

BROADCASTER INC  
Form 8-K  
December 19, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): December 13, 2007**

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**Broadcaster, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**0-15949**  
(Commission  
File Number)

**94-2862863**  
(I.R.S. Employer  
Identification No.)

**9201 Oakdale Avenue, Suite 200  
Chatsworth, CA 91311**

(Address of Principal Executive Office) (Zip Code)

**(818) 206-9274**

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

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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))
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**Item 2.05 Costs Associated with Exit or Disposal Activities**

On December 13, 2007, the Board of Directors of Broadcaster, Inc. (the Company) decided to reduce the company's operations and keep a limited staff to maintain its website until the end of the calendar year. At the end of the year, the staff will be reduced to approximately 5 people. In connection with the staff reduction, the Company expects to incur expenses of approximately \$67,000 for two executives that have employment agreements. The Company does not currently expect any other charges related to this action that will result in future cash expenditures.

**Item 2.06 Material Impairments**

As a result of the board decision on December 13, 2007, the officers of the Company determined that there will be an impairment of goodwill and a write-down of its intangible assets acquired in the AccessMedia Networks, Inc acquisition. Management believes that goodwill will be impaired by \$63.0 million and that the write-down of intangibles will be approximately \$6.4 million, resulting in an aggregate potential charge of approximately \$69.4 million. Neither of the impairment charges, which are expected to be reflected in the Company's financial statements for the fiscal quarter ended December 31, 2007, will result in future cash expenditures.

**Item 8.01 Other Events.**

On December 13, 2007, the board has also directed the CEO to seek potential acquisitions or other transactions that are deemed necessary. The board also approved a finder's fee should a transaction be closed with a potential merger candidate. The fee would be payable to a related party.

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**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, hereunto duly authorized.

**Broadcaster, Inc.**

By: /s/ MARTIN R. WADE, III  
Martin R. Wade, III  
Chief Executive Officer

Date: December 19, 2007