

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

FORM 8-K

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

Date of Report (date of earliest event reported): **January 27, 2021**

MONITRONICS INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

333-110025
(Commission
File Number)

74-2719343
(I.R.S. Employer
Identification No.)

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

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

Not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None	None	None

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement.

Monitronics International, Inc. (the “Company”) entered into an agreement (the “Termination Agreement”) with the holders of the Company’s common stock who are parties to the Registration Rights Agreement, dated as of August 30, 2019 (the “Registration Rights Agreement”), pursuant to which the Registration Rights Agreement, and all rights and obligations of the parties thereunder, were terminated in their entirety immediately upon the execution of the Termination Agreement.

A copy of this Termination Agreement is filed as Exhibit 10.1 and is incorporated herein by reference.

Item 1.02. Termination of a Material Definitive Agreement.

The information set forth above under Item 1.01 is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	<u>Termination Agreement, dated as of January 27, 2021, by and among Monitronics International, Inc. and the holders named herein.</u>

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 1, 2021

MONITRONICS INTERNATIONAL, INC.

By: /s/ Fred A. Graffam
Name: Fred A. Graffam
Title: Chief Financial Officer, Executive Vice President and Assistant Secretary

TERMINATION AGREEMENT

This Termination Agreement (this “*Agreement*”), dated as of January 27, 2021 (the “*Execution Date*”), is entered into by and among Monitronics International, Inc., a Delaware corporation (the “*Company*”) and the Holders signatory to this Agreement (the “*Holder*”).

WHEREAS, the Company and the Holders constitute all of the parties to that certain registration rights agreement, dated as of August 30, 2019 (the “*Registration Rights Agreement*”);

WHEREAS, pursuant to Section 16(f) of the Registration Rights Agreement, no amendment, modification, or termination of the Registration Rights Agreement shall be binding upon any party thereto unless executed in writing by such party; and

WHEREAS, the Company and the Holders desire that the Registration Rights Agreement be terminated.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. The Registration Rights Agreement, and all rights and obligations of the parties thereunder, shall be terminated in their entirety immediately upon the execution of this Agreement on the Execution Date without any other action by or notice to any party hereto.
2. Each party hereby waives any and all claims and rights that it may have under the terms of the Registration Rights Agreement, whether now existing or hereafter arising from circumstances that exist as of the Execution Date.
3. This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware (without giving effect to the choice of law principles thereof). This Agreement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same agreement, and all signatures need not appear on any one counterpart.

[Signatures Follow]

COMPANY:

MONITRONICS INTERNATIONAL, INC.

By: /s/ William E. Niles

Name: William E. Niles

Title: Chief Executive Officer

HOLDERS:

CRF3 INVESTMENTS I S.À R.L.

By: /s/ Besar Muhameti

Name: Besar Muhameti

Title: Manager

CRF3 INVESTMENTS I S.À R.L.

By: /s/ Quentin Leveque

Name: Quentin Leveque

Title: Manager

**ALLIANCEBERNSTEIN L.P., on behalf of
AB UNCONSTRAINED FUND, INC**

By: /s/ Paul A. Emerson

Name: Paul A. Emerson
Title: Assistant Secretary

**ALLIANCEBERNSTEIN L.P., on behalf of
AB SICAV I-MULTI-SECTOR CREDIT PORTFOLIO**

By: /s/ Paul A. Emerson

Name: Paul A. Emerson
Title: Assistant Secretary

**ALLIANCEBERNSTEIN L.P., on behalf of
AB SICAV I-US HIGH YIELD PORTFOLIO**

By: /s/ Paul A. Emerson

Name: Paul A. Emerson
Title: Assistant Secretary

**ALLIANCEBERNSTEIN L.P., on behalf of
AB SICAV I-GLOBAL INCOME PORTFOLIO**

By: /s/ Paul A. Emerson

Name: Paul A. Emerson
Title: Assistant Secretary

**ALLIANCEBERNSTEIN L.P., on behalf of
AB SICAV I - ALL MARKET INCOME PORTFOLIO**

By: /s/ Paul A. Emerson

Name: Paul A. Emerson
Title: Assistant Secretary

**ALLIANCEBERNSTEIN L.P., on behalf of
TEACHERS' RETIREMENT SYSTEM OF LOUISIANA**

By: /s/ Paul A. Emerson

Name: Paul A. Emerson

Title: Assistant Secretary

**ALLIANCEBERNSTEIN L.P., on behalf of
KAISER FOUNDATION HOSPITALS**

By: /s/ Paul A. Emerson

Name: Paul A. Emerson

Title: Assistant Secretary

**ALLIANCEBERNSTEIN L.P., on behalf of
KAISER PERM GROUP TRUST**

By: /s/ Paul A. Emerson

Name: Paul A. Emerson

Title: Assistant Secretary

**ALLIANCEBERNSTEIN L.P., on behalf of
AB BOND FUND, INC - AB INCOME FUND**

By: /s/ Paul A. Emerson

Name: Paul A. Emerson

Title: Assistant Secretary

**ALLIANCEBERNSTEIN L.P., on behalf of
AB HIGH INCOME FUND, INC**

By: /s/ Paul A. Emerson

Name: Paul A. Emerson

Title: Assistant Secretary

**ALLIANCEBERNSTEIN L.P., on behalf of
ALLIANCEBERNSTEIN GLOBAL HIGH INCOME FUND, INC**

By: /s/ Paul A. Emerson

Name: Paul A. Emerson

Title: Assistant Secretary

**ALLIANCEBERNSTEIN L.P., on behalf of
AB FCP I-GLOBAL HIGH YIELD PORTFOLIO**

By: /s/ Paul A. Emerson

Name: Paul A. Emerson

Title: Assistant Secretary

**ALLIANCEBERNSTEIN L.P., on behalf of
THE STATE OF CONNECTICUT**

By: /s/ Paul A. Emerson

Name: Paul A. Emerson

Title: Assistant Secretary

**ALLIANCEBERNSTEIN L.P., on behalf of
AB COLLECTIVE INVESTMENT TRUST SERIES - AB US HIGH
YIELD
COLLECTIVE TRUST**

By: /s/ Paul A. Emerson

Name: Paul A. Emerson

Title: Assistant Secretary

**ALLIANCEBERNSTEIN L.P., on behalf of
AB BOND FUND, INC. - AB FLEXFEE HIGH YIELD PORTFOLIO**

By: /s/ Paul A. Emerson

Name: Paul A. Emerson

Title: Assistant Secretary

**ALLIANCEBERNSTEIN L.P., on behalf of
THE AB PORTFOLIOS - AB ALL MARKET TOTAL RETURN
PORTFOLIO**

By: /s/ Paul A. Emerson

Name: Paul A. Emerson

Title: Assistant Secretary

BRIGADE LEVERAGED CAPITAL STRUCTURES FUND LTD

By: /s/ Patrick Criscillo
Name: Patrick Criscillo
Title: CFO of Investment Manager

MEDIOLANUM BEST BRANDS

By: /s/ Patrick Criscillo
Name: Patrick Criscillo
Title: CFO of Investment Manager

SC CREDIT OPPS MANDATE, LLC

By: /s/ Patrick Criscillo
Name: Patrick Criscillo
Title: CFO of Investment Manager

PANTHER BCM LLC

By: /s/ Patrick Criscillo
Name: Patrick Criscillo
Title: CFO of Investment Manager

FUTURE DIRECTIONS CREDIT OPPORTUNITIES FUND

By: /s/ Patrick Criscillo
Name: Patrick Criscillo
Title: CFO of Investment Manager

THE COCA-COLA COMPANY MASTER RETIREMENT TRUST

By: /s/ Patrick Criscillo
Name: Patrick Criscillo
Title: CFO of Investment Manager

GIC PRIVATE LIMITED

By: /s/ Patrick Criscillo
Name: Patrick Criscillo
Title: CFO of Investment Manager

ILLINOIS STATE BOARD OF INVESTMENT

By: /s/ Patrick Criscillo
Name: Patrick Criscillo
Title: CFO of Investment Manager

BRIGADE CREDIT FUND II LTD.

By: /s/ Patrick Criscillo
Name: Patrick Criscillo
Title: CFO of Investment Manager

BIG RIVER GROUP FUND SPC LLC

By: /s/ Patrick Criscillo
Name: Patrick Criscillo
Title: CFO of Investment Manager

**SEI INSTITUTIONAL MANAGED TRUST - MULTI-STRATEGY
ALTERNATIVE FUND**

By: /s/ Patrick Criscillo
Name: Patrick Criscillo
Title: CFO of Investment Manager

BIG RIVER GROUP FUND SPC LLC

By: /s/ Patrick Criscillo
Name: Patrick Criscillo
Title: CFO of Investment Manager

**SEI INSTITUTIONAL MANAGED TRUST - MULTI-STRATEGY
ALTERNATIVE FUND**

By: /s/ Patrick Criscillo

Name: Patrick Criscillo

Title: CFO of Investment Manager

**SEI INSTITUTIONAL MANAGED TRUST - HIGH YIELD BOND
FUND**

By: /s/ Patrick Criscillo

Name: Patrick Criscillo

Title: CFO of Investment Manager

**SEI INSTITUTIONAL INVESTMENTS TRUST - HIGH YIELD
BOND FUND**

By: /s/ Patrick Criscillo

Name: Patrick Criscillo

Title: CFO of Investment Manager

TCORPIM HIGH YIELD FUND

By: /s/ Patrick Criscillo

Name: Patrick Criscillo

Title: CFO of Investment Manager

SAS TRUSTEE CORPORATION

By: /s/ Patrick Criscillo

Name: Patrick Criscillo

Title: CFO of Investment Manager

U.S. HIGH YIELD BOND FUND

By: /s/ Patrick Criscillo

Name: Patrick Criscillo

Title: CFO of Investment Manager

**SEI GLOBAL MASTER FUND PLC THE SEI HIGH YIELD
FIXED INCOME FUND**

By: /s/ Patrick Criscillo

Name: Patrick Criscillo

Title: CFO of Investment Manager

**JPMORGAN FUNDS - MULTI-MANAGER ALTERNATIVES
FUND**

By: /s/ Patrick Criscillo

Name: Patrick Criscillo

Title: CFO of Investment Manager

JPMORGAN CHASE RETIREMENT PLAN BRIGADE

By: /s/ Patrick Criscillo

Name: Patrick Criscillo

Title: CFO of Investment Manager

**NEW YORK CITY FIRE DEPARTMENT PENSION FUND,
SUBCHAPTER TWO**

By: /s/ Patrick Criscillo

Name: Patrick Criscillo

Title: CFO of Investment Manager

**LOS ANGELES COUNTY EMPLOYEES RETIREMENT
ASSOCIATION**

By: /s/ Patrick Criscillo

Name: Patrick Criscillo

Title: CFO of Investment Manager

ST. JAMES'S PLACE DIVERSIFIED BOND UNIT TRUST

By: /s/ Patrick Criscillo

Name: Patrick Criscillo

Title: CFO of Investment Manager

FCA US LLC MASTER RETIREMENT TRUST

By: /s/ Patrick Criscillo

Name: Patrick Criscillo

Title: CFO of Investment Manager

FCA CANADA INC. ELECTED MASTER TRUST

By: /s/ Patrick Criscillo

Name: Patrick Criscillo

Title: CFO of Investment Manager

NORTHROP GUMMAN PENSION MASTER TRUST

By: /s/ Patrick Criscillo

Name: Patrick Criscillo

Title: CFO of Investment Manager

TEACHERS' RETIREMENT SYSTEM OF THE CITY OF NEW YORK

By: /s/ Patrick Criscillo

Name: Patrick Criscillo

Title: CFO of Investment Manager

NEW YORK CITY POLICE PENSION FUND, SUBCHAPTER 2

By: /s/ Patrick Criscillo

Name: Patrick Criscillo

Title: CFO of Investment Manager

BRIGADE DIVERSIFIED CREDIT CIT

By: /s/ Patrick Criscillo

Name: Patrick Criscillo

Title: CFO of Investment Manager

GOLDMAN SACHS TRUST II - GOLDMAN SACHS MULTI-MANAGER NON-CORE FIXED INCOME FUND

By: /s/ Patrick Criscillo

Name: Patrick Criscillo

Title: CFO of Investment Manager

FEDEX CORPORATION EMPLOYEES' PENSION TRUST

By: /s/ Patrick Criscillo

Name: Patrick Criscillo

Title: CFO of Investment Manager

DELTA MASTER TRUST

By: /s/ Patrick Criscillo

Name: Patrick Criscillo

Title: CFO of Investment Manager

CITY OF PHOENIX EMPLOYEES' RETIREMENT PLAN

By: /s/ Patrick Criscillo

Name: Patrick Criscillo

Title: CFO of Investment Manager

BLUE FALCON LIMITED

By: /s/ Patrick Criscillo

Name: Patrick Criscillo

Title: CFO of Investment Manager

ENSIGN PEAK ADVISORS, INC.

By: /s/ Conrad Flake

Name: Conrad Flake

Title: Senior Portfolio Manager