

10-Q/A 1 f10q0320a1\_glorystarnew.htm AMENDMENT TO FORM 10-Q

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-Q/A  
(Amendment No. 1)**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2020

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: **001-38631**

**GLORY STAR NEW MEDIA GROUP HOLDINGS LIMITED**

(Exact name of registrant as specified in its charter)

**Cayman Islands**

N/A

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification Number)

**22F, Block B, Xinhua Technology Building  
No. 8 Tuofangying South Road,  
Jiuxianqiao, Chaoyang District, Beijing, China**

**100016**

(Address of principal executive offices)

(Zip Code)

**+ 86-01-87700500**

(Registrant's telephone number, including area code)

**TKK Symphony Acquisition Corporation  
c/o Texas Kang Kai Capital Management (Hong Kong) Limited  
2039, 2/F United Center,  
95 Queensway Admiralty, Hong Kong**

(Former name or former address, if changed since last report)

**Securities registered pursuant to Section 12(b) of the Act:**

<b>Title of Each Class:</b>	<b>Trading Symbol(s)</b>	<b>Name of Each Exchange on Which Registered:</b>
Ordinary Shares, par value \$0.0001 per share	GSMG	The NASDAQ Stock Market LLC
Warrants, each exercisable for one-half of one Ordinary Share, for \$11.50 per whole Ordinary Share	GSMGW	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
Emerging growth company	<input checked="" type="checkbox"/>		

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of May 4, 2020, there were 55,898,866 ordinary shares, par value \$0.0001, of the registrant issued and outstanding.

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### EXPLANATORY NOTE

This Form 10-Q/A amends our quarterly report on Form 10-Q for the quarter ended March 31, 2020, which was filed with the Securities and Exchange Commission on May 11, 2020 (the "Form 10-Q").

This Form 10-Q/A updates the information provided in Part II, Item 2. In addition, Part II, Item 6. has been included herein to reflect new certifications pursuant to Section 302 and Section 906 of the Sarbanes-Oxley Act of 2002, which are filed and furnished herewith, respectively. Because no financial statements or other financial information in this Form 10-Q/A and does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4 and 5 of the certifications pursuant to Section 302 have been omitted. Except as indicated in this Explanatory Note, no other changes were made to the Form 10-Q. This Amendment No. 1 to the Form 10-Q speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date.

## PART II – OTHER INFORMATION

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

(a) On March 13, 2020, we entered into (i) a Contract for Marketing Promotion Services, and (ii) a Merger & Acquisition Advisory Agreement with two independent consulting firms in China for an aggregate of 325,000 ordinary shares valued at \$2.45 per share. These shares have not been registered under the Securities Act. Such shares were issued upon exemptions from registration pursuant to Regulation S of the Securities Act.

(b) None

(c) In connection with the Business Combination, GS Holdings initiated a tender offer to purchase for cash up to 25,000,000 of its ordinary shares at a price of \$10.31 per share and a contingent cash payment equal to a pro rata portion of any additional accrued interest remaining in TKK's Company's trust account in excess of \$10.28 per share, net to the seller in cash, without interest, less any applicable withholding taxes ("Tender Offer"). The Tender Offer expired at 5:00 p.m. New York City time on February 13, 2020. As of the expiration of the Tender Offer, a total of 24,986,159 ordinary shares have been validly tendered and not withdrawn and at the final price of approximately \$10.31 per share, net to the seller in cash. Upon the expiration of the Tender Offer and the closing of the Business Combination, GS Holdings repurchased a total of 24,986,159 ordinary shares from our shareholders for aggregate repurchase price of \$257,720,393.

### Ordinary Share Repurchase Activity During the Three Months Ended March 31, 2020

Period	(a) Total number of shares (or units) purchased	(b) Average price paid per share (or unit)	(c) Total number of shares (or units) purchased as part of publicly announced plans or programs	(d) Maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs
January 1 – January 31, 2020	0	0	0	25,000,000
February 1 – February 29, 2020	24,986,159	\$ 10.31	24,986,159	0
March 1 – March 31, 2020	0	0	0	0
Total	<u>24,986,159</u>	<u>\$ 10.31</u>	<u>24,986,159</u>	

### Item 6. Exhibits.

The following exhibits are filed as part of this Report:

Exhibit No.	Description
31.1	<a href="#">Certifications of the Chief Executive Officer under Section 302 of the Sarbanes-Oxley Act.*</a>
31.2	<a href="#">Certifications of the Chief Financial Officer under Section 302 of the Sarbanes-Oxley Act.*</a>
32.1	<a href="#">Certifications of the Chief Executive Officer under Section 906 of the Sarbanes-Oxley Act.**</a>
32.2	<a href="#">Certifications of the Chief Financial Officer under Section 906 of the Sarbanes-Oxley Act.**</a>

\* Filed herewith.

\*\* Furnished herewith.

**SIGNATURES**

Pursuant to the requirements of Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**Glory Star New Media Group Holdings Limited**

Date: May 12, 2020

By: /s/ Bing Zhang

Name: Bing Zhang

Title: Chief Executive Officer  
(Principal Executive Officer)

Date: May 12, 2020

By: /s/ Ian Lee

Name: Ian Lee

Title: Chief Financial Officer  
(Principal Financial and Accounting Officer)