

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): February 25, 2025

PODCASTONE, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-41795

(Commission File Number)

35-2503373

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

345 North Maple Drive, Suite 295

Beverly Hills, CA 90210

(Address of principal executive offices) (Zip Code)

(310) 858-0888

(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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.00001 par value per share	PODC	The NASDAQ Capital Market

Securities registered pursuant to Section 12(g) of the Act: 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 7.01 Regulation FD Disclosure.

PodcastOne, Inc. (the “Company” or “PodcastOne”) intends, from time to time, to present and/or distribute to the investment community and utilize at various industry and other conferences, the Company’s Corporate Presentation (the “Corporate Presentation”), which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information in this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed “filed” for the 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 under the Exchange Act or the Securities Act of 1933, as amended, except as shall be expressly set forth by reference in such a filing.

The Company cautions you that the Corporate Presentation contains “forward-looking statements.” Statements in the Corporate Presentation that are not purely historical are forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements to differ materially from those expressed or implied by such statements. These risks, uncertainties and factors include, but are not limited to: LiveOne’s reliance on its largest OEM customer for a substantial percentage of its revenue; LiveOne’s and PodcastOne’s ability to consummate any proposed financing, acquisition, merger, distribution or other transaction, the timing of the consummation of any such proposed event, including the risks that a condition to the consummation of any such event would not be satisfied within the expected timeframe or at all, or that the consummation of any proposed financing, acquisition, merger, special dividend, distribution or transaction will not occur or whether any such event will enhance shareholder value; PodcastOne’s ability to continue as a going concern; PodcastOne’s ability to attract, maintain and increase the number of its listeners; PodcastOne identifying, acquiring, securing and developing content; LiveOne’s intent to repurchase shares of its and/or PodcastOne’s common stock from time to time under LiveOne’s announced stock repurchase program and the timing, price, and quantity of repurchases, if any, under the program; LiveOne’s ability to maintain compliance with certain financial and other covenants; PodcastOne successfully implementing its growth strategy, including relating to its technology platforms and applications; management’s relationships with industry stakeholders; LiveOne’s ability to extend and/or refinance its indebtedness and/or repay its indebtedness when due; uncertain and unfavorable outcomes in legal proceedings and/or LiveOne’s ability to pay any amounts due in connection with any such legal proceedings; changes in economic conditions; competition; risks and uncertainties applicable to the businesses of PodcastOne, LiveOne and/or LiveOne’s other subsidiaries; and other risks, uncertainties and factors including, but not limited to, those described in PodcastOne’s Annual Report on Form 10-K for the fiscal year ended March 31, 2024, filed with the U.S. Securities and Exchange Commission (the “SEC”) on July 1, 2024, PodcastOne’s Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2024, filed with the SEC on February 14, 2025, and in PodcastOne’s other filings and submissions with the SEC. These forward-looking statements speak only as of the date hereof, and the Company disclaims any obligations to update these statements, except as may be required by law. The Company intends that all forward-looking statements be subject to the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

Exhibit No.	Description
99.1*	Corporate Presentation.
104*	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Furnished 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.

PODCASTONE, INC.

Dated: February 25, 2025

By: /s/ Ryan Carhart

Name: Ryan Carhart

Title: Chief Financial Officer



podcastone

A LEADING PODCAST PLATFORM WITH OVER 3.9 BILLION DOWNLOADS THAT PROVIDES CONTENT CREATORS AND ADVERTISERS WITH A FULL 360-DEGREE SOLUTION

NASDAQ: PODC

Investor Presentation
February 2025

Legal Disclaimer



The information in this presentation is provided to you by PodcastOne, Inc. (the "Company" or "PodcastOne") solely for informational purposes and is not an offer to buy or sell, or a solicitation of an offer to buy or sell, any security or instrument of the Company, or to participate in any investment activity or trading strategy, nor may it or any part of it form the basis of or be relied on in connection with any contract or commitment in the United States or anywhere else.

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This presentation contains forward-looking statements, including descriptions about the intent, belief or current expectations of the Company and its management about future performance and results. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements to differ materially from those expressed or implied by such forward-looking statements. These factors include risks and uncertainties as to: LiveOne's reliance on its largest OEM customer for a substantial percentage of its revenue; LiveOne's and PodcastOne's ability to consummate any proposed financing, acquisition, merger, distribution or other transaction, the timing of the consummation of any such proposed event, including the risks that a condition to the consummation of any such event would not be satisfied within the expected timeframe or at all, or that the consummation of any proposed financing, acquisition, merger, special dividend, distribution or transaction will not occur or whether any such event will enhance shareholder value; PodcastOne's ability to continue as a going concern; PodcastOne's ability to attract, maintain and increase the number of its listeners; PodcastOne identifying, acquiring, securing and developing content; LiveOne's intent to repurchase shares of its and/or PodcastOne's common stock from time to time under LiveOne's announced stock repurchase program and the timing, price, and quantity of repurchases, if any, under the program; LiveOne's ability to maintain compliance with certain financial and other covenants; PodcastOne successfully implementing its growth strategy, including relating to its technology platforms and applications; management's relationships with industry stakeholders; LiveOne's ability to extend and/or refinance its indebtedness and/or repay its indebtedness when due; uncertain and unfavorable outcomes in legal proceedings and/or LiveOne's ability to pay any amounts due in connection with any such legal proceedings; changes in economic conditions; competition; risks and uncertainties applicable to the businesses of PodcastOne, LiveOne and/or LiveOne's other subsidiaries; and other risks, uncertainties and factors including, but not limited to, those described in PodcastOne's Annual Report on Form 10-K for the fiscal year ended March 31, 2024, filed with the U.S. Securities and Exchange Commission (the "SEC") on July 1, 2024, PodcastOne's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2024, filed with the SEC on November 14, 2024, and in PodcastOne's other filings and submissions with the SEC. These forward-looking statements speak only as of the date set forth below and PodcastOne disclaims any obligations to update these statements except as may be required by law. Neither PodcastOne nor any of its affiliates, advisors, placement agents or representatives has any obligation to, nor do any of them undertake to, revise or update the forward-looking statements contained in this presentation to reflect future events or circumstances.

This presentation speaks as of February 12, 2025. The information presented or contained in this presentation is subject to change without notice and its accuracy is not guaranteed. Neither the delivery of this presentation nor any further discussion of the Company or any of its affiliates, shareholders, officers, directors, employees, agents or advisors with any of the recipients shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since that date.

PodcastOne: Overview

PodcastOne is a leading global podcast platform

- 196 exclusive podcasts, 350+ episodes per week, 16.2 million monthly downloads and 5.2 million monthly unique listeners
- Differentiated platform provides full 360-degree solution for advertisers and content creators
- Diversifying revenue streams with high margin offerings to loyal podcasting audiences and owned IP, with two shows sold for TV adaptation
- Focused on acquiring new talent and expanding reach to grow audiences
- Leader in podcasting, a \$2B+ market
- Opportunistic M&A outlook to incorporate smaller networks and technology into PodcastOne's robust infrastructure
- Strong financial profile:
 - Double digit revenue growth, expanding margins and no debt
- Pathway to \$100M in revenues, target 2 - 4 years
- Strong management, with media veterans and podcasting pioneers

1) Financial guidance as of February 12, 2025



PodcastOne: Snapshot



A 2025 Top 10 US Podcast Publisher¹

Fiscal 2025 Guidance

16.2M

Monthly Downloads
January 2025

196

Exclusive
Podcasts

1,000+

Episodes Produced
Monthly

\$51M

Revenue
+17%

Positive

Adjusted
EBIDTA

5.2M

Unique Audience
January 2025

500+

Advertisers

2

Shows Sold for TV
Adaptation

\$100M

Two – Four Year
Revenue Goal



1) Podtrac Podcast Publisher Rankings

The Podcast Market



Podcast Listeners are a Loyal, Engaged And Highly Sought After Demographic

- 135M** Monthly U.S. listeners¹
- 8.3** Avg. podcast episodes listened to per week¹
- 75%** Say “I feel close to the hosts of the podcasts I listen to”²
- 48%** Of listeners are college educated²
- 39** Median age, with heavy users trending younger²
- \$101K** Median household income²
- \$2B+** Total U.S. podcast market Ad Revenue in 2024 climbing to ~\$2.6B by 2026³
- 4.3M+** Total Podcasts⁴



“Improvements in measurement and the evolution in programmatic buying, along with revenues tied to video and live events are contributing to the positive outlook.”

– PwC | IAB FY 2023 Podcast Ad Revenue Study

1) The Infinite Dial 2024
2) MRI-Simmons 2023 April Podcast Study
3) PwC | IAB FY 2023 Podcast Ad Revenue Study
4) Podcastindex.org

The Podcast Market

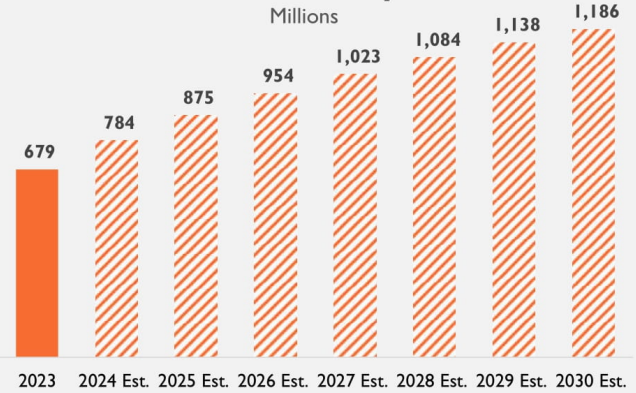


Recent Podcast Pay-days

- \$250M+** Joe Rogan's Renews Spotify Deal, Podcast Will No Longer Be Exclusive to the Platform
- \$125M** Alex Cooper Jumps From Spotify to SiriusXM
- \$100M+** SiriusXM Inks 'SmartLess' Podcast Three-Year Deal
- \$100M+** Kelce Brothers Sign Three-year Deal With Amazon's Wondery for 'New Heights' Podcast

“The latest nine-figure deals, while they look pricey, are rooted in solid projections of the ad dollars they could generate. These are tested shows – these aren't big risks these companies are taking.”
– Josh Lindgren, Head of CAA's Podcast Department

Global Podcast Listeners to Exceed 1 Billion by 2027¹



“Watchable podcasts are growing in popularity; 1 in 3 now say they prefer actively watching podcasts with videos.”
– Cumulus Media and Signal Hill Insights' Podcast Download – Fall 2024 Report

1) MIDiA Research, 2024–2030 global podcast forecasts

Vision & Objectives



Near-Term

- Be **the go-to platform** to grow audiences and expand reach for established and emerging content creators
- Invest in **technology and infrastructure** to produce best-in-class podcasts with high margins
- Grow the advertising platform with diversification of podcasts and by **partnering with top brands to reach key demographics** and loyal listeners, resulting in growth above industry trends

Long-Term

- Partner, nurture and **develop industry leading podcasts** by offering diverse revenue growth and a return profiles that exceeds industry growth metrics and returns
- Execute on **focused M&A strategy** to grow PodcastOne through the acquisition of existing platforms, technology, and production capabilities to capitalize on future industry trends
- Be an **acquirer of choice for smaller podcast platforms** (10-50 podcasts), offering efficiencies in cost structure, ability to scale and access to much larger advertising platform

Platform of Choice

Building a Successful Podcast Requires More Than Just Great Content; It Requires a Strategic Approach

Unmatched Infrastructure

- Allows creators to focus on what they do best and PodcastOne to offer value-added services that efficiently drive revenues

Amazon's Art19

- Streamlines hosting capabilities, while driving additional monetization opportunities

PodcastOne Pro

- Offers fully customizable production packages for brands, professionals, or hobbyists
- Leverages current infrastructure, to drive higher margins & diversifies revenue streams



Our Blue-Chip National Advertisers



Deep Relationships Across Our Network of 500+ Advertisers & Brands

PodcastOne has Exclusive Rights to All Advertising Inventory



NASDAQ: PODC

Revenue Segments

Core

Direct & Programmatic Sales

- Host Read Ads – Audio & Video
 - Recorded directly into the episode and served with every download or view
- Dynamic Ad Insertion
 - Targeted & inserted the moment the podcast episode is downloaded
- Custom Segments
 - 3-5 minute custom executions or episode takeovers
- Social Campaigns
- Amazon's ART19
 - Fills open inventory without compromising quality

Diversified / Emerging

- PodcastOne owned IP on scripted shows allows for second window opportunities
 - *Varnamtown* & *Vigilante* have been sold for TV adaptation
- PodcastOne Pro
 - Fully customizable production packages for brands, professionals, or hobbyists
- Paywalls
 - Substack, Apple+, SupportingCast
- Podroll
 - Feed dropping at the end of another podcast
- Other
 - Live shows, branded podcasts, merchandise, etc.

Reaching Audiences Across Every Medium



PodcastOne's Hit Shows Are Available Wherever You Get Your Podcasts & However You Consume



31% of weekly podcast listeners use YouTube to listen & view
Spotify (27%) and Apple Podcasts (15%)¹



1) Edison Podcast Metrics™, Oct, 2024

2025 Growth Strategy



Two-Pronged Approach to Grow in 2025 & Beyond

Mergers & Acquisitions

- Industry has seen consolidation & PodcastOne will be a consolidator of choice
- Positioned to act opportunistically with \$0 debt, using cash & stock
- Major mergers or acquisition of synergistic verticals
 - Accretive, cash flow positive assets to benefit from cost reductions upon integration
 - Platforms with 10-50 podcasts
 - Technology & industry talent to bolster infrastructure

Organic

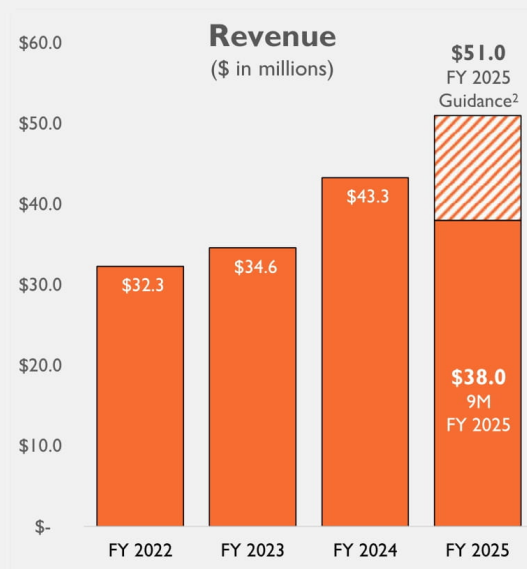
- Focused execution on driving ad revenue
- Supporting talent to expand beyond audio & video
- Cross platform promotion and monetization
- Maximize current infrastructure to drive higher margins
- Diversified and emerging revenue streams
 - Owned IP, PodcastOne Pro, Paywalls, Podroll, Live Events, Merchandise, ...

Select Financials



Expect FY 2025¹ Revenues to Increase at Least 17% to at Least a Record \$51.0 Million, Driving Expected Positive Adjusted EBITDA²

\$ in Millions	Fiscal Year	Fiscal Year	Three Months Ended December 31,	
			2024	2023
Revenue	\$43.3	\$34.6	\$12.7	\$10.4
Gross Profit	\$6.0	\$7.0	0.7	1.1
Operating Expenses	\$(48.3)	\$(36.5)	(14.3)	(13.0)
Net Loss	\$(14.7)	\$(7.0)	\$(1.6)	\$(2.6)
Adj. EBITDA	\$0.5	\$0.4	\$(0.7)	\$(0.4)
Debt	\$0.0	\$0.0	\$0.0	\$0.0



1) The Fiscal Year ends March 31, 2025
 2) Company financial guidance as of February 12, 2025

Case Studies

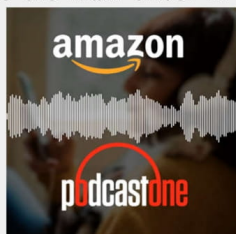
Amazon Groceries

Amazon teamed up with PodcastOne to drive awareness for Amazon Groceries, exposure to the podcasts with advertisements yielded higher agreement of Amazon Prime's convenience and helped make their life easier. The advertising positively influenced agreement that Amazon Prime is convenient to use across all age groups and genders.

11+ Purchase Intent for groceries from Amazon Prime rose by 11pts among the 18-34 age group as well

3+ Almost all respondents agreed that Amazon Prime makes their life easier, a +3pt lift over the control, females were the main driver in this overall increase.

22.7M+ Impressions delivered



Podcasters

- The Adam Carolla Show moved from Radio to Podcasting in 2009, joining what would become PodcastOne
- **With PodcastOne as a partner**, Carolla expands his podcast network:
 - The Adam Carolla Show, The Adam and Dr. Drew Show, Carolla Classics
- And **diversifies his revenue streams**
 - Live shows & tours, PPV, merchandise, Substack



Management & Board



Podcast Industry Veterans High Insider Ownership Creates Alignment With Investors



KIT GRAY

Co-Founder & President
19+ YEARS EXPERIENCE



ROBERT ELLIN

Executive Chairman
25+ YEARS EXPERIENCE



RYAN CARHART

Chief Financial Officer
14+ YEARS EXPERIENCE



SUE MCNAMARA

Chief Revenue Officer
20+ YEARS EXPERIENCE



STEVE LEHMAN

Vice Chairman
25+ YEARS EXPERIENCE



ELI DVORKIN

Chief Content Officer
15+ YEARS EXPERIENCE



STACIE PARRA

Content & Podcast Producer
20+ YEARS EXPERIENCE

Board of Directors

Robert Ellin

Executive Chairman of PodcastOne
Founder & CEO & Chairman of LiveOne
Founder & Managing Dir. of Trinad Capital Mgmt.



James Berk

Chairman & CEO of Goodman Media Partners
Former CEO of Participant Media



Carolyn Blackwood

Head of Studio, Sphere Entertainment
Former Chief Operating Officer
of Warner Bros



Jay Krigsman

Director of LiveOne
Executive VP & Asset Manager of
The Kraus Companies



Patrick Wachsberger

Director of LiveOne
Founder & Manager of
Picture Perfect Entertainment



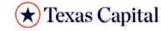
Ramin Arani

Director of LiveOne
Former Portfolio Manager
at Fidelity Management

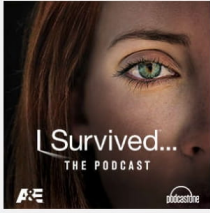


Jon Merriman

Head of Equities for
Texas Capital Bank



Up Trending Shows



Key Takeaways



PodcastOne is a leading podcast platform with over 3.9 billion downloads that provides content creators and advertisers with a full 360-degree solution. PodcastOne's hit shows are available wherever and however you listen.

- The only publicly-traded pure-play podcasting company in U.S.
- The U.S. podcast market commands 35M monthly listeners and ad revenues of ~\$2.0B
- Platform of choice, given robust infrastructure that leverages technology, production efficiencies, advertising breadth, and marketing reach to create significant competitive advantage
- Ability to grow PodcastOne show revenues faster than competitors and the market through focused marketing
- Diversified revenue opportunities beyond direct advertising, including paywalls, live events, social campaigns, and owned IP through scripted podcasts with two shows sold for TV adaptation
- Strong financial profile – double digit revenue growth, expanding margins and no debt
- Strong organic and M&A focused inorganic growth strategies leading to \$100M revenue goal over the next two – four years.
- Management team led by media and podcasting industry veterans with significant insider ownership

NASDAQ: PODC¹

Price	\$1.98
Market Cap	\$54.3M
52 Week Range	\$1.10 - \$2.85
Avg. Volume (3-Mo)	55.3K
TTM Revenue ²	\$47.5M
TTM Adj. EBITDA ²	\$(817.0K)
Debt	\$0
Enterprise Value	\$57.9M

1) As of February 12, 2025
2) As of December 31, 2024



Investor Relations

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PODCASTONE