

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 02, 2024

SeaWorld Entertainment, Inc.
(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

6240 Sea Harbor Drive
Orlando, Florida
(Address of Principal Executive Offices)

001-35883
(Commission File Number)

27-1220297
(IRS Employer
Identification No.)

32821
(Zip Code)

Registrant's Telephone Number, Including Area Code: 407 226-5011

(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
Common Stock, par value \$0.01 per share	SEAS	New York Stock Exchange

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 8, 2024, SeaWorld Entertainment, Inc. (the “Company”) issued a press release announcing that the Board of Directors of the Company (the “Board”) elected Nathaniel J. Lipman to serve as a director of the Company effective January 2, 2024.

Mr. Lipman, age 59, served as Executive Chairman of CX Loyalty Holdings, Inc. (“CX Loyalty,” a global provider of customer loyalty platforms and solutions), formerly known as Affinion Group Holdings, Inc. from 2012 until November 2015, and as President and Chief Executive Officer from October 2005 (when CX Loyalty was formed through the purchase of assets from Cendant Corporation (“Cendant”) by a coalition of investors) to 2012. Mr. Lipman continues to actively serve as Senior Advisor to CX Loyalty since 2015. Mr. Lipman joined Cendant in June 1999 as Senior Vice President, Corporate Development and Strategic Planning. After a series of increasing responsibilities in business development and marketing, Mr. Lipman served as President and Chief Executive Officer of Cendant’s domestic membership business, Trilegiant, from 2002 to April 2004, and served as President and Chief Executive Officer of the Cendant Marketing Services Division from April 2004 to 2005. Prior to Cendant, Mr. Lipman held various legal and finance roles since 1989, including roles that involved significant experience in the travel and entertainment industry, including roles with Planet Hollywood, Inc., House of Blues Entertainment, Inc., and The Walt Disney Company, amongst others. He also has significant experience serving as a director of both public and private companies, including prior service on the boards of directors of FTD. com, Redbox Automated Holdings, LLC, and Diamond Resorts International, Inc., amongst other companies. The Board believes that Mr. Lipman’s significant experience working with and adding value to companies across the travel leisure hospitality and entertainment sectors and his unique skills in marketing legal and financial matters make him a valued addition to the Board.

Mr. Lipman has been appointed as a member of the Company’s Audit and Nominating and Corporate Governance Committees.

There are no arrangements or understandings between Mr. Lipman and any other persons pursuant to which Mr. Lipman was elected to serve as a director of the Company. Mr. Lipman does not have a direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

In accordance with the Company’s “Amended and Restated Outside Director Compensation Policy,” filed as Exhibit 10.2 to the Company’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2023, Mr. Lipman’s compensation for his services as a non-employee director will be consistent with that of the Company’s other non-employee directors, subject to pro-ratio to reflect the commencement date of his service on the Board.

Item 7.01 Regulation FD Disclosure.

On January 8, 2024, the Company issued a press release to announce the election of Mr. Lipman as a director of the Company. The full text of the press release is furnished as Exhibit 99.1 hereto and incorporated herein by reference. The information set forth under this Item 7.01 of this Current Report on Form 8-K and in Exhibit 99.1 shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing made by the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release of SeaWorld Entertainment, Inc., dated January 8, 2024
104	Cover page interactive data filed (embedded within the Inline XBRL document).

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.

SEAWORLD ENTERTAINMENT, INC

Date: January 8, 2024

By: /s/ G. Anthony (Tony) Taylor
Name: G. Anthony (Tony) Taylor
Title: Chief Legal Officer, General Counsel and Corporate Secretary

SeaWorld Entertainment, Inc. Announces One New Addition to its Board of Directors

ORLANDO, Fla., Jan. 8, 2024 – SeaWorld Entertainment, Inc. (NYSE: SEAS) (“SeaWorld” or the “Company”), a leading theme park and entertainment company, today announced its Board of Directors (the “Board”) has elected Nathaniel J. Lipman to serve as a Director of the Company, effective January 2, 2024.

“We are pleased to welcome Nat to the Company’s Board,” said Scott Ross, Chairman of the SeaWorld Board and Managing Partner of Hill Path Capital. “Nat brings significant experience working with and helping to build tremendous value across many companies in the travel, leisure, hospitality and entertainment sectors. We look forward to the important contributions he will make as we continue to grow and improve the operating and financial performance of the Company and meaningfully increase value for all stakeholders.”

Mr. Lipman served as Executive Chairman of CX Loyalty Holdings, Inc. (“CX Loyalty,” a global provider of customer loyalty platforms and solutions), formerly known as Affinion Group Holdings, Inc. from 2012 until November 2015, and as President and Chief Executive Officer from October 2005 (when CX Loyalty was formed through the purchase of assets from Cendant Corporation (“Cendant”) by a coalition of investors) to 2012. Mr. Lipman continues to actively serve as Senior Advisor to CX Loyalty since 2015. Mr. Lipman joined Cendant in June 1999 as Senior Vice President, Corporate Development and Strategic Planning. After a series of increasing responsibilities in business development and marketing, Mr. Lipman served as President and Chief Executive Officer of Cendant’s domestic membership business, Trilegiant, from 2002 to April 2004, and served as President and Chief Executive Officer of the Cendant Marketing Services Division from April 2004 to 2005. Prior to Cendant, Mr. Lipman held various legal and finance roles since 1989, including roles that involved significant experience in the travel and entertainment industry, including roles with Planet Hollywood, Inc., House of Blues Entertainment, Inc., and The Walt Disney Company, amongst others. He also has significant experience serving as a director of both public and private companies, including prior service on the boards of directors of FTD. com, Redbox Automated Holdings, LLC, and Diamond Resorts International, Inc., amongst other companies.

About SeaWorld Entertainment, Inc.

SeaWorld Entertainment, Inc. (NYSE: SEAS) is a leading theme park and entertainment company providing experiences that matter, and inspiring guests to protect animals and the wild wonders of our world. The Company is one of the world’s foremost zoological organizations and a global leader in animal welfare, training, husbandry and veterinary care. The Company collectively cares for what it believes is one of the largest zoological collections in the world and has helped lead advances in the care of animals. The Company also rescues and rehabilitates marine and terrestrial animals that are ill, injured, orphaned or abandoned, with the goal of returning them to the wild. The SeaWorld® rescue team has helped over 40,000 animals in need over the Company’s history. SeaWorld Entertainment, Inc. owns or licenses a portfolio of recognized brands including SeaWorld®, Busch Gardens®, Aquatica®, Sesame Place® and Sea Rescue®. Over its more than 60-year history, the Company has built a diversified portfolio of 12 destination and regional theme parks that are grouped in key markets across the United States, many of which showcase its one-of-a-kind zoological collection. The Company’s theme parks feature a diverse array of rides, shows and other attractions with broad demographic appeal which deliver memorable experiences and a strong value proposition for its guests.

Copies of this and other news releases as well as additional information about SeaWorld Entertainment, Inc. can be obtained online at www.seaworldentertainment.com. Shareholders and prospective investors can also register to automatically receive the Company’s press releases, SEC filings and other notices by e-mail by registering at that website.

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