, 2016, the Company entered into an amendment ("Amendment No. 6") with the lenders of its existing senior secured credit agreement dated March 23, 2012, and as amended and restated on April 9, 2015, February 17, 2015, August 16, 2013, March 25, 2013, and November 7, 2012 (the "Existing Credit Agreement"). Amendment No. 6 provided for, among other things, the issuance of a \$1,100,000,000 senior secured term loan at a 1.5% discount and a new \$295,000,000 super priority revolver (the Existing Credit Agreement together with Amendment No. 6, the "Credit Facility").

On September 28, 2017, the Company borrowed an incremental \$26,691,000 on its Credit Facility revolver to fund its October 2, 2017 interest payment due under the Senior Notes.

As of September 30, 2017, the Credit Facility term loan has a principal amount of \$1,089,000,000, maturing on September 30, 2022. The term loan requires quarterly interest payments and quarterly principal payments of \$2,750,000. The term loan bears interest at LIBOR plus 5.5%, subject to a LIBOR floor of 1.0%. The Credit Facility revolver has a principal amount outstanding of \$80,400,000 as of September 30, 2017 and matures on September 30, 2021. The Credit Facility revolver bears interest at LIBOR plus 4.0%, subject to a LIBOR floor of 1.0%. There is a commitment fee of 0.5% on unused portions of the Credit Facility Revolver. As of September 30, 2017, \$214,600,000 is available for borrowing under the Credit Facility revolver.

At any time after the occurrence of an event of default under the Credit Facility, the lenders may, among other options, declare any amounts outstanding under the Credit Facility immediately due and payable and terminate any commitment to make further loans under the Credit Facility. In addition, failure to comply with restrictions contained in the Senior Notes could lead to an event of default under the Credit Facility.

The Credit Facility is secured by a pledge of all of the outstanding stock of the Company and all of its existing subsidiaries and is guaranteed by all of the Company's existing domestic subsidiaries. Ascent Capital has not guaranteed any of the Company's obligations under the Credit Facility.

As of September 30, 2017, the Company has deferred financing costs and unamortized discounts, net of accumulated amortization, of \$29,732,000 related to the Credit Facility.

In order to reduce the financial risk related to changes in interest rates associated with the floating rate term loan under the Credit Facility term loan, the Company has entered into interest rate swap agreements with terms similar to the Credit Facility term loan (all outstanding interest rate swap agreements are collectively referred to as the "Swaps"). The Swaps have been designated as effective hedges of the Company's variable rate debt and qualify for hedge accounting. As a result of these interest rate swaps, the Company's current effective weighted average interest rate on the borrowings under the Credit Facility term loan is 7.18%. See note 5, Derivatives, for further disclosures related to these derivative instruments.

The terms of the Senior Notes and the Credit Facility provide for certain financial and nonfinancial covenants. As of September 30, 2017, the Company was in compliance with all required covenants under these financing arrangements.

As of September 30, 2017, principal payments scheduled to be made on the Company's debt obligations are as follows (amounts in thousands):

Remainder of 2017	\$	2,750
2018		11,000
2019		11,000
2020		608,000
2021		91,400
2022		1,042,250
Thereafter		—
Total principal payments		1,766,400
Less:		
Unamortized deferred debt costs and discounts		35,207
Total debt on condensed consolidated balance sheet	\$	1,731,193

## (5) Derivatives

The Company utilizes interest rate swap agreements to reduce the interest rate risk inherent in the Company's variable rate Credit Facility term loan. The valuation of these instruments is determined using widely accepted valuation techniques, including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves and implied volatility. The Company incorporates credit valuation adjustments to appropriately reflect the respective counterparty's nonperformance risk in the fair value measurements. See note 6, Fair Value Measurements, for additional information about the credit valuation adjustments.

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As of September 30, 2017, the Swaps' outstanding notional balances, effective dates, maturity dates and interest rates paid and received are noted below:

Notional	Effective Date	Maturity Date	Fixed Rate Paid	Variable Rate Received
\$ 519,750,000	March 28, 2013	March 23, 2018	1.884%	3 mo. USD-LIBOR-BBA, subject to a 1.00% floor (a)
137,750,000	March 28, 2013	March 23, 2018	1.384%	3 mo. USD-LIBOR-BBA, subject to a 1.00% floor (a)
107,694,723	September 30, 2013	March 23, 2018	1.959%	3 mo. USD-LIBOR-BBA, subject to a 1.00% floor
107,694,723	September 30, 2013	March 23, 2018	1.850%	3 mo. USD-LIBOR-BBA, subject to a 1.00% floor
191,475,002	March 23, 2018	April 9, 2022	3.110%	3 mo. USD-LIBOR-BBA, subject to a 1.00% floor (a)
250,000,000	March 23, 2018	April 9, 2022	3.110%	3 mo. USD-LIBOR-BBA, subject to a 1.00% floor (a)
50,000,000	March 23, 2018	April 9, 2022	2.504%	3 mo. USD-LIBOR-BBA, subject to a 1.00% floor
377,000,000	March 23, 2018	September 30, 2022	1.833%	3 mo. USD-LIBOR-BBA, subject to a 1.00% floor

- (a) On March 25, 2013 and September 30, 2016, MONI negotiated amendments to the terms of these interest rate swap agreements (the "Existing Swap Agreements," as amended, the "Amended Swaps"). The Amended Swaps are held with the same counterparties as the Existing Swap Agreements. Upon entering into the Amended Swaps, MONI simultaneously dedesignated the Existing Swap Agreements and redesignated the Amended Swaps as cash flow hedges for the underlying change in the swap terms. The amounts previously recognized in Accumulated other comprehensive loss relating to the dedesignation are recognized in Interest expense over the remaining life of the Amended Swaps.

All of the Swaps are designated and qualify as cash flow hedging instruments, with the effective portion of the Swaps' change in fair value recorded in Accumulated other comprehensive loss. Any ineffective portions of the Swaps' change in fair value are recognized in current earnings in Interest expense. Changes in the fair value of the Swaps recognized in Accumulated other comprehensive loss are reclassified to Interest expense when the hedged interest payments on the underlying debt are recognized. Amounts in Accumulated other comprehensive loss expected to be recognized in Interest expense in the coming 12 months total approximately \$5,775,000.

The impact of the derivatives designated as cash flow hedges on the condensed consolidated financial statements is depicted below (amounts in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Effective portion of loss recognized in Accumulated other comprehensive loss	\$ (914)	(4,284)	\$ (8,890)	(24,447)
Effective portion of loss reclassified from Accumulated other comprehensive loss into Net loss (a)	\$ (1,141)	(1,825)	\$ (4,389)	(5,446)
Ineffective portion of amount of loss recognized into Net loss (a)	\$ (65)	16	\$ (157)	(61)

- (a) Amounts are included in Interest expense in the unaudited condensed consolidated statements of operations and comprehensive income (loss).

**(6) Fair Value Measurements**

According to the FASB ASC Topic 820, *Fair Value Measurement*, fair value is defined as the amount that would be received for selling an asset or paid to transfer a liability in an orderly transaction between market participants and requires that assets and liabilities carried at fair value are classified and disclosed in the following three categories:

- Level 1 - Quoted prices for identical instruments in active markets.
- Level 2 - Quoted prices for similar instruments in active or inactive markets and valuations derived from models where all significant inputs are observable in active markets.
- Level 3 - Valuations derived from valuation techniques in which one or more significant inputs are unobservable in any market.

The following summarizes the fair value level of assets and liabilities that are measured on a recurring basis at September 30, 2017 and December 31, 2016 (amounts in thousands):

	Level 1	Level 2	Level 3	Total
<b>September 30, 2017</b>				
Interest rate swap agreement - assets (a)	—	4,664	—	4,664
Interest rate swap agreements - liabilities (b)	—	(17,753)	—	(17,753)
Total	\$ —	(13,089)	—	\$ (13,089)
<b>December 31, 2016</b>				
Interest rate swap agreement - assets (a)	—	8,521	—	8,521
Interest rate swap agreements - liabilities (b)	—	(16,948)	—	(16,948)
Total	\$ —	(8,427)	—	\$ (8,427)

(a) Included in Other assets on the consolidated balance sheets

(b) Interest rate swap agreement liability values are included in current Other accrued liabilities or non-current Derivative financial instruments on the consolidated balance sheets depending on the maturity date of the swap.

The Company has determined that the significant inputs used to value the Swaps fall within Level 2 of the fair value hierarchy. As a result, the Company has determined that its derivative valuations are classified in Level 2 of the fair value hierarchy.

Carrying values and fair values of financial instruments that are not carried at fair value are as follows (amounts in thousands):

	September 30, 2017	December 31, 2016
<b>Long term debt, including current portion:</b>		
Carrying value	\$ 1,731,193	\$ 1,698,778
Fair value (a)	1,696,403	1,716,385

(a) The fair value is based on market quotations from third party financial institutions and is classified as Level 2 in the hierarchy.

The Company's other financial instruments, including cash and cash equivalents, accounts receivable and accounts payable are carried at cost, which approximates their fair value because of their short-term maturity.

**(7) Accumulated Other Comprehensive Loss**

The following table provides a summary of the changes in Accumulated other comprehensive loss for the period presented (amounts in thousands):

	<b>Accumulated other comprehensive loss</b>
Balance at December 31, 2016	\$ (8,957)
Unrealized loss on derivatives recognized through Accumulated other comprehensive loss, net of income tax of \$0	(8,890)
Reclassifications of unrealized loss on derivatives into Net loss, net of income tax of \$0 (a)	4,389
Net current period other comprehensive loss	(4,501)
Balance at September 30, 2017	\$ (13,458)

(a) Amounts reclassified into net loss are included in Interest expense on the condensed consolidated statement of operations. See note 5, Derivatives, for further information.

**(8) Commitments, Contingencies and Other Liabilities**

The Company was named as a defendant in multiple putative class actions consolidated in U.S. District Court (Northern District of West Virginia) on behalf of purported class(es) of persons who claim to have received telemarketing calls in violation of various state and federal laws. The actions were brought by plaintiffs seeking monetary damages on behalf of all plaintiffs who received telemarketing calls made by a Monitronics Authorized Dealer, or any Authorized Dealer's lead generator or sub-dealer. In the second quarter of 2017, the Company and the plaintiffs agreed to settle this litigation for \$28,000,000 ("the Settlement Amount"). The Company is actively seeking to recover the Settlement Amount under its insurance policies. The settlement agreement remains subject to court approval and the court's entry of a final order dismissing the actions. In the third quarter of 2017, the Company paid \$5,000,000 of the Settlement Amount pursuant to the settlement agreement with the plaintiffs.

In addition to the above, the Company is also involved in litigation and similar claims incidental to the conduct of its business, including from time to time, contractual disputes, claims related to alleged security system failures and claims related to alleged violations of the U.S. Telephone Consumer Protection Act. Matters that are probable of unfavorable outcome to the Company and which can be reasonably estimated are accrued. Such accruals are based on information known about the matters, management's estimate of the outcomes of such matters and experience in contesting, litigating and settling similar matters. In management's opinion, none of the pending actions are likely to have a material adverse impact on the Company's financial position or results of operations. The Company accrues and expenses legal fees related to loss contingency matters as incurred.

**(9) Reportable Business Segments***Description of Segments*

The Company operates through two reportable business segments according to the nature and economic characteristics of its services as well as the manner in which the information issued internally by the Company's key decision maker, who is the Company's Chief Executive Officer. The Company's business segments are as follows:

*MONI*

The MONI segment is engaged in the business of providing security alarm monitoring services: monitoring signals arising from burglaries, fires, medical alerts and other events through security systems at subscribers' premises, as well as providing customer service and technical support. MONI primarily outsources the sales, installation and most of its field service functions to its dealers.

*LiveWatch*

LiveWatch is a Do-It-Yourself home security provider offering professionally monitored security services through a direct-to-consumer sales channel. LiveWatch offers a differentiated go-to-market strategy through direct response TV, internet and radio

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advertising. When a customer initiates the process to obtain monitoring services, LiveWatch pre-configures the alarm monitoring system based on customer specifications. LiveWatch then packages and ships the equipment directly to the customer. The customer self-installs the equipment on-site and activates the monitoring service over the phone.

As they arise, transactions between segments are recorded on an arm's length basis using relevant market prices. The following table sets forth selected data from the accompanying condensed consolidated statements of operations for the periods indicated (amounts in thousands):

	MONI	LiveWatch	Consolidated
<b>Three Months Ended September 30, 2017</b>			
Net revenue	\$ 130,963	\$ 7,248	\$ 138,211
Depreciation and amortization	\$ 60,390	\$ 1,164	\$ 61,554
Net loss before income taxes	\$ (17,943)	\$ (5,826)	\$ (23,769)
<b>Three Months Ended September 30, 2016</b>			
Net revenue	\$ 136,910	\$ 5,855	\$ 142,765
Depreciation and amortization	\$ 63,117	\$ 1,123	\$ 64,240
Net loss before income taxes	\$ (15,238)	\$ (5,835)	\$ (21,073)
<b>Nine Months Ended September 30, 2017</b>			
Net revenue	\$ 398,907	\$ 21,002	\$ 419,909
Depreciation and amortization	\$ 181,873	\$ 3,438	\$ 185,311
Net loss before income taxes	\$ (74,722)	\$ (16,601)	\$ (91,323)
<b>Nine Months Ended September 30, 2016</b>			
Net revenue	\$ 413,180	\$ 16,509	\$ 429,689
Depreciation and amortization	\$ 188,146	\$ 3,353	\$ 191,499
Net loss before income taxes	\$ (38,092)	\$ (16,167)	\$ (54,259)

The following table sets forth selected data from the accompanying condensed consolidated balance sheets for the periods indicated (amounts in thousands):

	MONI	LiveWatch	Eliminations	Consolidated
<b>Balance at September 30, 2017</b>				
Subscriber accounts, net of amortization	\$ 1,312,214	\$ 21,413	\$ —	\$ 1,333,627
Goodwill	\$ 527,502	\$ 36,047	\$ —	\$ 563,549
Total assets	\$ 2,044,106	\$ 62,830	\$ (112,288)	\$ 1,994,648
<b>Balance at December 31, 2016</b>				
Subscriber accounts, net of amortization	\$ 1,364,804	\$ 21,956	\$ —	\$ 1,386,760
Goodwill	\$ 527,502	\$ 36,047	\$ —	\$ 563,549
Total assets	\$ 2,062,838	\$ 63,916	\$ (93,037)	\$ 2,033,717

**(10) Consolidating Guarantor Financial Information**

The Senior Notes were issued by MONI (the "Parent Issuer") and are fully and unconditionally guaranteed, on a joint and several basis, by all of the Company's existing domestic subsidiaries ("Subsidiary Guarantors"). Ascent Capital has not guaranteed any of the Company's obligations under the Senior Notes. The unaudited condensed consolidating financial information for the Parent Issuer, the Subsidiary Guarantors and the non-guarantors are as follows:

**MONITRONICS INTERNATIONAL, INC. AND SUBSIDIARIES**  
**Condensed Consolidating Balance Sheet**  
**(unaudited)**

	As of September 30, 2017				
	Parent Issuer	Subsidiary Guarantors	Non-Guarantors	Eliminations	Consolidated
	(amounts in thousands)				
<b>Assets</b>					
Current assets:					
Cash and cash equivalents	\$ 27,837	413	—	—	28,250
Trade receivables, net	12,624	582	—	—	13,206
Prepaid and other current assets	68,197	2,190	—	(61,644)	8,743
Total current assets	108,658	3,185	—	(61,644)	50,199
Investment in subsidiaries	6,913	—	—	(6,913)	—
Property and equipment, net	28,896	2,057	—	—	30,953
Subscriber accounts, net	1,296,406	37,221	—	—	1,333,627
Dealer network and other intangible assets, net	8,488	964	—	—	9,452
Goodwill	527,191	36,358	—	—	563,549
Other assets, net	6,841	27	—	—	6,868
Total assets	\$ 1,983,393	79,812	—	(68,557)	1,994,648
<b>Liabilities and Stockholder's Equity</b>					
Current liabilities:					
Accounts payable	\$ 8,845	1,610	—	—	10,455
Accrued payroll and related liabilities	5,007	676	—	—	5,683
Other accrued liabilities	60,836	62,200	—	(61,644)	61,392
Deferred revenue	12,708	1,483	—	—	14,191
Holdback liability	10,165	541	—	—	10,706
Current portion of long-term debt	11,000	—	—	—	11,000
Total current liabilities	108,561	66,510	—	(61,644)	113,427
Non-current liabilities:					
Long-term debt	1,720,193	—	—	—	1,720,193
Long-term holdback liability	1,982	—	—	—	1,982
Derivative financial instruments	16,122	—	—	—	16,122
Deferred income tax liability, net	18,144	2,344	—	—	20,488
Other liabilities	2,461	4,045	—	—	6,506
Total liabilities	1,867,463	72,899	—	(61,644)	1,878,718
Total stockholder's equity	115,930	6,913	—	(6,913)	115,930
Total liabilities and stockholder's equity	\$ 1,983,393	79,812	—	(68,557)	1,994,648

**MONITRONICS INTERNATIONAL, INC. AND SUBSIDIARIES**  
**Condensed Consolidating Balance Sheet**  
**(unaudited)**

	As of December 31, 2016				
	Parent Issuer	Subsidiary Guarantors	Non-Guarantors	Eliminations	Consolidated
	(amounts in thousands)				
<b>Assets</b>					
Current assets:					
Cash and cash equivalents	\$ 1,739	1,438	—	—	3,177
Trade receivables, net	13,265	604	—	—	13,869
Prepaid and other current assets	51,251	2,171	—	(44,062)	9,360
Total current assets	66,255	4,213	—	(44,062)	26,406
Investment in subsidiaries	22,533	—	—	(22,533)	—
Property and equipment, net	26,652	1,618	—	—	28,270
Subscriber accounts, net	1,349,285	37,475	—	—	1,386,760
Dealer network and other intangible assets, net	15,762	1,062	—	—	16,824
Goodwill	527,191	36,358	—	—	563,549
Other assets, net	11,889	19	—	—	11,908
Total assets	\$ 2,019,567	80,745	—	(66,595)	2,033,717
<b>Liabilities and Stockholder's Equity</b>					
Current liabilities:					
Accounts payable	\$ 9,919	1,542	—	—	11,461
Accrued payroll and related liabilities	3,731	337	—	—	4,068
Other accrued liabilities	25,951	49,690	—	(44,062)	31,579
Deferred revenue	13,807	1,340	—	—	15,147
Holdback liability	13,434	482	—	—	13,916
Current portion of long-term debt	11,000	—	—	—	11,000
Total current liabilities	77,842	53,391	—	(44,062)	87,171
Non-current liabilities:					
Long-term debt	1,687,778	—	—	—	1,687,778
Long-term holdback liability	2,645	—	—	—	2,645
Derivative financial instruments	16,948	—	—	—	16,948
Deferred income tax liability, net	15,649	1,681	—	—	17,330
Other liabilities	3,760	3,140	—	—	6,900
Total liabilities	1,804,622	58,212	—	(44,062)	1,818,772
Total stockholder's equity	214,945	22,533	—	(22,533)	214,945
Total liabilities and stockholder's equity	\$ 2,019,567	80,745	—	(66,595)	2,033,717



**MONITRONICS INTERNATIONAL, INC. AND SUBSIDIARIES**  
**Condensed Consolidating Statement of Operations and Comprehensive Income (Loss)**  
**(unaudited)**

	Three Months Ended September 30, 2017				
	Parent Issuer	Subsidiary Guarantors	Non-Guarantors	Eliminations	Consolidated
	(amounts in thousands)				
Net revenue	\$ 129,501	8,710	—	—	138,211
Operating expenses:					
Cost of services	26,479	3,734	—	—	30,213
Selling, general, and administrative, including stock-based compensation	25,145	8,329	—	—	33,474
Radio conversion costs	68	6	—	—	74
Amortization of subscriber accounts, dealer network and other intangible assets	57,770	1,614	—	—	59,384
Depreciation	1,980	190	—	—	2,170
	<u>111,442</u>	<u>13,873</u>	<u>—</u>	<u>—</u>	<u>125,315</u>
Operating income (loss)	18,059	(5,163)	—	—	12,896
Other expense:					
Equity in loss of subsidiaries	5,423	—	—	(5,423)	—
Interest expense	36,665	—	—	—	36,665
	<u>42,088</u>	<u>—</u>	<u>—</u>	<u>(5,423)</u>	<u>36,665</u>
Loss before income taxes	(24,029)	(5,163)	—	5,423	(23,769)
Income tax expense	1,507	260	—	—	1,767
Net loss	<u>(25,536)</u>	<u>(5,423)</u>	<u>—</u>	<u>5,423</u>	<u>(25,536)</u>
Other comprehensive income (loss):					
Unrealized gain on derivative contracts	227	—	—	—	227
Total other comprehensive income	227	—	—	—	227
Comprehensive loss	<u>\$ (25,309)</u>	<u>(5,423)</u>	<u>—</u>	<u>5,423</u>	<u>(25,309)</u>

**MONITRONICS INTERNATIONAL, INC. AND SUBSIDIARIES**  
**Condensed Consolidating Statement of Operations and Comprehensive Income (Loss)**  
**(unaudited)**

	Three Months Ended September 30, 2016				
	Parent Issuer	Subsidiary Guarantors	Non-Guarantors	Eliminations	Consolidated
	(amounts in thousands)				
Net revenue	\$ 135,710	7,055	—	—	142,765
Operating expenses:					
Cost of services	25,809	3,240	—	—	29,049
Selling, general, and administrative, including stock-based compensation	22,459	7,268	—	—	29,727
Radio conversion costs	1,157	106	—	—	1,263
Amortization of subscriber accounts, dealer network and other intangible assets	60,582	1,574	—	—	62,156
Depreciation	1,981	103	—	—	2,084
	<u>111,988</u>	<u>12,291</u>	<u>—</u>	<u>—</u>	<u>124,279</u>
Operating income (loss)	23,722	(5,236)	—	—	18,486
Other expense:					
Equity in loss of subsidiaries	5,544	—	—	(5,544)	—
Interest expense	30,206	5	—	—	30,211
Refinancing expense	9,348	—	—	—	9,348
	<u>45,098</u>	<u>5</u>	<u>—</u>	<u>(5,544)</u>	<u>39,559</u>
Loss before income taxes	(21,376)	(5,241)	—	5,544	(21,073)
Income tax expense	1,626	303	—	—	1,929
Net loss	<u>(23,002)</u>	<u>(5,544)</u>	<u>—</u>	<u>5,544</u>	<u>(23,002)</u>
Other comprehensive loss:					
Unrealized loss on derivative contracts	(2,459)	—	—	—	(2,459)
Total other comprehensive loss	<u>(2,459)</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>(2,459)</u>
Comprehensive loss	<u>\$ (25,461)</u>	<u>(5,544)</u>	<u>—</u>	<u>5,544</u>	<u>(25,461)</u>

**MONITRONICS INTERNATIONAL, INC. AND SUBSIDIARIES**  
**Condensed Consolidating Statement of Operations and Comprehensive Income (Loss)**  
**(unaudited)**

Nine Months Ended September 30, 2017

	Parent Issuer	Subsidiary Guarantors	Non-Guarantors	Eliminations	Consolidated
	(amounts in thousands)				
Net revenue	\$ 394,842	25,067	—	—	419,909
Operating expenses:					
Cost of services	78,742	11,057	—	—	89,799
Selling, general, and administrative, including stock-based compensation	103,315	23,444	—	—	126,759
Radio conversion costs	327	56	—	—	383
Amortization of subscriber accounts, dealer network and other intangible assets	174,046	4,850	—	—	178,896
Depreciation	5,916	499	—	—	6,415
	<u>362,346</u>	<u>39,906</u>	<u>—</u>	<u>—</u>	<u>402,252</u>
Operating income (loss)	32,496	(14,839)	—	—	17,657
Other expense:					
Equity in loss of subsidiaries	15,620	—	—	(15,620)	—
Interest expense	108,975	5	—	—	108,980
	<u>124,595</u>	<u>5</u>	<u>—</u>	<u>(15,620)</u>	<u>108,980</u>
Loss before income taxes	(92,099)	(14,844)	—	15,620	(91,323)
Income tax expense	4,554	776	—	—	5,330
Net loss	<u>(96,653)</u>	<u>(15,620)</u>	<u>—</u>	<u>15,620</u>	<u>(96,653)</u>
Other comprehensive loss:					
Unrealized loss on derivative contracts	(4,501)	—	—	—	(4,501)
Total other comprehensive loss	<u>(4,501)</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>(4,501)</u>
Comprehensive loss	<u>\$ (101,154)</u>	<u>(15,620)</u>	<u>—</u>	<u>15,620</u>	<u>(101,154)</u>

**MONITRONICS INTERNATIONAL, INC. AND SUBSIDIARIES**  
**Condensed Consolidating Statement of Operations and Comprehensive Income (Loss)**  
**(unaudited)**

	Nine Months Ended September 30, 2016				
	Parent Issuer	Subsidiary Guarantors	Non-Guarantors	Eliminations	Consolidated
	(amounts in thousands)				
Net revenue	\$ 410,229	19,460	—	—	429,689
<b>Operating expenses:</b>					
Cost of services	76,555	9,606	—	—	86,161
Selling, general, and administrative, including stock-based compensation	67,847	19,696	—	—	87,543
Radio conversion costs	17,778	160	—	—	17,938
Amortization of subscriber accounts, dealer network and other intangible assets	180,892	4,523	—	—	185,415
Depreciation	5,830	254	—	—	6,084
	<u>348,902</u>	<u>34,239</u>	<u>—</u>	<u>—</u>	<u>383,141</u>
Operating income (loss)	61,327	(14,779)	—	—	46,548
<b>Other expense:</b>					
Equity in loss of subsidiaries	15,545	—	—	(15,545)	—
Interest expense	91,445	14	—	—	91,459
Refinancing expense	9,348	—	—	—	9,348
	<u>116,338</u>	<u>14</u>	<u>—</u>	<u>(15,545)</u>	<u>100,807</u>
Loss before income taxes	(55,011)	(14,793)	—	15,545	(54,259)
Income tax expense	4,710	752	—	—	5,462
Net loss	<u>(59,721)</u>	<u>(15,545)</u>	<u>—</u>	<u>15,545</u>	<u>(59,721)</u>
<b>Other comprehensive loss:</b>					
Unrealized loss on derivative contracts	(19,001)	—	—	—	(19,001)
Total other comprehensive loss	<u>(19,001)</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>(19,001)</u>
Comprehensive loss	<u>\$ (78,722)</u>	<u>(15,545)</u>	<u>—</u>	<u>15,545</u>	<u>(78,722)</u>

**MONITRONICS INTERNATIONAL, INC. AND SUBSIDIARIES**  
**Condensed Consolidating Statement of Cash Flows**  
**(unaudited)**

	Nine Months Ended September 30, 2017				
	Parent Issuer	Subsidiary Guarantors	Non-Guarantors	Eliminations	Consolidated
	(amounts in thousands)				
Net cash provided by operating activities	\$ 125,134	2,093	—	—	127,227
Investing activities:					
Capital expenditures	(9,044)	(955)	—	—	(9,999)
Cost of subscriber accounts acquired	(116,918)	(2,163)	—	—	(119,081)
Net cash used in investing activities	(125,962)	(3,118)	—	—	(129,080)
Financing activities:					
Proceeds from long-term debt	159,850	—	—	—	159,850
Payments on long-term debt	(132,500)	—	—	—	(132,500)
Value of shares withheld for share-based compensation	(424)	—	—	—	(424)
Net cash provided by financing activities	26,926	—	—	—	26,926
Net increase (decrease) in cash and cash equivalents	26,098	(1,025)	—	—	25,073
Cash and cash equivalents at beginning of period	1,739	1,438	—	—	3,177
Cash and cash equivalents at end of period	\$ 27,837	413	—	—	28,250

	Nine Months Ended September 30, 2016				
	Parent Issuer	Subsidiary Guarantors	Non-Guarantors	Eliminations	Consolidated
	(amounts in thousands)				
Net cash provided by operating activities	\$ 151,459	7,609	—	—	159,068
Investing activities:					
Capital expenditures	(4,138)	(933)	—	—	(5,071)
Cost of subscriber accounts acquired	(153,491)	(6,626)	—	—	(160,117)
Increase in restricted cash	55	—	—	—	55
Net cash used in investing activities	(157,574)	(7,559)	—	—	(165,133)
Financing activities:					
Proceeds from long-term debt	1,249,000	—	—	—	1,249,000
Payments on long-term debt	(1,200,009)	—	—	—	(1,200,009)
Value of shares withheld for share-based compensation	(109)	—	—	—	(109)
Payments of financing costs	(16,711)	—	—	—	(16,711)
Net cash provided by financing activities	32,171	—	—	—	32,171
Net increase in cash and cash equivalents	26,056	50	—	—	26,106
Cash and cash equivalents at beginning of period	1,513	1,067	—	—	2,580
Cash and cash equivalents at end of period	\$ 27,569	1,117	—	—	28,686

***Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.***

Certain statements in this Quarterly Report on Form 10-Q constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding our business, marketing and operating strategies, integration of acquired assets and businesses, new service offerings, financial prospects, and anticipated sources and uses of capital. Where, in any forward-looking statement, we express an expectation or belief as to future results or events, such expectation or belief is expressed in good faith and believed to have a reasonable basis, but there can be no assurance that the expectation or belief will result or be achieved or accomplished. The following include some but not all of the factors that could cause actual results or events to differ materially from those anticipated:

- general business conditions and industry trends;
- macroeconomic conditions and their effect on the general economy and on the U.S. housing market, in particular single family homes which represent our largest demographic;
- uncertainties in the development of our business strategies, including our increased direct marketing efforts and market acceptance of new products and services;
- the competitive environment in which we operate, in particular increasing competition in the alarm monitoring industry from larger existing competitors and new market entrants, including telecommunications and cable companies;
- the development of new services or service innovations by competitors;
- our ability to acquire and integrate additional accounts, including competition for dealers with other alarm monitoring companies which could cause an increase in expected subscriber acquisition costs;
- integration of acquired assets and businesses;
- the regulatory environment in which we operate, including the multiplicity of jurisdictions, state and federal consumer protection laws and licensing requirements to which we and/or our dealers are subject and the risk of new regulations, such as the increasing adoption of "false alarm" ordinances;
- technological changes which could result in the obsolescence of currently utilized technology and the need for significant upgrade expenditures, including the phase-out of 2G networks by cellular carriers;
- the trend away from the use of public switched telephone network lines and resultant increase in servicing costs associated with alternative methods of communication;
- the operating performance of our network, including the potential for service disruptions at both the main monitoring facility and back-up monitoring facility, due to acts of nature or technology deficiencies, and the potential of security breaches related to network or customer information;
- the outcome of any pending, threatened, or future litigation, including potential liability for failure to respond adequately to alarm activations;
- the ability to continue to obtain insurance coverage sufficient to hedge our risk exposures, including as a result of acts of third parties and/or alleged regulatory violations;
- changes in the nature of strategic relationships with original equipment manufacturers, dealers and other MONI business partners;
- the reliability and creditworthiness of our independent alarm systems dealers and subscribers;
- changes in our expected rate of subscriber attrition;
- the availability and terms of capital, including the ability of the Company to obtain future financing to grow its business;
- our high degree of leverage and the restrictive covenants governing its indebtedness; and
- availability of qualified personnel.

For additional risk factors, please see Part I, Item 1A, Risk Factors, in our Annual Report on Form 10-K for the year ended December 31, 2016 (the "2016 Form 10-K"). These forward-looking statements and such risks, uncertainties and other factors speak only as of the date of this Quarterly Report, and we expressly disclaim any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein, to reflect any change in our expectations with regard thereto, or any other change in events, conditions or circumstances on which any such statement is based.

The following discussion and analysis provides information concerning our results of operations and financial condition. This discussion should be read in conjunction with our accompanying condensed consolidated financial statements and the notes thereto included elsewhere herein and the 2016 Form 10-K.

**Overview**

Monitronics International, Inc. ("MONI") provides residential customers and commercial client accounts with monitored home and business security systems, as well as interactive and home automation services. MONI is supported by a network of independent Authorized Dealers providing products and support to customers in the United States, Canada and Puerto Rico. MONI's wholly owned subsidiary, LiveWatch Security LLC ("LiveWatch") is a Do-It-Yourself home security firm, offering professionally monitored security services through a direct-to-consumer sales channel.

**Attrition**

Account cancellation, otherwise referred to as subscriber attrition, has a direct impact on the number of subscribers that the Company services and on its financial results, including revenues, operating income and cash flow. A portion of the subscriber base can be expected to cancel its service every year. Subscribers may choose not to renew or terminate their contract for a variety of reasons, including relocation, cost and switching to a competitor's service. The largest categories of canceled accounts relate to subscriber relocation or the inability to contact the subscriber. The Company defines its attrition rate as the number of canceled accounts in a given period divided by the weighted average of number of subscribers for that period. The Company considers an account canceled if payment from the subscriber is deemed uncollectible or if the subscriber cancels for various reasons. If a subscriber relocates but continues its service, this is not a cancellation. If the subscriber relocates, discontinues its service and a new subscriber takes over the original subscriber's service continuing the revenue stream, this is also not a cancellation. The Company adjusts the number of canceled accounts by excluding those that are contractually guaranteed by its dealers. The typical dealer contract provides that if a subscriber cancels in the first year of its contract, the dealer must either replace the canceled account with a new one or refund to the Company the cost paid to acquire the contract. To help ensure the dealer's obligation to the Company, the Company typically maintains a dealer funded holdback reserve ranging from 5-8% of subscriber accounts in the guarantee period. In some cases, the amount of the holdback liability is less than actual attrition experience.

The table below presents subscriber data for the twelve months ended September 30, 2017 and 2016:

	Twelve Months Ended September 30,	
	2017	2016
Beginning balance of accounts	1,059,634	1,091,627
Accounts acquired	103,650	136,414
Accounts canceled	(152,951)	(150,091)
Canceled accounts guaranteed by dealer and other adjustments (a) (b)	(12,246)	(18,316)
Ending balance of accounts	998,087	1,059,634
Monthly weighted average accounts	1,033,150	1,079,100
Attrition rate - Unit	14.8%	13.9%
Attrition rate - RMR (c)	13.5%	12.2%

- (a) Includes canceled accounts that are contractually guaranteed to be refunded from holdback.
- (b) Includes an estimated 4,945 and 10,488 accounts included in our Radio Conversion Program that primarily canceled in excess of their expected attrition for the twelve months ending September 30, 2017 and 2016, respectively.
- (c) The recurring monthly revenue ("RMR") of canceled accounts follows the same definition as subscriber unit attrition as noted above. RMR attrition is defined as the RMR of canceled accounts in a given period, adjusted for the impact of price increases or decreases in that period, divided by the weighted average of RMR for that period.

The unit attrition rate for the twelve months ended September 30, 2017 and 2016 was 14.8% and 13.9%, respectively. Contributing to the increase in attrition was the number of subscriber accounts with 5-year contracts reaching the end of their initial contract term in the period, as well as our more aggressive price increase strategy. Overall attrition reflects the impact of the Pinnacle Security bulk buys, where the Company purchased approximately 113,000 accounts from Pinnacle Security in 2012 and 2013, which are now experiencing normal end-of-term attrition. The unit attrition rate without the Pinnacle Security accounts (core attrition) for the twelve months ended September 30, 2017 and 2016 was 14.0% and 13.3%, respectively.

We analyze our attrition by classifying accounts into annual pools based on the year of acquisition. We then track the number of accounts that cancel as a percentage of the initial number of accounts acquired for each pool for each year subsequent to its

acquisition. Based on the average cancellation rate across the pools, the Company's attrition rate is very low within the initial 12 month period after considering the accounts which were replaced or refunded by the dealers at no additional cost to the Company. Over the next few years of the subscriber account life, the number of subscribers that cancel as a percentage of the initial number of subscribers in that pool gradually increases and historically has peaked following the end of the initial contract term, which is typically three to five years. The peak following the end of the initial contract term is primarily a result of subscribers that moved, no longer had need for the service or switched to a competitor. Subsequent to the peak following the end of the initial contract term, the number of subscribers that cancel as a percentage of the initial number of subscribers in that pool declines.

#### **Accounts Acquired**

During the three months ended September 30, 2017 and 2016, the Company acquired 21,268 and 32,570 subscriber accounts, respectively. During the nine months ended September 30, 2017 and 2016, the Company acquired 77,423 and 99,065 subscriber accounts, respectively. Accounts acquired for the nine months ended September 30, 2017 reflect bulk buys of approximately 3,500 accounts. Accounts acquired for the nine months ended September 30, 2016 reflect bulk buys of approximately 6,700 accounts. The decrease in accounts acquired for the three and nine months is primarily due to general softness in the dealer channel. The softness in the dealer channel is generally related to a longer than expected transition from their traditional go-to-market strategies, such as door to door sales, to more sophisticated methods including online sales and marketing. Additionally, during the three months ended September 30, 2017, MONI discontinued its relationship with its largest dealer in connection with the TCPA settlement. The decrease was partially offset by year over year growth in the direct to consumer sales channels.

RMR acquired during the three months ended September 30, 2017 and 2016 was \$1,028,000 and \$1,545,000, respectively. RMR acquired during the nine months ended September 30, 2017 and 2016 was \$3,768,000 and \$4,603,000, respectively.

#### **Impact from Natural Disasters**

Hurricanes Harvey, Irma and Maria, which made landfall in Texas, Florida and Puerto Rico, respectively, did not materially impact our results for the third quarter of 2017. MONI has approximately 38,000 and 55,000 subscribers in areas impacted by hurricanes Harvey and Irma, respectively. In addition, MONI has approximately 36,000 subscribers in the areas impacted by hurricane Maria. As a result of these events, we may experience increased revenue credits, field service costs, and attrition in future periods. However, the extent to which we may experience these impacts cannot currently be estimated. We will continue to assess the impact of these events.

#### **Adjusted EBITDA**

We evaluate the performance of our operations based on financial measures such as revenue and "Adjusted EBITDA." Adjusted EBITDA is defined as net income (loss) before interest expense, interest income, income taxes, depreciation, amortization (including the amortization of subscriber accounts, dealer network and other intangible assets), restructuring charges, stock-based and long-term incentive compensation, and other non-cash or non-recurring charges. We believe that Adjusted EBITDA is an important indicator of the operational strength and performance of its business, including the business' ability to fund its ongoing acquisition of subscriber accounts, its capital expenditures and to service its debt. In addition, this measure is used by management to evaluate operating results and perform analytical comparisons and identify strategies to improve performance. Adjusted EBITDA is also a measure that is customarily used by financial analysts to evaluate the financial performance of companies in the security alarm monitoring industry and is one of the financial measures, subject to certain adjustments, by which our covenants are calculated under the agreements governing our debt obligations. Adjusted EBITDA does not represent cash flow from operations as defined by generally accepted accounting principles in the United States ("GAAP"), should not be construed as an alternative to net income or loss and is indicative neither of our results of operations nor of cash flows available to fund all of our cash needs. It is, however, a measurement that we believe is useful to investors in analyzing our operating performance. Accordingly, Adjusted EBITDA should be considered in addition to, but not as a substitute for, net income, cash flow provided by operating activities and other measures of financial performance prepared in accordance with GAAP. Adjusted EBITDA is a non-GAAP financial measure. As companies often define non-GAAP financial measures differently, Adjusted EBITDA as calculated by MONI should not be compared to any similarly titled measures reported by other companies.

#### **Pre-SAC Adjusted EBITDA**

In addition to MONI's dealer sales channel, MONI and LiveWatch also generate leads and acquire accounts through their direct-to-consumer sales channels. As such, certain expenditures and related revenue associated with subscriber acquisition



(subscriber acquisition costs, or "SAC") are recognized as incurred. This is in contrast to the dealer sales channel, which capitalizes payments to dealers to acquire accounts. "Pre-SAC Adjusted EBITDA" is a measure that eliminates the impact of generating leads and acquiring accounts through the direct-to-consumer sales channels that is recognized in operating income. Pre-SAC Adjusted EBITDA is defined as total Adjusted EBITDA excluding SAC related to internally generated subscriber leads and accounts through the direct-to-consumer sales channels, as well as any related revenue. We believe Pre-SAC Adjusted EBITDA is a meaningful measure of our financial performance in servicing our customer base. Pre-SAC Adjusted EBITDA should be considered in addition to, but not as a substitute for, net income, cash flow provided by operating activities and other measures of financial performance prepared in accordance with GAAP. Pre-SAC Adjusted EBITDA is a non-GAAP financial measure. As companies often define non-GAAP financial measures differently, Pre-SAC Adjusted EBITDA as calculated by the Company should not be compared to any similarly titled measures reported by other companies.

## Results of Operations

The following table sets forth selected data from the accompanying condensed consolidated statements of operations and comprehensive income (loss) for the periods indicated (dollar amounts in thousands).

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Net revenue	\$ 138,211	142,765	\$ 419,909	429,689
Cost of services	30,213	29,049	89,799	86,161
Selling, general, and administrative	33,474	29,727	126,759	87,543
Amortization of subscriber accounts, dealer network and other intangible assets	59,384	62,156	178,896	185,415
Interest expense	36,665	30,211	108,980	91,459
Income tax expense	1,767	1,929	5,330	5,462
Net loss	(25,536)	(23,002)	(96,653)	(59,721)
Adjusted EBITDA (a)	\$ 76,910	86,795	\$ 239,786	262,454
Adjusted EBITDA as a percentage of Net revenue	55.6%	60.8%	57.1%	61.1%
Pre-SAC Adjusted EBITDA (b)	\$ 87,134	92,776	\$ 265,850	279,044
Pre-SAC Adjusted EBITDA as a percentage of Pre-SAC net revenue (c)	63.5%	65.6%	63.9%	65.5%

- (a) See reconciliation of net loss to Adjusted EBITDA below.  
(b) See reconciliation of Adjusted EBITDA to Pre-SAC Adjusted EBITDA below.  
(c) Presented below is the reconciliation of Net revenue to Pre-SAC net revenue (amounts in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Net revenue, as reported	\$ 138,211	142,765	\$ 419,909	429,689
Revenue associated with subscriber acquisition cost	(1,051)	(1,332)	(3,694)	(3,884)
Pre-SAC net revenue	\$ 137,160	141,433	\$ 416,215	425,805

*Net revenue.* Net revenue decreased \$4,554,000, or 3.2%, and \$9,780,000, or 2.3%, for the three and nine months ended September 30, 2017, respectively, as compared to the corresponding prior year periods. The decrease in net revenue is attributable to the lower average number of subscribers in 2017. This decrease was partially offset by an increase in average RMR per subscriber due to certain price increases enacted during the past twelve months and an increase in average RMR per new subscriber acquired. Average RMR per subscriber increased from \$42.84 as of September 30, 2016 to \$43.79 as of September 30, 2017.

*Cost of services.* Cost of services increased \$1,164,000, or 4.0%, and \$3,638,000, or 4.2%, for the three and nine months ended September 30, 2017, respectively, as compared to the corresponding prior year periods. The increase is primarily attributable to increased field service costs due to a higher volume of retention jobs being completed and an increase in

expensed subscriber acquisition costs attributable to MONI, as a result of the initiation of MONI's direct installation sales channel. Subscriber acquisition costs, which include expensed equipment and labor costs associated with the creation of new subscribers for MONI and LiveWatch of \$3,307,000 and \$8,774,000 for the three and nine months ended September 30, 2017, respectively, as compared to \$2,132,000 and \$6,466,000 for the three and nine months ended September 30, 2016, respectively. Cost of services as a percent of net revenue increased from 20.3% and 20.1% for the three and nine months ended September 30, 2016, respectively, to 21.9% and 21.4% for the three and nine months ended September 30, 2017, respectively.

*Selling, general and administrative.* Selling, general and administrative costs ("SG&A") increased \$3,747,000, or 12.6%, for the three months ended September 30, 2017 as compared to the corresponding prior year period. The increase is primarily attributable to increased subscriber acquisition costs, \$1,248,000 of severance charges related to a reduction in force event and transitioning executive leadership at MONI's Dallas, Texas headquarters and consulting fees related to implementation of strategic company initiatives. Subscriber acquisition costs increased to \$7,968,000 for the three months ended September 30, 2017 as compared to \$5,181,000 for the three months ended September 30, 2016 primarily as a result of increased direct-to-consumer sales activities at MONI. These increases were offset by decreases to the LiveWatch acquisition contingent bonus expense as the Company settled a portion of the bonus earlier in 2017. SG&A as a percent of net revenue increased from 20.8% for the three months ended September 30, 2016 to 24.2% for the three months ended September 30, 2017.

SG&A increased \$39,216,000, or 44.8%, for the nine months ended September 30, 2017 as compared to the corresponding prior year period. The increase is primarily attributable to a putative \$28,000,000 legal settlement reserve recognized in the second quarter of 2017 in relation to class action litigation that alleged violation of telemarketing laws. Subscriber acquisition costs increased to \$20,984,000 for the nine months ended September 30, 2017 as compared to \$14,008,000 for the nine months ended September 30, 2016, primarily as a result of increased direct-to-consumer sales activities at MONI. Other increases are attributed to consulting fees incurred on strategic company initiatives as well as the severance event and transitioning executive leadership discussed above. These increases were offset by decreases to the LiveWatch acquisition contingent bonus expense as the Company settled a portion of the bonus earlier in 2017. SG&A as a percent of net revenue increased from 20.4% for the nine months ended September 30, 2016 to 30.2% for the nine months ended September 30, 2017.

*Amortization of subscriber accounts, dealer network and other intangible assets.* Amortization of subscriber accounts, dealer network and other intangible assets decreased \$2,772,000 and \$6,519,000, or 4.5% and 3.5%, for the three and nine months ended September 30, 2017, respectively, as compared to the corresponding prior year periods. The decrease is related to the timing of amortization of subscriber accounts acquired prior to the third quarter of 2016, which have a lower rate of amortization in 2017 based on the applicable double declining balance amortization method. The decrease is partially offset by increased amortization related to accounts acquired subsequent to September 30, 2016.

*Interest expense.* Interest expense increased \$6,454,000 and \$17,521,000, for the three and nine months ended September 30, 2017, respectively, as compared to the corresponding prior year periods. The increase in interest expense is attributable to increases in the Company's consolidated debt balance and higher applicable margins on Credit Facility borrowings as a result of the September 2016 Credit Facility refinancing.

*Income tax expense from continuing operations.* The Company had pre-tax loss from continuing operations of \$23,769,000 and \$91,323,000 and income tax expense of \$1,767,000 and \$5,330,000 for the three and nine months ended September 30, 2017, respectively. The Company had pre-tax loss from continuing operations of \$21,073,000 and \$54,259,000 and income tax expense of \$1,929,000 and \$5,462,000 for the three and nine months ended September 30, 2016, respectively. Income tax expense for the three and nine months ended September 30, 2017 and 2016 is attributable to the Company's state tax expense and the deferred tax impact from amortization of deductible goodwill related to the Company's business acquisitions.

*Net loss.* The Company had net loss of \$25,536,000 and \$96,653,000 for the three and nine months ended September 30, 2017, respectively, as compared to \$23,002,000 and \$59,721,000 for the three and nine months ended September 30, 2016, respectively. The increase in net loss for the three months ended September 30, 2017 is primarily driven by the decreases in operating income (which is discussed above) and increases in interest expense. These loss increases were offset by the \$9,348,000 in refinancing expenses that was a non-recurring charge incurred in the third quarter of 2016 related to MONI's Credit Facility refinancing. The increase in net loss for the nine months ended September 30, 2017 is primarily related to the \$28,000,000 legal settlement reserve recognized in the second quarter of 2017, as well as decreases in operating income. These changes were offset by a reduction in Radio conversion costs in 2017, as MONI has substantially completed its radio conversion program in 2016.

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*Adjusted EBITDA and Pre-SAC Adjusted EBITDA.* The following table provides a reconciliation of net loss to total Adjusted EBITDA to Pre-SAC Adjusted EBITDA for the periods indicated (amounts in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Net loss	\$ (25,536)	(23,002)	\$ (96,653)	(59,721)
Amortization of subscriber accounts, dealer network and other intangible assets	59,384	62,156	178,896	185,415
Depreciation	2,170	2,084	6,415	6,084
Stock-based compensation	1,311	682	2,759	1,871
Radio conversion costs	74	1,263	383	17,938
Rebranding marketing program	—	602	880	839
LiveWatch acquisition contingent bonus charges	391	1,104	1,746	3,096
Integration / implementation of company initiatives	390	—	2,420	—
Severance expense (a)	1,248	—	1,275	245
Impairment of capitalized software	—	—	713	—
Gain on revaluation of acquisition dealer liabilities	(954)	—	(1,358)	—
Legal settlement reserve	—	—	28,000	—
Software implementation/integration	—	418	—	418
Interest expense	36,665	30,211	108,980	91,459
Refinancing expense	—	9,348	—	9,348
Income tax expense	1,767	1,929	5,330	5,462
Adjusted EBITDA	76,910	86,795	239,786	262,454
Gross subscriber acquisition costs (b)	11,275	7,313	29,758	20,474
Revenue associated with subscriber acquisition costs (b)	(1,051)	(1,332)	(3,694)	(3,884)
Pre-SAC Adjusted EBITDA	\$ 87,134	92,776	\$ 265,850	279,044

(a) Severance expense related to a reduction in headcount event and transitioning executive leadership at MONI.

(b) Gross subscriber acquisition costs and Revenue associated with subscriber acquisition costs for the three and nine months ended September 30, 2016 has been restated to include \$665,000 and \$2,006,000 of costs, respectively, and \$207,000 and \$584,000 of revenue, respectively, related to MONI's direct-to-consumer sales channel activities for the period.

Adjusted EBITDA decreased \$9,885,000, or 11.4%, and \$22,668,000, or 8.6%, for the three and nine months ended September 30, 2017, respectively, as compared to the corresponding prior year periods. The decrease is primarily the result of lower revenues, as discussed above, and an increase in subscriber acquisition costs, net of related revenue, which is primarily associated with an increase in MONI's direct-to-consumer sales activities. Subscriber acquisition costs, net of related revenue, increased from \$5,981,000 and \$16,590,000 for the three and nine months ended September 30, 2016, respectively, to \$10,224,000 and \$26,064,000 for the three and nine months ended September 30, 2017, respectively.

Pre-SAC Adjusted EBITDA decreased \$5,642,000, or 6.1%, and \$13,194,000, or 4.7%, for the three and nine months ended September 30, 2017, respectively, as compared to the corresponding prior year periods which is primarily attributable to lower Pre-SAC revenues and increased field service retention costs as discussed above.

**Liquidity and Capital Resources**

At September 30, 2017, we had \$28,250,000 of cash and cash equivalents. Our primary sources of funds are our cash flows from operating activities which are generated from alarm monitoring and related service revenues. During the nine months ended September 30, 2017 and 2016, our cash flow from operating activities was \$127,227,000 and \$159,068,000, respectively. The primary driver of our cash flow from operating activities is Adjusted EBITDA. Fluctuations in our Adjusted EBITDA and the components of that measure are discussed in "Results of Operations" above. In addition, our cash flow from operating activities may be significantly impacted by changes in working capital.

During the nine months ended September 30, 2017 and 2016, the Company used cash of \$119,081,000 and \$160,117,000, respectively, to fund subscriber account acquisitions, net of holdback and guarantee obligations. In addition, during the nine

months ended September 30, 2017 and 2016, the Company used cash of \$9,999,000 and \$5,071,000, respectively, to fund its capital expenditures.

On September 28, 2017, the Company borrowed an incremental \$26,691,000 on its Credit Facility revolver to fund its October 2, 2017 interest payment due under the Senior Notes.

The existing long-term debt of the Company at September 30, 2017 includes the principal balance of \$1,766,400,000 under its Senior Notes, Ascent Intercompany Loan, Credit Facility term loan, and Credit Facility revolver. The Senior Notes have an outstanding principal balance of \$585,000,000 as of September 30, 2017 and mature on April 1, 2020. The Ascent Intercompany Loan has an outstanding principal balance of \$12,000,000 and matures on October 1, 2020. The Credit Facility term loan has an outstanding principal balance of \$1,089,000,000 as of September 30, 2017 and requires principal payments of \$2,750,000 per quarter with the remaining amount becoming due on September 30, 2022. The Credit Facility revolver has an outstanding balance of \$80,400,000 as of September 30, 2017 and becomes due on September 30, 2021.

In considering our liquidity requirements for the remainder of 2017, we evaluated our known future commitments and obligations. We will require the availability of funds to finance our strategy to grow through the acquisition of subscriber accounts. We considered the expected operating cash flows as well as the borrowing capacity of our Credit Facility revolver, under which we could borrow an additional \$214,600,000 as of September 30, 2017. Based on this analysis, we expect that cash on hand, cash flow generated from operations and available borrowings under the Credit Facility revolver will provide sufficient liquidity, given our anticipated current and future requirements.

We may seek capital contributions from Ascent Capital or debt financing in the event of any new investment opportunities, additional capital expenditures or our operations requiring additional funds, but there can be no assurance that we will be able to obtain capital contributions from Ascent Capital or debt financing on terms that would be acceptable to us or at all. Our ability to seek additional sources of funding depends on our future financial position and results of operations, which are subject to general conditions in or affecting our industry and our customers and to general economic, political, financial, competitive, legislative and regulatory factors beyond our control.

**Item 3. Quantitative and Qualitative Disclosure about Market Risk****Interest Rate Risk**

Due to the terms of our debt obligations, we have exposure to changes in interest rates related to these debt obligations. The Company uses derivative financial instruments to manage the exposure related to the movement in interest rates. The derivatives are designated as hedges and were entered into with the intention of reducing the risk associated with variable interest rates on the debt obligations. We do not use derivative financial instruments for trading purposes.

*Tabular Presentation of Interest Rate Risk*

The table below provides information about our outstanding debt obligations and derivative financial instruments that are sensitive to changes in interest rates. Interest rate swaps are presented at their fair value amount and by maturity date as of September 30, 2017. Debt amounts represent principal payments by maturity date as of September 30, 2017.

Year of Maturity	Fixed Rate Derivative Instruments, net (a)	Variable Rate Debt	Fixed Rate Debt	Total
(Amounts in thousands)				
Remainder of 2017	\$ —	\$ 2,750	\$ —	\$ 2,750
2018	1,631	11,000	—	12,631
2019	—	11,000	—	11,000
2020	—	11,000	597,000	608,000
2021	—	91,400	—	91,400
2022	11,458	1,042,250	—	1,053,708
Thereafter	—	—	—	—
Total	\$ 13,089	\$ 1,169,400	\$ 597,000	\$ 1,779,489

- (a) The derivative financial instruments reflected in this column include four interest rate swaps with a maturity date in 2018 and four interest rate swaps with a maturity date in 2022. As a result of these interest rate swaps, the Company's current effective weighted average interest rate on the borrowings under the Credit Facility term loans is 7.18%. See notes 4, 5 and 6 to our condensed consolidated financial statements included in this Quarterly Report for further information.

**Item 4. Controls and Procedures**

In accordance with Rules 13a-15 and 15d-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Company carried out an evaluation, under the supervision and with the participation of management, including its chief executive officer and chief financial officer (the "Executives"), of the effectiveness of its disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, the Executives concluded that the Company's disclosure controls and procedures were effective as of September 30, 2017 to provide reasonable assurance that information required to be disclosed in its reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

There has been no change in the Company's internal controls over financial reporting that occurred during the three months ended September 30, 2017 that has materially affected, or is reasonably likely to materially affect, its internal controls over financial reporting.

**PART II - OTHER INFORMATION**

**Item 6. Exhibits**

Listed below are the exhibits which are included as a part of this Report (according to the number assigned to them in Item 601 of Regulation S-K):

31.1	<a href="#">Rule 13a-14(a)/15d-14(a) Certification.</a> *
31.2	<a href="#">Rule 13a-14(a)/15d-14(a) Certification.</a> *
32	<a href="#">Section 1350 Certification.</a> **
101.INS	XBRL Instance Document. *
101.SCH	XBRL Taxonomy Extension Schema Document. *
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document. *
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document. *
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document. *
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document. *

\* Filed herewith.

\*\* Furnished herewith.

SIGNATURES

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 thereunto duly authorized.

MONITRONICS INTERNATIONAL, INC.

Date: November 3, 2017

By: /s/ Jeffery R. Gardner  
Jeffery R. Gardner  
President and Chief Executive Officer

Date: November 3, 2017

By: /s/ Fred A. Graffam  
Fred A. Graffam  
Senior Vice President and Chief Financial Officer  
(Principal Financial and Accounting Officer)

## CERTIFICATION

I, Jeffery R. Gardner, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Monitronics International, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this quarterly report based on such evaluation; and
  - d) disclosed in this quarterly report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 3, 2017

/s/ Jeffery R. Gardner

Jeffery R. Gardner  
President and Chief Executive Officer



## CERTIFICATION

I, Fred A. Graffam, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Monitronics International, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this quarterly report based on such evaluation; and
  - d) disclosed in this quarterly report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 3, 2017

/s/ Fred A. Graffam

Fred A. Graffam

Senior Vice President and Chief Financial Officer

**Certification**  
**Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**  
**(Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)**

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), each of the undersigned officers of Monitronics International, Inc., a Texas corporation (the "Company"), does hereby certify, to such officer's knowledge, that:

The Quarterly Report on Form 10-Q for the period ended September 30, 2017 (the "Form 10-Q") of the Company fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company as of September 30, 2017 and December 31, 2016 and for the three and nine months ended September 30, 2017 and 2016.

Dated: November 3, 2017 \_\_\_\_\_ /s/ Jeffery R. Gardner  
 Jeffery R. Gardner  
 President and Chief Executive Officer

Dated: November 3, 2017 \_\_\_\_\_ /s/ Fred A. Graffam  
 Fred A. Graffam  
 Senior Vice President and Chief Financial Officer  
 (Principal Financial and Accounting Officer)

The foregoing certification is being furnished solely pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code) and is not being filed as part of the Form 10-Q or as a separate disclosure document.