

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

**FORM 10-K**

(Amendment No. 2)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the fiscal year ended December 31, 2019

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 Delaware**  
(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**

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

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act of 1933. Yes  No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934. Yes  No

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 every Interactive Data File required to be submitted 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 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. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

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

Indicate by check mark whether the Registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes  No

As of June 28, 2019, Monitronics International, Inc. was a wholly owned subsidiary of Ascent Capital Group, Inc.

The number of outstanding shares of Monitronics International, Inc.'s common stock as of March 30, 2020 was 22,500,000 shares.

## EXPLANATORY NOTE

Monitronics International, Inc. (the “Registrant” or the “Company”) is filing this Amendment No. 2 on Form 10-K/A (this “Amendment No. 2”) to its Annual Report on Form 10-K for the fiscal year ended December 31, 2019 (the “Original Form 10-K”) as originally filed with the Securities and Exchange Commission (“SEC”) on March 30, 2020, as amended by that certain Amendment No. 1 to the Annual Report on Form 10-K/A as filed with the SEC on May 8, 2020 (the “Amendment No. 1”), to amend:

Part I to include disclosure about the Registrant’s reliance upon the SEC Order dated March 4, 2020 (Release No. 34-88318) under Section 36 of the Exchange Act Granting Exemptions from Specified Provisions of the Exchange Act and Certain Rules Thereunder, as superseded by SEC Order Modifying Exemptions from the Reporting and Proxy Delivery Requirements for Public Companies dated March 25, 2020 (Release No. 34-88465) (together, the “Order”) to delay the filing of Amendment No. 1 to the Annual Report on Form 10-K/A for the fiscal year ended December 31, 2019 due to circumstances related to the coronavirus epidemic as set forth below.

Except as contained herein, this Amendment No. 2 does not amend, modify or update the information in, or exhibits to, the Original Form 10-K and the Amendment No. 1, and we have not updated disclosures included therein to reflect any subsequent events. This Amendment No. 2 should be read in conjunction with the Original Form 10-K, the Amendment No. 1 and our other filings made with the SEC subsequent to the filing of the Original Form 10-K.

Pursuant to Rule 12b-15 under the Exchange Act, this Amendment also contains new certifications of the Company’s principal executive officer and principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Because no financial statements are included in this Amendment and this Amendment does not contain or amend any disclosure with respect to Items 307 or 308 of Regulation S-K promulgated by the SEC under the Exchange Act, paragraphs 3, 4 and 5 of the Section 302 certifications have been omitted. In addition, because no financial statements are included in this Amendment, new certifications of the Company’s principal executive officers and principal financial officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 are not required to be included with this Amendment No. 2.

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## RELIANCE ON SECURITIES AND EXCHANGE COMMISSION ORDER

The Company relied upon the SEC Order dated March 4, 2020 (Release No. 34-88318) under Section 36 of the Exchange Act Granting Exemptions from Specified Provisions of the Exchange Act and Certain Rules Thereunder, as superseded by SEC Order Modifying Exemptions from the Reporting and Proxy Delivery Requirements for Public Companies dated March 25, 2020 (Release No. 34-88465) (together, the "Order") to delay the filing of Amendment No. 1 to the Annual Report on Form 10-K/A for the fiscal year ended December 31, 2019 due to circumstances related to the coronavirus pandemic ("COVID-19"). On April 29, 2020, the Company filed a Current Report on Form 8-K stating that it is relying on the Order to delay the filing of the Amendment No. 1 by up to 45 days due to circumstances related to the COVID-19 pandemic. In particular, disruptions caused by continuing statewide lockdown, isolation and quarantine have resulted in more limited support from and access to key personnel, as well as communications and similar delays among such persons. Additionally, the COVID-19 pandemic has limited the Company's access to facilities and documents that it relies on to timely prepare its reports. This has, in turn, impacted the Company's ability to complete the preparation of the Amendment No. 1 until after April 29, 2020. These unforeseen circumstances have resulted in the Company being unable to timely file an accurate Amendment No. 1 to the Annual Report on Form 10-K for its year-ended December 31, 2019 by the prescribed date without undue hardship and expense to the Company. Accordingly, in reliance upon the Order, the Company filed the Amendment No. 1 on May 8, 2020.

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PART IV

ITEM 15. *EXHIBITS AND FINANCIAL STATEMENT SCHEDULES*

(a) (3) Exhibits

31.5 [Rule 13a-14\(a\)/15d-14\(a\) Certification.](#)\*

31.6 [Rule 13a-14\(a\)/15d-14\(a\) Certification.](#)\*

\* Filed herewith.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities and 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.**

Dated: September 17, 2020

By: /s/ William E. Niles  
Name: William E. Niles  
Title: Chief Executive Officer (principal executive officer)

Dated: September 17, 2020

By: /s/ Fred A. Graffam  
Name: Fred A. Graffam  
Title: Chief Financial Officer, Executive Vice President and Assistant Secretary (principal financial and accounting officer)

**CERTIFICATIONS PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002**

I, William E. Niles, certify that:

1. I have reviewed this amendment to annual report on Form 10-K/A of Monitronics International, Inc.; and
2. Based on my knowledge, this 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 report.

Date: September 17, 2020

/s/ William E. Niles

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William E. Niles

Chief Executive Officer (principal executive officer)

**CERTIFICATIONS PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002**

I, Fred A. Graffam, certify that:

1. I have reviewed this amendment to annual report on Form 10-K/A of Monitronics International, Inc.; and
2. Based on my knowledge, this 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 report.

Date: September 17, 2020

/s/ Fred A. Graffam

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Fred A. Graffam  
Chief Financial Officer, Executive Vice President and Assistant Secretary (principal financial  
and accounting officer)