

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): March 3, 2026

LIVEONE, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-38249

(Commission File Number)

98-0657263

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

269 South Beverly Drive, Suite 1450

Beverly Hills, CA 90212

(Address of principal executive offices) (Zip Code)

(310) 601-2505

(Registrant's telephone number, including area code)

n/a

(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 (see General Instruction A.2. below):

- 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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, \$0.001 par value per share	LVO	The NASDAQ Capital Market

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

Emerging growth company

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

Item 1.01 Entry into a Material Definitive Agreement.

On March 3, 2026, LiveOne, Inc. (the “Company”), Slacker, Inc. (“Slacker”), the Company’s wholly owned subsidiary, and Music and Entertainment Rights Licensing Independent Network Limited (“Merlin”) entered into a Shares Issuance Agreement (the “Agreement”) pursuant to which the Company agreed to issue to Merlin 500,000 shares (the “Shares”) of its common stock, \$0.001 par value per share (the “common stock”), at a deemed issued price of \$7.50 per share. The Shares will be issued as payment of (i) any outstanding music royalty payments due by Slacker under the Digital Music Services Agreement, dated as of February 1, 2014, entered into between Merlin and Slacker, as last amended on March 3, 2026 (the “Amendment” and the Original DMSA, as amended, the “DMSA”), and (ii) any music royalty payments due by Slacker to Merlin during the Extended Term (as defined below), unless terminated earlier as provided therein. Pursuant to the Amendment, the parties agreed to extend the term of the DMSA through November 30, 2026, as such maybe further extended to November 30, 2027 (the “Extended Term”).

Pursuant to the Amendment, Merlin’s sale proceeds of any Shares will be offset against any royalty payments or other fees due to Merlin under the DMSA, and among other things, upon any termination or expiration of the DMSA, Slacker will have the option to purchase any unsold Shares held by Merlin or to pay in immediately available funds any amount then outstanding under the DMSA (and in such event Merlin shall return for cancellation any unsold Shares). Merlin agreed not to sell the Shares in excess of more than 5% of the average daily trading volume for the common stock for the preceding 20 consecutive trading days (excluding from such average any index rebalancing days). In the event any fees remain payable to Merlin upon expiration of the Extended Term, Slacker will pay such remaining amounts to Merlin in immediately available funds.

The Shares will be issued to Merlin pursuant to the Company’s effective shelf Registration Statement on Form S-3 (File No. 333-284916), which was filed with the U.S. Securities and Exchange Commission (the “SEC”) on February 13, 2025 (the “Registration Statement”), and a prospectus supplement relating to the offering of the Shares filed with the SEC on March 10, 2026. The settlement of the issuance of the Shares is expected to take place on or about March 10, 2026. The Company will not receive any cash proceeds from the offering of the Shares.

The legal opinion, including the related consent, of Foley Shechter Ablovatskiy LLP, the Company’s outside corporate and securities counsel, are filed as Exhibits 5.1 and 23.1, respectively, to this Current Report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
5.1*	Opinion of Foley Shechter Ablovatskiy LLP regarding the Shares.
23.1*	Consent of Foley Shechter Ablovatskiy LLP (included in Exhibit 5.1).
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

* Filed 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 hereunto duly authorized.

Dated: March 9, 2026

LIVEONE, INC.

By: /s/ Ryan Carhart

Name: Ryan Carhart

Title: Chief Financial Officer



FOLEY SHECHTER

FOLEY SHECHTER ABLOVATSKIY LLP

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March 9, 2026

LiveOne, Inc.
269 S. Beverly Drive, Suite 1450
Beverly Hills, CA 90212

Ladies and Gentlemen:

This opinion is furnished to you in connection with a Prospectus Supplement, dated March 3, 2026, to a Prospectus dated February 26, 2025 (the "Prospectus and Prospectus Supplement"), filed pursuant to a Registration Statement on Form S-3 (Registration No. 333-284916) (the "Registration Statement"), filed by LiveOne, Inc., a Delaware corporation (the "Company"), with the U.S. Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), which became effective on February 26, 2025, with respect to 500,000 shares (the "Shares") of the Company's common stock, \$0.001 par value per share (the "Common Stock"). The Shares are being offered and issued to Music and Entertainment Rights Licensing Independent Network Limited ("Merlin"), pursuant to that certain Shares Issuance Agreement, dated March 3, 2026, by and among the Company, Slacker, Inc. ("Slacker"), the Company's wholly owned subsidiary, and Merlin (the "Agreement"), to satisfy Slacker's outstanding payment and music royalty payment obligations due under the Digital Music Services Agreement, dated as of February 1, 2014, as amended, entered into between Merlin and Slacker. The Agreement is filed as an exhibit to a Current Report on Form 8-K, as filed with the Commission on March 9, 2026, and incorporated by reference into the Registration Statement. All capitalized terms used herein and not otherwise defined shall have the respective meanings given to them in the Registration Statement.

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of: (i) the Company's Certificate of Incorporation, as amended through the date hereof; (ii) the Company's Bylaws, as amended through the date hereof; (iii) certain resolutions of the Company's Board of Directors (the "Board") relating to the issuance, sale and registration of the Shares; (iv) the Registration Statement, together with the exhibits thereto filed with the Commission; (v) the Prospectus and Prospectus Supplement; (vi) such other records of the corporate proceedings of the Company and certificates of the Company's officers as we have deemed relevant; and (vii) the Agreement and the transactions contemplated thereby. In addition, we have examined originals or copies, certified or otherwise identified to our satisfaction, of certain other corporate records, documents, instruments and certificates of public officials and of the Company, and we have made such inquiries of officers of the Company and public officials and considered such questions of law as we have deemed necessary for purposes of rendering the opinions set forth herein. Our opinions are limited to the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought to independently verify such matters.

When relevant facts were not independently established, we have relied without independent investigation as to matters of fact upon statements of governmental officials and upon representations made in or pursuant to the Registration Statement and certificates or statements of appropriate representatives of the Company.

In our examination of the foregoing, we have assumed the genuineness of all signatures, the legal competence and capacity of natural persons, the authenticity of documents submitted to us as originals and the conformity with authentic original documents of all documents submitted to us as copies or by facsimile or other means of electronic transmission, or which we obtained from the Commission's Electronic Data Gathering, Analysis and Retrieval system ("Edgar") or other sites maintained by a court or governmental authority or regulatory body and the authenticity of the originals of such latter documents. If any documents we examined in printed, word processed or similar form has been filed with the Commission on Edgar or such court or governmental authority or regulatory body, we have assumed that the document so filed is identical to the document we examined except for formatting changes.

Based upon the foregoing and subject to the assumptions, qualifications and limitations set forth herein, we are of the opinion that the Shares have been authorized for issuance and, when the Shares are issued and paid for in accordance with the Agreement and the Prospectus and Prospectus Supplement, and assuming that the Shares have been and remain duly reserved for issuance within the limits of the Common Stock then remaining authorized but unissued, the Shares will be validly issued, fully paid and non-assessable.

In addition to the assumptions, comments, qualifications, limitations and exceptions set forth above, the opinion set forth herein is further limited by, subject to and based upon the following assumptions, comments, qualifications, limitations and exceptions: our opinion herein reflects only the application of the General Corporation Law of the State of Delaware (including the statutory provisions, the applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing). We express no opinion herein as to any other laws, statutes, regulations or ordinances. Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. The opinion set forth herein is made as of the date hereof and is subject to, and may be limited by, future changes in factual matters, and we undertake no duty to advise you of the same. The opinion expressed herein is based upon the law in effect (and published or otherwise generally available) on the date hereof, and we assume no obligation to revise or supplement this opinion should such law be changed by legislative action, judicial decision or otherwise. In rendering our opinion, we have not considered, and hereby disclaim any opinion as to, the application or impact of any laws, cases, decisions, rules or regulations of any other jurisdiction, court or administrative agency.

We understand that you wish to file this opinion with the Commission as an exhibit to a Current Report on Form 8-K for incorporation by reference into the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act and to reference the firm's name under the caption "Legal Matters" in the Prospectus Supplement, and we hereby consent thereto. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Sincerely yours,

/s/ Foley Shechter Ablovatskiy LLP
