

Edgar Filing: Lateral Media, Inc. - Form 8-K

Lateral Media, Inc.
Form 8-K
July 29, 2009
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): July 27, 2009

LATERAL MEDIA, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

333-136806
(Commission File Number)

98-0539032
(I.R.S. Employer
Identification No.)

2121 Avenue of the Stars, Suite 2550
Los Angeles, CA 90067
(Address of principal executive
office including zip code)

(310) 601-2500
(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:

- ☐ 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))

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT.
4.01.

Effective July 27, 2009, Lateral Media, Inc. (the "Company") dismissed Raich Ende Malter & Co. LLP ("Raich Ende") as the Company's independent public accounting firm and appointed Most & Company, LLP ("MostCo") as the Company's independent public accounting firm to provide audit services for the Company. The decision to change accountants was approved by the Company's board of directors.

From November 6, 2008 to July 27, 2009, the period of time that Raich Ende served as the Company's principal accountant, no audits were performed by Raich Ende and, therefore, no reports were issued that (i) contained an adverse opinion or disclaimers of opinion or (ii) were qualified or modified as to uncertainty, audit scope or accounting principles.

From November 6, 2008 to July 27, 2009, there were no disagreements between the Company and Raich Ende on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedures, which disagreements, if not resolved to the satisfaction of Raich Ende, would have caused Raich Ende to make reference to the subject matter of the disagreements in connection with its reports on the Company's financial statements during such periods. None of the events described in Item 304(a)(1)(v) of Regulation S-K occurred during the period that Raich Ende served as the Company's principal accountant.

The Company provided Raich Ende with a copy of this Current Report on Form 8-K prior to its filing with the Securities and Exchange Commission (the "Commission"), and requested that Raich Ende furnish the Company with a letter addressed to the Commission stating whether it agrees with the statements made in this Current Report on Form 8-K, and if not, stating the aspects with which it does not agree. A copy of Raich Ende's letter, dated July 28, 2009, is attached hereto as Exhibit 16.1. By filing this letter as an exhibit as required by the Commission regulations, the Company is not necessarily indicating its agreement with the statements contained therein.

During the Company's fiscal years ended June 30, 2008 and June 30, 2009 and through July 27, 2009, Company did not consult with MostCo regarding the application of accounting principles to a specified transaction, or the type of audit opinion that might be rendered on the Company's financial statements and no written or oral report was provided by MostCo that was a factor considered by the Company in reaching a decision as to the accounting, auditing or financial reporting issues, and the Company did not consult MostCo on or regarding any matters set forth in Item 304(a)(2)(i) or (ii) of Regulation S-K.

ITEM FINANCIAL STATEMENTS AND EXHIBITS.
9.01.

(d) Exhibits

Number	Description
16.1	Letter regarding change in certifying accountant, dated July 28, 2009 from Raich Ende Malter & Co. LLP.

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 thereunto duly authorized.

Date: July 29, 2009

LATERAL MEDIA, INC.

By: /s/ Charles Bentz
Name: Charles Bentz
Title: Chief Financial Officer