

GAIAM, INC  
Form 8-K/A  
October 25, 2013

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

**FORM 8-K/A**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**  
**Date of Report (Date of Earliest Event Reported): October 17, 2013**

**GAIAM, INC.**  
**(Exact Name of Registrant as Specified in its Charter)**

**Colorado**  
**(State or Other Jurisdiction**

**of Incorporation)**

**000-27517**  
**(Commission File**

**Number)**

**833 West Boulder Road, Louisville, CO 80027-2452**

**84-1113527**  
**(IRS Employer**

**Identification No.)**

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**(Address of Principal Executive Offices; Zip Code)**

**Registrant's telephone number, including area code: (303) 222-3600**

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))

### EXPLANATORY NOTE

On October 23, 2013, Gaiam, Inc. (the Company) filed a Current Report on Form 8-K disclosing, among other things, that on October 21, 2013 the Company's wholly-owned subsidiary Gaiam Americas, Inc. (Americas) consummated the sale of all the equity interests in GVE Newco, LLC, Americas' wholly-owned subsidiary, to Cinedigm Entertainment Holdings, LLC.

Pursuant to the disclosures set forth in Item 9.01(b) of the Current Report on Form 8-K filed on October 23, 2013, the Company hereby amends Item 9.01(b) in order to include the Company's pro forma financial information.

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

(b) Unaudited Pro Forma Condensed Consolidated Financial Information.

The Unaudited Pro Forma Condensed Consolidated Statement of Operations of the Company for the six months ended June 30, 2013 and 2012 and for the years ended December 31, 2012, 2011, and 2010, and the Unaudited Pro Forma Condensed Consolidated Balance Sheet at June 30, 2013 are filed herewith as Exhibit 99.1.

(d) Exhibits.

| Exhibit Number | Description   |
|----------------|---|
| 99.1           | Unaudited Pro Forma Condensed Consolidated Statement of Operations of Gaiam, Inc. for the six months ended June 30, 2013 and 2012 and for the years ended December 31, 2012, 2011, and 2010, and the Unaudited Pro Forma Condensed Consolidated Balance Sheet at June 30, 2013. |

**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.

**GAIAM, INC.**

By: /s/ Stephen J. Thomas  
Name: Stephen J. Thomas  
Title: Chief Financial Officer

Date: October 25, 2013

**EXHIBIT INDEX**

| Exhibit<br>Number | Description   |
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