

**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 28, 2022**

**Innovid Corp.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**001-40048**  
(Commission  
File Number)

**87-3769599**  
(I.R.S. Employer  
Identification No.)

**30 Irving Place, 12th Floor**  
**New York, NY 10003**  
(Address of principal executive offices) (Zip Code)  
**(212) 966-7555**  
(Registrant's telephone number, include 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:

- 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, par value \$0.0001 per share	CTV	New York Stock Exchange
Warrants to purchase one share of common stock, each at an exercise price of \$11.50 per share	CTVWS	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 2.01 Completion of Acquisition or Disposition of Assets**

As previously disclosed in the Current Report on Form 8-K filed by Innovid Corp., a Delaware corporation (“Innovid”) with the Securities and Exchange Commission (“SEC”) on February 7, 2022, Innovid entered into a Stock Purchase Agreement (the “SPA”) with TV Squared Limited, a private company limited by shares incorporated under the laws of Scotland (“TV Squared”), the stockholders of TV Squared set forth on Annex I of the SPA (collectively, the “Sellers”), Shareholder Representative Services LLC, a Colorado limited liability company, solely in its capacity as security holders representative, pursuant to which Innovid has agreed to acquire all of the equity of TV Squared (the “Acquisition”).

On February 28, Innovid completed the Acquisition. As described in the SPA, Innovid acquired all of the equity of TV Squared and the Sellers received an aggregate amount of One Hundred Million Dollars (US \$100,000,000), subject to customary adjustments in respect of the cash, indebtedness, net working capital, escrow amounts, transaction expenses and Expense Fund Amounts, as such term is defined in the SPA.

In addition, Innovid issued to the Sellers 12,500,000 shares of common stock, subject to certain adjustments.

The foregoing description of the SPA does not purport to be complete, and is qualified in its entirety by reference to the full text of the SPA, which was filed as Exhibit 2.1 to the Company’s Current Report on Form 8-K, filed with the SEC on February 7, 2022, and is incorporated herein by reference. The SPA has been included to provide investors with information regarding its terms. It is not intended to provide any other factual information about Innovid or TV Squared. The representations, warranties and covenants contained in the SPA were made only for purposes of the SPA as of the specific dates therein, were solely for the benefit of the parties to the SPA, may be subject to limitations agreed upon by the contracting parties, including being qualified by confidential disclosures made for the purposes of allocating contractual risk between the parties to the SPA instead of establishing these matters as facts, and may be subject to standards of materiality applicable to the contracting parties that differ from those applicable to investors. Investors are not third-party beneficiaries under the SPA and should not rely on the representations, warranties and covenants or any descriptions thereof as characterizations of the actual state of facts or condition of the parties thereto or any of their respective subsidiaries or affiliates. Moreover, information concerning the subject matter of representations and warranties may change after the date of the SPA, which subsequent information may or may not be fully reflected in Innovid’s public disclosures.

#### **Item 9.01 Financial Statements and Exhibits.**

The financial statements required by Item 9.01(a) of Form 8-K and the pro forma financial information required by Item 9.01(b) of Form 8-K are not included in this Current Report on Form 8-K. The financial statements and pro forma financial information will be filed by an amendment to this Current Report on Form 8-K within the time period specified in the instructions to Item 9.01 of Form 8-K.

(d) Exhibits

<b>Exhibit No</b>	<b>Description</b>
99.1	<a href="#">Press Release dated March 3, 2022 by Innovid Corp.</a>
104	Cover Page Interactive Data File (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.

INNOVID CORP.

Date: March 3, 2022

By: /s/ Tanya Andreev-Kaspin  
Name: Tanya Andreev-Kaspin  
Title: Chief Financial Officer

# Innovid Completes TVSquared Acquisition, Establishing Global Independent Measurement Platform for Linear, CTV & Digital

*Acquisition Expected to Expand Global Market Opportunity and Contribute to Accelerated Revenue Growth in 2022*

NEW YORK, NY, March 3, 2022 — [Innovid](#) (NYSE: CTV), a leading independent connected TV (CTV) advertising delivery and measurement platform, has completed its previously announced acquisition of TVSquared, an independent global measurement and attribution platform for converged TV.

The transaction unlocks a new independent currency-grade standard for cross-platform TV measurement, powered by the scale and automation of a global ad server. Combining Innovid's expansive ad serving footprint of more than 95 million connected homes, with TVSquared's TV measurement and attribution platform, inclusive of TV viewing and ad occurrence data across millions of households globally, creates an independent, single source of truth for advertisers.

“We believe the combination of independent global ad serving and cross-platform measurement sits at the heart of solving TV measurement’s biggest challenges,” said Zvika Netter CEO and Co-founder, Innovid. “We’ve spent over a decade building foundational ad delivery and personalization technology to power TV across channels and devices. Now, together with TVSquared by Innovid, we provide advertisers a complete view of the total TV and digital universe through a scalable, currency-grade measurement platform.”

With TVSquared, Innovid’s ad serving, creative personalization, measurement and identity management capabilities now encompass real-time, cross-platform analysis, including measurement and outcomes such as reach, frequency and unique unduplicated reach, as well as performance metrics.

The combination of ad serving and cross-platform measurement enables the buy- and sell-sides to solve fragmentation by unlocking a complete picture of advertising and audiences across the linear TV, CTV and digital video marketplaces. Together, the combined solution will deliver:

- **Cross-Platform TV Measurement & Outcomes:** Complete, cross-platform measurement and attribution – from reach, frequency and unique unduplicated reach, to offline and online outcomes – across devices and publishers, including walled gardens.
- **A Unified, Global Solution:** Large-scale, independent platform for cross-channel ad delivery, creative personalization and measurement across the TV and digital universe.
- **Automation at Scale:** Real-time, always-on analysis built on enterprise-grade software covering an unparalleled global footprint of impressions and conversions.

Under the terms of the agreement, Innovid acquired TVSquared for \$100 million in cash and 12.5 million in Innovid stock.

## About Innovid

Innovid powers connected TV (NYSE: CTV) advertising streaming, personalization, and measurement for the world’s largest brands. Through a global infrastructure that enables data-driven personalization, real-time decisioning, scaled ad serving, and accredited measurement, Innovid offers its clients and partners streamlined solutions that optimize the value of advertising investments across screens and devices. Innovid is an independent platform that leads the market in CTV innovation, powered by proprietary technology and exclusive partnerships designed to fuel the future of TV advertising.

Headquartered in New York City, Innovid serves a global client base through offices across the Americas, Europe, and Asia Pacific. To learn more, [visit \[innovid.com\]\(https://www.innovid.com\)](#) or follow us on [LinkedIn](#) or [Twitter](#).

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## **Forward-Looking Statements**

This press release includes “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1996. The Company’s actual results may differ from its expectations, estimates and projections and consequently, you should not rely on these forward-looking statements as predictions of future events. Words such as “expect,” “estimate,” “project,” “budget,” “forecast,” “anticipate,” “intend,” “plan,” “may,” “will,” “could,” “should,” “believes,” “predicts,” “potential,” “continue,” “aim,” and similar expressions are intended to identify such forward-looking statements. These forward-looking statements include, without limitation, the Company’s expectations regarding its future financial results. These forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from the expected results, including Innovid’s ability to raise financing in the future, success in retaining or recruiting officers, key employees or directors, changes in applicable laws or regulations, Innovid’s ability to maintain and expand relationships with advertisers, decreases and/or changes in CTV audience viewership behavior, Innovid’s ability to make the right investment decisions and to innovate and develop new solutions, the accuracy of Innovid’s estimates of market opportunity, forecasts of market growth and projections of future financial performance, the extent of investment required in Innovid’s sales and marketing efforts, Innovid’s ability to effectively manage its growth, the impact of the coronavirus pandemic, acquisition related risks, and other important factors discussed under the caption “Risk Factors” in Innovid’s prospectus on Form 424(b)(3) filed with the SEC on December 30, 2021, as such factors may be updated from time to time in its other filings with the SEC, accessible on the SEC’s website at [www.sec.gov](http://www.sec.gov) and the Investors Relations section of Innovid’s website at [investors.innovid.com](http://investors.innovid.com). You should carefully consider the risks and uncertainties described in the documents filed by the Company from time to time with the U.S. Securities and Exchange Commission. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Most of these factors are outside the Company’s control and are difficult to predict. The Company cautions not to place undue reliance upon any forward-looking statements, including projections, which speak only as of the date made. The Company does not undertake or accept any obligation to release publicly any updates or revisions to any forward-looking statements to reflect any change in its expectations or any change in events, conditions or circumstances on which any such statement is based.

## **Contacts**

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