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

Form 10-K

(Mark One)

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **DECEMBER 31, 2019**

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE EXCHANGE ACT OF 1934

For the transition period from ________________________ to ___________________________

Commission File Number **000-33383**

WIZARD ENTERTAINMENT, INC.

(Exact name of registrant as specified in charter)

Delaware (State or other jurisdiction of incorporation or organization)	**98-0357690** (I.R.S. Employer Identification No.)
662 N. Sepulveda Blvd., Suite 300 **Los Angeles, CA** (Address of principal executive offices)	**90049** (Zip Code)

Registrant's telephone number, including area code: **(310) 648-8410**

Securities registered pursuant to Section 12(b) of the Act: **None**

Securities registered pursuant to Section 12(g) of the Act: **Common Stock, Par Value $0.0001**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes [ ] No [X]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes [ ] No [X]

Note – Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Exchange Act from their obligations under those Sections.

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 past 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 [X] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post such files).
Yes [X] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

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

Large accelerated filer [ ]	Accelerated filer [ ]
Non-accelerated filer [ ]	Smaller reporting company [X]
	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. [ ]

Indicate by check mark whether the issuer is a shell company (as defined in rule 12b-2 of the Exchange Act).
Yes [ ] No [X]

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter.

The market value of the voting and non-voting common stock was $3,634,133 based on 18,170,664 pre-split shares held by non-affiliates. The shares were valued at $0.20 per share, that being the closing price on June 28, 2019, the last business day of the registrant's most recently completed second quarter.

APPLICABLE ONLY TO REGISTRANTS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes [ ] No [ ]

(APPLICABLE ONLY TO CORPORATE REGISTRANTS)

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

As of March 30, 2020, there were 3,507,121 shares of the issuer's common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

List hereunder the following documents if incorporated by reference and the part of the Form 10-K (e.g., Part I, Part II, etc.) into which the document is incorporated: (1) Any annual report to security holders; (2) Any proxy or information statement; and (3) Any prospectus filed pursuant to Rule 424(b) or (c) under the Securities Act of 1933. The listed documents should be clearly described for identification purposes (e.g., annual report to security holders for fiscal year ended December 24, 1980).

None.

WIZARD ENTERTAINMENT, INC.

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YEAR ENDED DECEMBER 31, 2019

SPECIAL NOTE REGARDING ANNUAL REPORT ON FORM 10-K

On February 27, 2020, a reverse split of the Company's capital stock on a 1 for 20 basis became effective. Unless noted otherwise, all disclosure in this annual report is based on stock calculations and information related to stock calculations on a post-split basis.

NOTE REGARDING FORWARD-LOOKING STATEMENTS

Included in this Annual Report on Form 10-K are "forward-looking" statements, as well as historical information. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we cannot assure you that the expectations reflected in these forward-looking statements will prove to be correct. Our actual results could differ materially from those anticipated in forward-looking statements as a result of certain factors, including matters described in the section titled "Risk Factors." Forward-looking statements include those that use forward-looking terminology, such as the words "anticipate," "believe," "estimate," "expect," "intend," "may," "project," "plan," "will," "shall," "should," and similar expressions, including when used in the negative. Although we believe that the expectations reflected in these forward-looking statements are reasonable and achievable, these statements involve risks and uncertainties and we cannot assure you that actual results will be consistent with these forward-looking statements. Important factors that could cause our actual results, performance or achievements to differ from these forward-looking statements include the following:

- the availability and adequacy of our cash flow to meet our requirements;
- economic, competitive, demographic, business and other conditions in our local and regional markets;
- changes in our business and growth strategy;
- changes or developments in laws, regulations or taxes in the entertainment industry;
- actions taken or not taken by third-parties, including our contractors and competitors;
- the availability of additional capital; and
- other factors discussed under the section entitled "Risk Factors" or elsewhere in this Annual Report.

All forward-looking statements attributable to us are expressly qualified in their entirety by these and other factors. We undertake no obligation to update or revise these forward-looking statements, whether to reflect events or circumstances after the date initially filed or published, to reflect the occurrence of unanticipated events or otherwise unless required by applicable law.

PART I

Item 1. Business

Our Company

The Company is a producer of "pop culture" live multimedia conventions across the United States. These live multimedia conventions provide a social networking and entertainment venue for enthusiasts of movies, TV shows, video games, technology, toys, social networking/gaming, comic books, anime, and graphic novels. The Company is also moving forward with initiatives that will enhance the Company's current operations.

Company History

Wizard Entertainment, Inc. (f/k/a Wizard World, Inc. and f/k/a GoEnergy, Inc.) was incorporated in Delaware on May 2, 2001. The Company was initially involved in oil and gas exploration but ceased operations and abandoned any interests it had in such properties.

On December 7, 2010, the Company entered into a Share Purchase and Share Exchange Agreement (the "Exchange Agreement") among the Company, the former majority stockholder of the Company, Conventions, and shareholders of Conventions, under which Conventions became a wholly owned subsidiary of the Company.

On August 27, 2014, the Company entered into a Joint Venture and Operating Agreement for a forty-seven and one half percent (47.5%) interest in CON TV, LLC ("CONtv"), with Cinedigm Entertainment Corp. ("Cinedigm"), ROAR, LLC ("ROAR") and Bristol Capital, LLC ("Bristol"). On November 16, 2015, the parties entered into an Amended and Restated Operating Agreement, effective as of July 1, 2015, which, among other things, restructured the business relationship between the Company and Cinedigm with respect to the ownership and operation of CONtv. Under that agreement, the Company greatly reduced and limited its obligations to the venture, while retaining a ten percent (10%) membership interest in CONtv.

On December 29, 2014, the Company and a member of the Board of Directors (the "Board") of the Company formed Wiz Wizard, LLC ("Wiz Wizard") in the State of Delaware. On February 4, 2016, the member of the Board assigned his fifty percent (50%) membership interest to the Company. Consequently, Wiz Wizard is a wholly-owned subsidiary of the Company which was dissolved in March 2019.

On April 10, 2015, the Company and a third-party formed ButtaFyngas, LLC in the State of Delaware. The Company owns fifty percent (50%) of the membership interests. ButtaFyngas, LLC is not currently active.

In the Fall of 2018 the Company changed its name from Wizard World, Inc. to Wizard Entertainment, Inc.

Our executive offices are located at 662 N. Sepulveda Blvd., Suite 300, Los Angeles California 90049, and our telephone number is (310) 648-8410.

Business Overview

The Company produces live pop culture conventions ("Comic Conventions") across the United States that provide a social networking and entertainment venue for enthusiasts of movies, TV shows, video games, technology, toys, social networking, gaming, comic books, and graphic novels. Our Comic Conventions provide an opportunity for companies in the entertainment, toy, gaming, publishing and retail business to carry out sales, marketing, product promotion, public relations, advertising, and sponsorship efforts.

During 2016, the Company underwent a significant senior management restructuring. The restructuring included the appointment of a new Chief Executive Officer and new Chief Operating Officer, both entering their roles with experience at major movie studios and television networks. The Company also appointed an Executive Chairman. Focused on reforming the Company's operations and key operating controls, the new management has worked extensively to position the Company to successfully grow by, among other things, implementing newly constituted internal accounting, marketing, and talent departments. A further description of management's work to create a foundation for the Company to grow can be found below in *Growth Strategy*.

Conventions

The Company has been producing Comic Conventions since July 1997.

The Company receives revenue from its Comic Conventions primarily from three sources: (i) consumer admissions; (ii) exhibitor booth sales; and (iii) national and/or regional sponsorships. Comic Conventions vary in cost to produce. Production costs vary based on the size and scope of the production. Generally, our production costs range from approximately under $1,000,000 for a smaller scale production to $3,000,000 for a larger production.

In 2019, the Company produced Comic Conventions in the following cities: (i) New Orleans, LA; (ii) St. Louis, MO; (iii) Cleveland, OH; (iv) Portland, OR; (v) Philadelphia, PA; (vi) Los Angeles, CA; (vii) Columbus, OH ; (viii) Sacramento, CA; (ix) Pittsburgh, PA; (x) Chicago, IL; (xi) Tulsa, OK; (xii) Austin, TX; (xiii) Madison, WI; and (xiv) Oakland, CA. During 2019, the Company also consulted on a show in Riyadh Saudi Arabia.

Our target audience includes men and women in the 18 to 34-year-old demographic, together with families of all ages who are fans of various types of entertainment and media, including movies, music, toys, video games, consumer electronics, computers, and lifestyle products (e.g. clothes, footwear, digital devices, and mobile phones). We continuously review our existing operations and procedures relating to our Comic Conventions in order to ensure that we produce the best possible fan experience at our Comic Conventions and maximize revenue while containing costs.

CONtv

The Company currently holds a limited and passive interest in CONtv, a digital network devoted to fans of pop culture entertainment.

Digital Media

The Company produces a number of digital media properties, including, but not limited to, our website www.wizardworld.com, emails, newsletters, together with posts on Facebook, YouTube, Twitter and Instagram, to create awareness of our Comic Conventions and provide updates to our fans and consumers. To a large extent we also use our website www.wizardworld.com to provide the latest Wizard World news and information. While we derive little or no direct revenue from these properties, they have the indirect benefit of supporting sales relating to our Comic Conventions (dealer and exhibitor booths, admissions, sponsorships), as well as helping us secure additional sought after and high-profile talent. This in turn helps us obtain additional admissions, booth sales and sponsorships for our Comic Conventions. The Company intends to increase its presence in the digital space, through the creation and distribution of high quality and compelling content.

The Company maintains an email list consisting of all our current and active users. This is a primary driver of information dissemination, along with Facebook, Instagram and Twitter. YouTube is mainly used as brand awareness, information is posted after a Comic Convention, which helps to generate excitement at future events. Because our Comic Conventions visit multiple cities, it is essential that we create excitement in multiple regions, not just focused on a single event.

Through posts on Facebook, our attending artists and celebrities are able to help promote our Comic Conventions by announcing their involvement at our events. This helps generate excitement among both their existing fan base and ours while creating a sense of community and groundswell of support for the upcoming Comic Convention. Once we establish a critical mass of people, the Comic Convention can become part of the fabric of the community where people anticipate and look forward to the event months and sometimes even a full year in advance. Retention of Comic Convention attendees is essential to our sales process. Procuring new and timely talent helps generate new customers, as well as the word of mouth of previous attendees. Much of this is achieved via email, Facebook, Twitter, and www.wizardworld.com.

Unlike many live events (sports, concerts, etc.), where attendees are spectators (even if they are a part of a community at large), at our Comic Conventions the attendees participate in events. This atmosphere creates a greater amount of user generated content on Facebook, Twitter, Instagram and YouTube. For instance, we generally observe an increase in Facebook "Likes" on profile picture changes on Facebook the days during and after our Comic Conventions featuring celebrity "Photo Ops." This is a non-paid form of free advertising. Social networks such as Facebook and Twitter are a perfect marriage for these types of event photos.

Strategy

Our objective is to continue to create an expanded and qualitatively enhanced digital presence to leverage the Company's digital extensions to become a dominant voice and destination for pop culture enthusiasts across multiple media platforms. Key elements of our strategy include:

- producing high quality Comic Conventions events across the United States to entertain fans and to allow for promotion of consumer products and entertainment;

- produce rich content and leveraging the content created at the Comic Conventions through digital media outlets such as websites, apps, emails, newsletters, Facebook, Twitter, Flickr, Tumblr, Instagram and YouTube, among others, and producing new virtual experiences; and

- obtaining sponsorships and promotions from media and entertainment companies for our Comic Conventions, including: (i) expanding our relationships with entertainment and media companies; and (ii) Continue efforts to control all costs including corporate overhead and convention production costs.

Sponsorships and Advertising

The Company sells sponsorship, exhibitor and advertising opportunities to businesses seeking to reach our core target audience of active entertainment consumers, with a particular focus on men and women ages 18 to 34 and families.

Sponsorships and Promotions

We provide sponsorship opportunities that allow advertisers a wide range of promotional vehicles on-site and through our public relations efforts. For example, we offer advertisers the ability to: (i) display signage at our Comic Conventions, (ii) include their desired logos on all direct mail that is sent in connection with one or more Comic Conventions, (iii) be included in press releases to the media, (iv) obtain sponsor tags on the radio spots or in the print or online ads where we advertise, and (v) obtain advertising space in our digital media. We also provide the opportunity for advertisers to sponsor events at the Comic Conventions, such as costume contests or gaming tournaments and the ability to brand "step-and-repeats" for photo opportunities, meet and greets with celebrities, VIP packages, and giveaways. Sponsors pay a fee based upon the position of their advertising media and the exposure it will receive. We are able to increase our revenue by utilizing a strategic floor layout that maximizes the amount of highly profitable booth, advertising, and sponsorship opportunities. We are focused on increasing our sponsorship revenue and we are currently actively engaged in enhancing our capabilities in that regard.

Marketing

Our Comic Conventions are marketed through a variety of media outlets, including social media, websites, public relations, television, radio, out-of-home (OOH), email, "street-teams", and by flyers, and postcards. Our Comic Conventions usually obtain publicity through coverage of the events at our Comic Conventions by local TV stations, radio stations, newspapers, national press, fan websites, blogs, and social network channels such as Twitter, Facebook, Flickr, and Tumblr. In certain instances, we do not pay for advertising because we can provide desirable content to media outlets. For example, we typically invite local TV stations to our Comic Conventions so that they can interview the celebrities featured at our Comic Conventions. As a result, we receive TV coverage at no cost and the TV stations obtain content for their shows. In addition, we arrange for celebrities to call into local radio stations. As a result, we receive on-air promotion of our events and the radio station reaches a larger audience who want to tune in to hear our celebrities. We also receive on-air promotion by exchanging air time for admission giveaways to our Comic Conventions. With respect to the internet and online advertising, we advertise throughout our website www.wizardworld.com about upcoming Comic Conventions. We also send out emails to our fans on a regular basis.

Trademarks and Copyrights

We have a portfolio of trademarks and service marks and maintain a catalog of copyrighted works. Such marks include "Wizard World", "Where Pop FI Comes to Life" and "WizPop".

Regulation

Typically, we do not have to obtain permits to operate the Comic Conventions. The convention centers at which such events occur obtain any required permits and cover fire safety and occupancy matters as part of the rental agreement. Crowd control varies by location and is either provided by the convention center's personnel or by a third-party security service recommended by the convention center. The convention centers do, however, require liability insurance, which Conventions has obtained and maintained.

Customers

We derive revenue from both Comic Convention attendees and clients that purchase sponsor opportunities and take part in our Comic Conventions as exhibitors.

Show Attendees

Our Comic Conventions are attended primarily by men and women in the 18 to 34-year-old demographic, together with families of all ages who are fans of various types of entertainment and media, including movies, music, toys, video games, consumer electronics, computers, and lifestyle products (e.g. clothes, footwear, digital devices, and mobile phones). We are seeking to develop a positive reputation for hosting quality events in order to build brand loyalty among our show attendees and ensure repeat attendance.

Corporate Sponsors and Exhibitors

We identify and target some of the leading movie studios, video game producers, comic book publishers, television broadcasters, and toy manufacturers as future exhibitors and sponsors. In addition, our digital media business will provide sales opportunities across the Fortune 1000 corporate sector, as these brand advertisers look to leverage our media properties to reach our target audience.

No single advertiser, promoter or sponsor comprises a significant portion of our revenues.

Competition; Competitive Strengths

In the live, regionally-based consumer conventions market, the strength of a competitor is measured by the location and size of the region or city, the frequency of live events per year, the guest and VIP list (e.g. celebrities and artists), the number of paying attendees, the physical size of the convention, the extent of the public relations outreach (through traditional media, digital media and social media), and the quantity and quality of exhibitors and dealers. We believe that we have a strong competitive position because our Comic Conventions take place in well-known major cities across the United States throughout the year. Our strategy of providing multiple conventions per year enable us to market our events throughout the entire year, create a large amount of high-quality content that can be distributed through our digital media outlets, and market in not only the regional consumer areas, but nationally as well. The multiple locations also allow us to work with more celebrities, artists and writers and host them in multiple cities.

There are a number of Comic Convention providers that produce events across the country. We are unique in that we produce more Comic Conventions in the United States annually than any other organization. We reach audiences coast-to-coast, north-to-south markets in the United States. We believe that creates an advantage over other event producers because our Comic Conventions are not limited to one city, but rather span well-known cities across the United States.

We also believe that we have an advantage over competitors because our Comic Conventions are well known and well respected in the Comic Convention and pop culture industry. We have a reputation among fans, exhibitors, and celebrities for producing high-quality and well attended Comic Conventions that provide consumers with a good value proposition for an entertainment experience.

Sales Channels and Pricing Policies

We have outsourced our admission sales to a national ticketing service. Admission prices typically range from $50 for a single day pass to $80 for a general weekend pass. Entry for children ten years old and under is free at Wizard Comic Conventions.

Sales and Marketing Strategy

We promote our Comic Conventions through a wide variety of media outlets, such as local radio and TV stations, newspapers, fan websites, and blogs. We also use online social networks such as Facebook, Twitter, Instagram and YouTube, to reach our fans and provide updates. Further, we promote our Comic Conventions on our website www.wizardworld.com and through our email database. We currently sell to prospective corporate sponsors and advertisers through our direct sales force.

Growth Strategy

Aggressive steps taken by the Company’s new management throughout 2017 and 2018 including but not limited to cost containment and the reduction of corporate staff and overhead, have now provided a stable and reliable base of operations from which the Company can grow. The Company plans to pursue expansion by carefully evaluating various strategies that are now under consideration and utilizing knowledge gained throughout the Company’s history.

We plan to organically develop new Comic Conventions. We also seek to increase revenues of our existing Comic Conventions through improving the fan experience by highly curating the entertainment, exhibitors, celebrities, panels, gaming tournaments, genres of fandom and opportunities for VIP experiences. Internalizing various services provided at our Comic Conventions we believe we can also lead to increased revenues. For example, all photo-operations at our Conventions are now owned and controlled by the Company. To help us provide a better customer experience, and in order to address the logistics of hosting additional and more profitable Comic Conventions, the Company has entered into a relationship with a sophisticated ticket sales company. We have focused on the cost of production of each Convention and we have taken material strides to improve operating efficiencies.

The Company is also looking to leverage its existing resources and exposure, both online and at Comic Conventions, to generate revenue through new business opportunities. For example, the Company intends to move into the area of e-commerce and collectibles.

Additionally, we are attempting to increase revenue through increasing corporate sponsorships with national Fortune 1000 marketers by offering these advertisers a wide range of promotional vehicles, both on-site and through our digital media and online offerings. We believe that we will be able to further enhance our relationships with our existing dealers, exhibitors, celebrities, and VIPs while, at the same time, developing new relationships with national brand marketers looking to connect with our growing audiences. Currently the Company has embarked on a major initiative to identify potential local, regional and national sponsors and to conclude sponsorship arrangements with them.

To help facilitate our growth, we have undertaken more sophisticated and more cost-effective marketing techniques. We have also upgraded our internal accounting department which has adopted the use of sophisticated accounting software and PO systems in order to better handle the accounting matters associated with a larger company.

The Wizard World Comic Convention digital marketing platform extends across online and social media outlets with a growth strategy that is fueled by continually producing content for and harnessing content from the growing Comic Convention consumers. For example, the platform includes: (i) the website www.wizardworld.com (ii) our Facebook page, www.facebook.com/wizardworld, (iii) Twitter at www.twitter.com/wizardworld, (iv) video social websites such as www.youtube.com/wizardworld, and (v) Instagram at www.instagram.com/wizardworld. Through the distribution of our content via digital media, we offer advertisers the ability to display their sponsorship messages in immersive and integrated ways, including, but not limited to, our large e-mail database of fans. Through sales varying from digital display advertising space on our digital media properties, to title sponsorship positioning on key aspects for the live events, we plan to generate new forms of sponsorship revenues and thus strengthen our financial condition. It is our further intention to expand the Company's digital offerings by curating and producing high quality content for digital distribution which will broaden the Company's position and reputation as an authentic voice of pop culture. The new digital initiatives will enhance the Company's live event activities and will become a major force in their own right. We will also greatly increase our presence as a disseminator of collectible products as a part of a greatly augmented and expanded e-commerce initiative.

In the Fall of 2017, we announced two agreements with the CN Live platform in China. Under these agreements we will provide English language programs across mainland China on an ad-supported and SVOD basis, work is continuing on that initiative. We also plan to include the development of IP with a major motion picture studio, in addition to exploring immersive media opportunities.

In addition to the steps taken to enhance the content at the conventions and to efficiently produce live events the Company has taken steps to create and market virtual events and to enter into digital commerce as an additional operating vertical.

Employees

We currently have 5 full-time equivalent employees. Additionally, we engage 6 to 8 part-time freelance consultants providing us with greater core competence in the disciplines of Marketing, Sponsorship Sales, Event Production and e-commerce.

Where You Can Find More Information

Our website address is www.wizardworld.com. We do not intend our website address to be an active link or to otherwise incorporate by reference the contents of the website into this Report. The public may read and copy any materials the Company files with the U.S. Securities and Exchange Commission (the "SEC") at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0030. The SEC maintains an Internet website (http://www.sec.gov) that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC.

Item 1A. Risk Factors

Risks Relating to our Company

If we need additional capital to fund our growing operations, we may not be able to obtain sufficient capital and may be forced to limit the scope of our operations.

As we move forward to implement our growth strategies, we may experience increased capital needs. We may not, however, have sufficient capital to fund our future operations without additional capital investments. If adequate additional financing is not available on reasonable terms or at all, we may not be able to carry out our corporate strategy and we would be forced to modify our business plans (e.g., limit our expansion, limit our marketing efforts and/or decrease or eliminate capital expenditures), any of which may adversely affect our financial condition, results of operations and cash flow. Such reduction could materially adversely affect our business and our ability to compete.

Our capital needs will depend on numerous factors, including, without limitation, (i) our profitability, (ii) our ability to respond to a release of competitive products by our competitors, and (iii) the amount of our capital expenditures, including acquisitions. Moreover, the costs involved may exceed those originally contemplated. Cost savings and other economic benefits expected may not materialize as a result of any cost overruns or changes in market circumstances. Failure to obtain intended economic benefits could adversely affect our business, financial condition and operating performances.

We need to manage growth in operations to maximize our potential growth and achieve our expected revenues. Our failure to manage growth can cause a disruption of our operations that may result in the failure to generate revenues at levels we expect.

In order to maximize potential growth in our current markets, we may have to expand our operations. Such expansion will place a significant strain on our management and our operational, accounting, and information systems. We expect that we will need to continue to improve our financial controls, operating procedures and management information systems. We will also need to effectively train, motivate, and manage our employees. Our failure to manage our growth could disrupt our operations and ultimately prevent us from generating the revenues we expect.

Insiders have substantial control over the Company, and they could delay or prevent a change in our corporate control even if our other stockholders want it to occur.

As of the date of this filing, our executive officers, directors, and principal stockholders who beneficially own 5% or more of our outstanding common stock, own a substantial amount of our outstanding common stock. These stockholders are able to exercise significant control over all matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions. This could delay or prevent an outside party from acquiring or merging with our Company even if our other stockholders want it to occur. This may also limit your ability to influence the Company in other ways.

Our Certificate of Incorporation provides for indemnification of officers and directors at our expense and limits their liability, which may result in a major cost to us and hurt the interests of our stockholders because corporate resources may be expended for the benefit of officers and/or directors.

Our Certificate of Incorporation and applicable Delaware law provide for the indemnification of our directors and officers against attorney's fees and other expenses incurred by them in any action to which they become a party arising from their association with or activities on our behalf. This indemnification policy could result in substantial expenditures by us that we will be unable to recoup.

We have been advised that, in the opinion of the SEC, indemnification for liabilities arising under federal securities laws is against public policy as expressed in the Securities Act of 1933, as amended (the "Securities Act"), and is, therefore, unenforceable. In the event that a claim for indemnification for liabilities arising under federal securities laws, other than the payment by us of expenses incurred or paid by a director, officer or controlling person in the successful defense of any action, suit or proceeding, is asserted by a director, officer or controlling person in connection with the securities being registered, we will (unless in the opinion of our counsel, the matter has been settled by controlling precedent) submit to a court of appropriate jurisdiction, the question whether indemnification by us is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue. The legal process relating to this matter, if it were to occur, is likely to be very costly and may result in us receiving negative publicity, either of which factors is likely to materially reduce the market and price for our shares if such a market ever develops.

Risks Related to our Business and Industry

General

We may not be able to prevent others from using our intellectual property and may be subject to claims by third parties that we infringe on their intellectual property.

We regard the content that we plan to distribute via digital media to be important to our success. We plan to rely on non-disclosure and other contractual provisions to protect our proprietary rights. We may also try to protect our intellectual property rights by, among other things, searching the Internet to detect unauthorized use of our intellectual property.

However, policing the unauthorized use of our intellectual property is often difficult and any steps we take may not, in every case, prevent the infringement by unauthorized third parties. Further, there can be no assurance that our efforts to enforce our rights and protect our intellectual property will be successful. We may need to resort to litigation to enforce our intellectual property rights, which may result in substantial costs and diversion of resources and management attention.

Further, although management does not believe that our products and services infringe on the intellectual rights of others, there is no assurance that we will not be the target of infringement or other claims. Such claims, even if not true, could result in significant legal and other costs and may be a distraction to our management or interrupt our business.

We encounter competition in our business, and any failure to compete effectively could adversely affect our results of operations.

We anticipate that our competitors will continue to expand and seek to obtain additional market share with competitive price and performance characteristics. Aggressive expansion of our competitors or the entrance of new competitors into our markets could have a material adverse effect on our business, results of operations and financial condition.

If we do not compete successfully against new and existing competitors, we may lose our market share, and our operating results may be adversely affected.

We compete with other advertising service providers that may reach our target audience by means that are more effective than our Comic Conventions and digital media. Further, if such other providers of advertising have a long operating history, large product and service suites, more capital resources and broad international or local recognition, our operating results may be adversely affected if we cannot successfully compete.

Our future success depends upon, in large part, our continuing ability to attract and retain qualified personnel.

Expansion of our business and operations may require additional managers and employees with industry experience, in which case our success will be dependent on our ability to attract and retain experienced management personnel and other employees. There can be no assurance that we will be able to attract or retain qualified personnel. Competition may also make it more difficult and expensive to attract, hire and retain qualified managers and employees. If we fail to attract, train and retain sufficient numbers of the qualified personnel, our prospects, business, financial condition and results of operations will be materially and adversely affected.

Comic Convention Business

If we do not maintain and develop our Wizard World Comic Convention brand, we will not be able to attract an audience to the Comic Conventions.

We attract audiences and advertisers partly through brand name recognition. We believe that establishing, maintaining and enhancing our portfolio of Comic Conventions and the brands of our strategic partners will enhance our growth prospects. The promotion of our Wizard World Comic Convention brand and those of our strategic partners will depend largely on our success in maintaining a sizable and loyal audience, providing high-quality content and organizing effective marketing programs. If we fail to meet the standards to which our consumers are accustomed, our reputation will be harmed and we may lose market share.

Our future success depends on attracting sponsors and pop culture advertisers who will advertise at our Comic Conventions. If we fail to attract a sufficient number of sponsors and pop culture advertisers, our operating results and revenues may not meet expectations.

One of our important strategies is to create an integrated platform of tours on which sponsors and pop culture advertisers wishing to reach our young male target audience may advertise. However, advertisers may find that our targeted demographic does not consist of their desired consumers or a critical mass of consumers, decide to use a competitor's services or decide not to use our services for other reasons. If the sponsors and pop culture advertisers decide against advertising with us, we may not realize our growth potential or meet investor expectations. Our future operating results and business prospects could be adversely affected.

We may not be able to respond to changing consumer preferences and our sales may decline.

We operate in markets that are subject to change, including changes in customer preferences. New fads, trends and shifts in pop culture could affect the type of live events customers will attend or the products consumers will purchase. Content in which we have invested significant resources may fail to meet consumer demand at the time. A decrease in the level of media exposure or popularity of the pop culture market or a loss in sales could have a material adverse effect on our business, prospects and financial condition.

We rely on key contracts and business relationships, and if our current or future business partners or contracting counterparties fail to perform or terminate any of their contractual arrangements with us for any reason or cease operations, or should we fail to adequately identify key business relationships, our business could be disrupted and our reputation may be harmed.

If any of our business partners or contracting counterparties fails to perform or terminates their agreement(s) with us for any reason, or if our business partners or contracting counterparties with which we have short-term agreements refuse to extend or renew the agreement or enter into a similar agreement, our ability to carry on operations and cross-sell sales and marketing services among different platforms may be impaired. In addition, we depend on the continued operation of our long-term business partners and contracting counterparties and on maintaining good relations with them. If one of our long-term partners or counterparties is unable (including as a result of bankruptcy or a liquidation proceeding) or unwilling to continue operating in the line of business that is the subject of our contract, we may not be able to obtain similar relationships and agreements on terms acceptable to us or at all. If a partner or counterparty fails to perform or terminates any of the agreements with us or discontinues operations, and we are unable to obtain similar relationships or agreements, such events could have an adverse effect on our operating results and financial condition. Further, if we are unable to timely produce our Comic Conventions or produce the same quality of Comic Conventions to which our target demographic has been accustomed, the consequences could be far-reaching and harmful to our reputation, existing business relationships and future growth potential.

We may also need to form new strategic partnerships or joint ventures to access appropriate assets and industry know-how. Failing to identify, execute and integrate such future partnerships or joint ventures may have an adverse effect on our business, growth, financial condition, and cash flow from operations.

Our future success depends on attracting high-profile celebrities and VIPs to our Comic Conventions. If we fail to attract such celebrities and VIPs, our attendance may suffer and our operating results and revenues may be adversely impacted.

Our ability to maintain our competitive position will be dependent on attracting high profile celebrities and VIPs to attend our Comic Conventions. We attract our audience by providing opportunities to meet some of their favorite celebrities. The failure of the Company to attract such high-profile celebrities and VIPs may hurt the attendance at our Comic Conventions and as a result, our operations results and revenues may be adversely impacted.

Digital Media

We could face a variety of risks of expanding into a new business.

The Company will expand into digital media and content creation. Risks of our entry into the new business line of digital media, include, without limitation: (i) potential diversion of management's attention and other resources, including available cash, from our existing businesses; (ii) unanticipated liabilities or contingencies; (iii) the need for additional capital and other resources to expand into this new line of business; and (iv) inefficient combination or integration of operational and management systems and controls. Entry into a new line of business may also subject us to new laws and regulations with which we are not familiar, and may lead to increased litigation and regulatory risk. Further, our business model and strategy are still evolving and are continually being reviewed and revised, and we may not be able to successfully implement our business model and strategy. We may not be able to attract a sufficiently large number of audience or customers, or recover costs incurred for developing and marketing these products or services. If we are unable to successfully implement our growth strategies, our revenue and profitability may not grow as we expect, our competitiveness may be materially and adversely affected, and our reputation and business may be harmed.

In developing and marketing the new business of digital media, we may invest significant time and resources. Initial timetables for the introduction and development of our digital media business may not be achieved and price and profitability targets may not prove feasible. Furthermore, any new line of business could have a significant impact on the effectiveness of our system of internal controls. Failure to successfully manage these risks in the development and implementation of our new digital media business could have a material adverse effect on our business, results of operations and financial condition.

We will face significant competition in the digital media business. If we fail to compete effectively, we may lose users to competitors, which could materially and adversely affect our ability to generate revenues from online advertising.

We will face significant competition for online advertising revenues with other websites that sell online advertising services. In addition, we indirectly compete for advertising budgets with traditional advertising media, such as television and radio stations, newspapers and magazines, and major out-of-home media. Some of our competitors may have longer operating histories and significantly greater financial, technical and marketing resources than we do, and in turn may have an advantage in attracting and retaining users and advertisers.

Risks Relating to Being a Public Company

We will incur significant costs to ensure compliance with United States corporate governance and accounting requirements.

We will incur significant costs associated with our public company reporting requirements and costs associated with corporate governance requirements, including requirements under the Sarbanes-Oxley Act of 2002 and other rules implemented by the SEC. We expect all of these applicable rules and regulations to significantly increase our legal and financial compliance costs and to make some activities more time consuming and costly. We also expect that these applicable rules and regulations may make it more difficult and more expensive for us to obtain director and officer liability insurance and we may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. As a result, it may be more difficult for us to attract and retain qualified individuals to serve on the Board or as executive officers. We may be wrong in our prediction or estimate of the amount of additional costs we may incur or the timing of such costs.

If we fail to maintain an effective system of internal control over financial reporting, our ability to accurately and timely report our financial results or prevent fraud may be adversely affected and investor confidence may be adversely impacted.

As directed by Section 404 of the Sarbanes-Oxley Act of 2002, or SOX 404, the SEC adopted rules requiring public companies to include a report of management on the Company's internal controls over financial reporting in their annual reports. Under current SEC rules, our management may conclude that our internal controls over our financial reporting are not effective. Even if our management concludes that our internal controls over financial reporting are effective, our independent registered public accounting firm may issue a report that is qualified if it is not satisfied with our controls or the level at which our controls are documented, designed, operated or reviewed, or if it interprets the relevant requirements differently from us. In the event that we are unable to have effective internal controls, investors and others may lose confidence in the reliability of our financial statements and our ability to obtain equity or debt financing as needed could suffer.

In addition, failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm our operating results or cause us to fail to meet our reporting obligations. If we or our independent registered public accounting firm identify material weaknesses, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in our financial statements and harm our stock price. In addition, if we are unable to continue to comply with Section 404, our non-compliance could subject us to a variety of administrative sanctions, including the inability of registered broker-dealers to make a market in our common stock, which could reduce our stock price.

Risks Related To Our Industry

A continued decline in general economic conditions and disruption of financial markets may, among other things, reduce the discretionary income of consumers or further erode advertising markets, which could adversely affect our business.

Our operations are affected by general economic conditions, which affect consumers' disposable income. The demand for entertainment and leisure activities tends to be highly sensitive to the level of consumers' disposable income. Declines in general economic conditions could reduce the level of discretionary income that our fans and potential fans have to spend on consumer products and entertainment, which could adversely affect our revenues. Volatility and disruption of financial markets could limit our advertisers', sponsors', and/or promoters' ability to obtain adequate financing to maintain operations and result in a decrease in sales volume that could have a negative impact on our business, financial condition and results of operations. Continued softness in the market could adversely affect our revenues or the financial viability of our distributors.

The advertising market is particularly volatile and we may not be able to effectively adjust to such volatility.

Advertising spending is volatile and sensitive to changes in the economy. Our advertising customers may reduce the amount they spend on our media for a number of reasons, including, without limitation:

- a downturn in economic conditions;
- a deterioration of the ratings of their programs; or
- a decline in advertising spending in general.

We may be unable to maintain or increase our advertising fees and sales, which could negatively affect our ability to generate revenues in the future. A decrease in demand for advertising in general, and for our advertising services in particular, could materially and adversely affect our operating results.

Our conventions bring large groups of people together, which business model is being threatened by COVID-19.

We are primarily in the convention business, the success of which is dependent upon the ability to bring large numbers of people together. At the present time this is not possible due to the effects of COVID-19. Our last convention was held on March 6, 2020, which was a good success. Our next convention is schedule for June, 2020, and we hope the effects of COVID-19 will be over by that time. If the effects of COVID-19 extend into our summer convention season, it will have a material adverse effect on our business operations for 2020.

Risks Related To Our Securities

Our common stock is quoted on the OTCBB and OTCQB, which may have an unfavorable impact on our stock price and liquidity.

Our common stock is quoted on the OTCBB and OTCQB. The quotation of our shares on the OTCBB and OTCQB may result in a less liquid market available for existing and potential stockholders to trade shares of our common stock, could depress the trading price of our common stock and could have a long-term adverse impact on our ability to raise capital in the future.

There is limited liquidity on the OTCBB and OTCQB, which enhances the volatile nature of our equity.

When fewer shares of a security are being traded on the OTCBB and OTCQB, volatility of prices may increase and price movement may outpace the ability to deliver accurate quote information. Due to lower trading volumes in shares of our common stock, there may be a lower likelihood that orders for shares of our common stock will be executed, and current prices may differ significantly from the price that was quoted at the time of entry of the order.

Our stock price is likely to be highly volatile because of our limited public float.

The market price of our common stock is likely to be highly volatile because there has been a relatively thin trading market for our stock, which causes trades of small blocks of stock to have a significant impact on our stock price. You may not be able to resell shares of our common stock following periods of volatility because of the market's adverse reaction to volatility. Other factors that could cause such volatility may include, among other things: actual or anticipated fluctuations in our operating results; the absence of securities analysts covering us and distributing research and recommendations about us; overall stock market fluctuations; economic conditions generally; announcements concerning our business or those of our competitors; our ability to raise capital when we require it, and to raise such capital on favorable terms; conditions or trends in the industry; litigation; changes in market valuations of other similar companies; announcements by us or our competitors of significant contracts, acquisitions, strategic partnerships or joint ventures; future sales of common stock; actions initiated by the SEC or other regulatory bodies; and general market conditions. Any of these factors could have a significant and adverse impact on the market price of our common stock. These broad market fluctuations may adversely affect the trading price of our common stock.

The ownership by our Executive Chairman of our common stock will likely limit your ability to influence corporate matters.

Mr. Paul Kessler, our Executive Chairman, is the beneficial owner of a substantial amount of the issued and outstanding shares of the Company's common stock. As a result, our Mr. Kessler has significant influence over most matters that require approval by our stockholders, including the election of directors and approval of significant corporate transactions, even if other stockholders oppose them. This concentration of ownership might also have the effect of delaying or preventing a change of control of our Company that other stockholders may view as beneficial.

In order to raise sufficient funds to expand our operations, we may have to issue additional securities at prices which may result in substantial dilution to our shareholders.

If we raise additional funds through the sale of equity or convertible debt, our current stockholders' percentage ownership will be reduced. In addition, these transactions may dilute the value of our common shares outstanding. We may also have to issue securities that may have rights, preferences and privileges senior to our common stock.

Our stock is thinly traded, so an investor may be unable to sell at or near ask prices or at all.

The shares of our common stock are traded on the OTCBB and OTCQB and are thinly traded, meaning that the number of persons interested in purchasing our common stock at or near ask prices at any given time may be relatively small or non-existent. This situation is attributable to a number of factors, including the fact that we are a smaller reporting company that is relatively unknown to stock analysts, stock brokers, institutional investors and others in the investment community who generate or influence sales volume. Even in the event that we come to the attention of such persons, they would likely be reluctant to follow an unproven company such as ours or purchase or recommend the purchase of our shares until such time as we become more seasoned and viable. As a consequence, our stock price may not reflect an actual or perceived value. Also, there may be periods of several days or more when trading activity in our shares is minimal or non-existent, as is currently the case, as compared to a seasoned issuer that has a large and steady volume of trading activity that will generally support continuous sales without an adverse effect on share price. A broader or more active public trading market for our common shares may not develop or if developed, may not be sustained. Due to these conditions, you may not be able to sell your shares at or near ask prices or at all if you need money or otherwise desire to liquidate your shares.

Currently, there is a limited public market for our securities, and there can be no assurances that any public market will ever develop and, even if developed, it is likely to be subject to significant price fluctuations.

We have a trading symbol for our common stock, namely 'WIZD'. However, our stock has been thinly traded, if at all. Consequently, there can be no assurances as to whether:

- any market for our shares will develop;
- the prices at which our common stock will trade; or
- the extent to which investor interest in us will lead to the development of an active, liquid trading market. Active trading markets generally result in lower price volatility and more efficient execution of buy and sell orders for investors.

Until our common stock is fully distributed and an orderly market develops in our common stock, if ever, the price at which it trades is likely to fluctuate significantly. Prices for our common stock will be determined in the marketplace and may be influenced by many factors, including the depth and liquidity of the market for shares of our common stock, developments affecting our business, including the impact of the factors referred to elsewhere in these risk factors, investor perception of our Company and general economic and market conditions. No assurances can be given that an orderly or liquid market will ever develop for the shares of our common stock.

We are subject to the "penny stock rules" which will make our securities more difficult to sell.

We are subject to the SEC's "penny stock" rules because our securities sell below $5.00 per share. The penny stock rules require broker-dealers to deliver a standardized risk disclosure document prepared by the SEC which provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer must also provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson, and monthly account statements showing the market value of each penny stock held in the customer's account. In addition, the bid and offer quotations, and the broker-dealer and salesperson compensation information must be given to the customer orally or in writing prior to completing the transaction and must be given to the customer in writing before or with the customer's confirmation.

Furthermore, the penny stock rules require that prior to a transaction, the broker dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. The penny stock rules are burdensome and may reduce purchases of any offerings and reduce the trading activity for our securities. As long as our securities are subject to the penny stock rules, the holders of such securities will find it more difficult to sell their securities.

We are not likely to pay cash dividends in the foreseeable future.

We currently intend to retain any future earnings for use in the operation and expansion of our business. Accordingly, we do not expect to pay any cash dividends in the foreseeable future but will review this policy as circumstances dictate.

Item 1B. Unresolved Staff Comments.

None

Item 2. Properties.

On June 16, 2016, the Company entered into a Standard Multi-Tenant Sublease ("Sublease") to occupy office space at 662 N. Sepulveda Blvd., Los Angeles, California 90049 with Bristol Capital Advisors, LLC, an entity controlled by the Company's Executive Chairman. The term of the Sublease is 5 years and 3 months, beginning on July 1, 2016 with monthly payments of $8,118. Upon execution of the sublease, the Company paid a security deposit of $9,137 and $199,238 for prepaid rent. The prepaid rent allowed the Company to obtain preferential lease terms and induced the landlord to make certain improvements to the property. Bristol Capital Advisors, LLC is not the owner of the subject premises (it is a tenant in the building) and Bristol Capital Advisors, LLC passes its actual and direct cost of the Company's occupancy through to the Company without any fee, profit or markup. Bristol Capital Advisors, LLC in no manner profited from the pre-payment of rent. The Company bases its operations out of this location.

The Company does not own any real estate.

Item 3. Legal Proceedings.

The Company is not involved in any disputes and does not have any litigation matters pending which the Company believes could have a materially adverse effect on the Company's financial condition or results of operations. There is no action, suit, proceeding, inquiry or investigation before or by any court, public board, government agency, self-regulatory organization or body pending or, to the knowledge of the executive officers of our Company or any of our subsidiaries, threatened against or affecting our Company, our common stock, any of our subsidiaries or of our Company's or our Company's subsidiaries' officers or directors in their capacities as such, in which an adverse decision could have a material adverse effect.

However, from time to time, we may become involved in various lawsuits and legal proceedings which arise in the ordinary course of business. Litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business.

Item 4. Mine Safety Disclosures.

Not Applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

(a) Market Information

Our shares of common stock are currently quoted on the OTCBB and OTCQB under the symbol "WIZD".

The following table sets forth the high and low bid price for our common stock for each quarter during the past two fiscal years. The prices reflect inter-dealer quotations based on pre-split shares, do not include retail mark-ups, markdowns or commissions and do not necessarily reflect actual transactions. Quote information was obtained from Yahoo Finance.

Period	High	Low
January 1, 2018 through March 31, 2018	$ 0.330	$ 0.115
April 1, 2018 through June 30, 2018	$ 0.310	$ 0.211
July 1, 2018 through September 30, 2018	$ 0.270	$ 0.125
October 1, 2018 through December 31, 2018	$ 0.193	$ 0.050
January 1, 2019 through March 31, 2019	$ 0.218	$ 0.050
April 1, 2019 through June 30, 2019	$ 0.200	$ 0.096
July 1, 2019 through September 30, 2019	$ 0.215	$ 0.130
October 1, 2019 through December 31, 2019	$ 0.136	$ 0.052

On March 26, 2020, the stock closed at $1.75. This price includes the impact of the 1 for 20 reverse split on our common stock that went into effect on February 27, 2020.

(b) Holders

As of March 30, 2020, a total of 3,507,121 shares of the Company's common stock were outstanding and held by 29 shareholders of record. This figure does not take into account those shareholders whose certificates are held in the name of broker-dealers or other nominees.

(c) Dividends

We have not declared or paid any dividends on our common stock and intend to retain any future earnings to fund the development and growth of our business. Therefore, we do not anticipate paying dividends on our common stock for the foreseeable future. There are no restrictions on our present ability to pay dividends to stockholders of our common stock, other than those prescribed by Delaware law.

Transfer Agent

V Stock Transfer, LLC
18 Lafayette Place
Woodmere, NY 11598

Recent Sales of Unregistered Securities

There were no sales of unregistered securities during the fiscal quarter ended December 31, 2019. All sales of unregistered securities prior to the fiscal quarter ended December 31, 2019, have been disclosed in prior periodic filings made with the Securities and Exchange Commission.

Special Sales Practice Requirements with Regard to "Penny Stocks"

To protect investors from patterns of fraud and abuse that have occurred in the market for low priced securities commonly referred to as "penny stocks," the SEC has adopted regulations that generally define a "penny stock" to be any equity security having a market price (as defined) less than $5.00 per share, or an exercise price of less than $5.00 per share, subject to certain exceptions. Our stock is subject to the "penny stock" regulations during periods in which the price is below $5.00 per share. During any such periods, broker-dealers selling our common stock are subject to additional sales practices when they sell our stock to persons other than established clients and "accredited investors." For transactions covered by these rules, before the transaction is executed, the broker-dealer must make a special customer suitability determination, receive the purchaser's written consent to the transaction and deliver a risk disclosure document relating to the penny stock market. The broker-dealer must also disclose the commission payable to both the broker-dealer and the registered representative taking the order, current quotations for the securities and, if applicable, the fact that the broker-dealer is the sole market maker and the broker-dealer's presumed control over the market. Monthly statements must be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks. Such "penny stock" rules may restrict trading in our common stock and may deter broker-dealers from effecting transactions in our common stock.

Item 6. Selected Financial Data

Not Applicable. The Company is a "smaller reporting company" and not subject to the Selected Financial Data requirement of Item 6.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

THE FOLLOWING DISCUSSION OF OUR PLAN OF OPERATION AND RESULTS OF OPERATIONS SHOULD BE READ IN CONJUNCTION WITH THE FINANCIAL STATEMENTS AND RELATED NOTES TO THE FINANCIAL STATEMENTS INCLUDED ELSEWHERE IN THIS REPORT. THIS DISCUSSION CONTAINS FORWARD-LOOKING STATEMENTS THAT RELATE TO FUTURE EVENTS OR OUR FUTURE FINANCIAL PERFORMANCE. THESE STATEMENTS INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS THAT MAY CAUSE OUR ACTUAL RESULTS, LEVELS OF ACTIVITY, PERFORMANCE OR ACHIEVEMENTS TO BE MATERIALLY DIFFERENT FROM ANY FUTURE RESULTS, LEVELS OF ACTIVITY, PERFORMANCE OR ACHIEVEMENTS EXPRESSED OR IMPLIED BY THESE FORWARD-LOOKING STATEMENTS. THESE RISKS AND OTHER FACTORS INCLUDE, AMONG OTHERS, THOSE LISTED UNDER "FORWARD-LOOKING STATEMENTS" AND "RISK FACTORS" AND THOSE INCLUDED ELSEWHERE IN THIS REPORT.

Overview

We intend that this discussion will provide information that will assist in understanding our financial statements, the changes in certain key items in those financial statements, and the primary factors that accounted for those changes, as well as how certain accounting principles affect our financial statements. This discussion should be read in conjunction with our financial statements and accompanying notes for the years ended December 31, 2019 and 2018, included elsewhere in this report.

The Company produces live pop culture conventions ("Comic Conventions") across the United States that provide a social networking and entertainment venue for enthusiasts of movies, TV shows, video games, technology, toys, social networking, gaming, comic books, and graphic novels. Our Comic Conventions provide an opportunity for companies in the entertainment, toy, gaming, publishing and retail business to carry out sales, marketing, product promotion, public relations, advertising, and sponsorship efforts.

During the year ended December 31, 2017, the Company was able to utilize the internal controls and operating procedures and techniques employed by the Company's new management during 2017 and 2018 in order to grow the business, by increasing revenues and controlling costs. With the recently reformed internal controls in place, management continued to carefully analyze new markets for the Company's Comic Conventions. The Company continues to implement and enhance the policies put in place by management during 2017 and 2018.

Plan of Operation

At present, the Company is engaged primarily in the live event business and derives income mainly from: (i) the production of Comic Conventions, which involves the sales of admissions and exhibitor booth space, and (ii) sale of sponsorships and advertising. The Company, while taking steps to enhance its live events operations, is steadily moving into the space of being a hyphenate live-event/media company.

We plan on continuing to enhance value proposition of our Comic Conventions by featuring new exhibitors and high-profile and eclectic celebrities, and generally enhancing the entertainment value provided by the Conventions. Further, we continue to identify new geographic markets for our Comic Convention. During the second half of 2017, we embarked on an aggressive review of the costs expended at each of our Conventions. As the result of this review, we identified many operating efficiencies which enabled us to operate our Conventions at a production cost (aside from talent) that is materially lower than previous operations. In this regard, the operating results for the year ended December 31, 2017 disclosed that the Total Operating Expenses incurred were 36% of gross revenue. For the year ended December 31, 2018, the Total Operating Expenses incurred were 26% of gross revenue. For the year ended December 31, 2019, the Total Operating Expenses incurred were also 26% of gross revenue.

Concurrently with the Company's efforts in the Comic Convention business, the Company is selectively producing and branding compelling content and reaching consumers via social media outlets such as Facebook, Twitch, Twitter and Instagram, as well as the Company's website, www.wizardworld.com. The Company hopes to utilize its digital offerings to bolster its Comic Convention business. The company will produce digital interactive events that will enable new and varied types of fan experiences. In addition, the company will market and offer collectables to consumers via e-commerce platforms.

We currently expect to produce between 9-12 live events during 2020, although that number of conventions may change as we evaluate locations and venues. Among the shows being produced in 2020 are shows in new markets, which have yet to be announced. However, at present because of the uncertainties concerning the course and scope of the current situation with the Covid-19 virus it is currently unclear how many live events will actually be produced by the Company in 2020. It is presently unknowable how long the current situation with Covid-19 will continue and what impact the Covid-19 situation will ultimately have upon the Company in 2020. At this point, the Company has not cancelled or postponed any of the shows that it has scheduled for 2020. In the face of the impact of Covid-19 on live events generally, the Company has focused on producing virtual events. The first such virtual event will be an interactive fan experience which will take place in March 31, 2020. In addition, the Company has moved into e-commerce with online sales of collectables and the creation of the "Wizard Vault" as a site for consumers to purchase pop-culture collectables.

The Company produced the "Ghostbusters Fan Fest" on the Sony Pictures lot on June 8, 2019. The Company identified opportunities to rapidly move into the areas of: (i) retailing collectables, (ii) providing virtual opportunities to fans to interact with celebrities, (iii) creating live and virtual events and conferences focused on new subject matter and affinities, and (iv) engaging in M&A opportunities. The company intends to initiate these activities in 2020.

Results of Operations

Summary of Statements of Operations for the Years Ended December 31, 2019 and 2018:

	Year Ended			
	December 31, 2019		December 31, 2018	
Convention revenues	$	10,578,316	$	13,901,603
Cost of revenues	$	9,673,685	$	11,278,066
Gross margin	$	904,631	$	2,623,537
Operating expenses	$	(2,762,037)	$	(3,564,552)
Loss from operations	$	(1,857,406)	$	(941,015)
Other expenses	$	(304,449)	$	(1,677,404)
Net loss attributable to common shareholder	$	(2,161,855)	$	(2,615,419)
Loss per common share – basic	$	(0.62)	$	(0.76)
Loss per common share – diluted	$	(0.62)	$	(0.76)

Convention Revenue

Event revenue was $10,578,316 for the year ended December 31, 2019, as compared to $13,901,603 for the comparable period ended December 31, 2018, a decrease of $3,323,287. The Company ran thirteen events during the year ended December 31, 2018, compared to the 12 events plus the "Ghostbusters Fan Fest" and the event in Saudi Arabia during the comparable year ended December 31, 2019. Average revenue generated per event in 2018 was $1,069,354 compared to $752,756 average revenue per event during 2019.

Gross Profit

Gross profit percentage, after considering cost of revenues, decreased to 8.6% during the year ended December 31, 2019, down from 18.9% during the year ended December 31, 2018. The gross profit percentage decrease was at least partially attributable to a decrease in top line revenue generated by the shows.

Operating Expenses

Operating expenses for the year ended December 31, 2019, were $2,762,037, as compared to $3,564,552 for the year ended December 31, 2018. The $802,515 decrease is primarily attributable to a decrease in staffing and a correlating decrease in employee compensation, and general and administrative expenses. The $590,023 decrease in compensation is primarily attributable to a decline in both headcount and officer compensation. Consulting fees remained materially the same. General and administrative expenses decreased by $240,804 from the prior year comparative period primarily due to a decrease in marketing and general office expenses.

Loss from Operations

Loss from operations for the year ended December 31, 2018, was $941,015 as compared to a loss from operations of $1,857,406 for the year ended December 31, 2019. The negative variance was at least partiality attributable to a decrease in top line revenue at the shows.

Other Expenses

Other expenses for the year ended December 31, 2018 was $1,674,404, as compared to $304,449 for the year ended December 31, 2019. In each case, the expense was interest expense related to convertible notes and corresponding debt discounts.

Net Loss Attributable to Common Stockholder

Net loss attributable to common stockholders for the year ended December 31, 2018, was $2,615,419 or loss per basic share of $0.76, compared to a net loss of $2,161,855 or loss per basic share of $0.62, for the year ended December 31, 2019.

Inflation did not have a material impact on the Company's operations for the applicable period. Other than the foregoing, management knows of no trends, demands, or uncertainties that are reasonably likely to have a material impact on the Company's results of operations.

Liquidity and Capital Resources

The following table summarizes total current assets, liabilities and working capital at December 31, 2019 compared to December 31, 2018:

	December 31, 2019	December 31, 2018	Increase/(Decrease)
Current Assets	$ 3,217,922	$ 2,116,960	$ 1,100,962
Current Liabilities	$ 7,703,779	$ 7,140,953	$ 562,826
Working Capital (Deficit)	$ (4,485,857)	$ (5,023,993)	$ (538,136)

At December 31, 2019, we had a working capital deficit of $4,485,857 as compared to working capital deficit of $5,023,993, at December 31, 2018, a decrease of $538,136. The change in working capital is primarily attributable to an increase in cash and cash equivalents. Some of the changes in current assets were offset by an overall increase in current liabilities.

Net Cash

Net cash used in operating activities for the year ended December 31, 2019 and 2018 was $705,603 and $743,458, respectively. The net loss for the year ended December 31, 2019 and 2018, was $2,161,855 and $2,615,419, respectively.

Going Concern Analysis

The Company had a loss from operations of $1,857,406 and $941,015 for the years ended December 31, 2019 and 2018, respectively. On December 31, 2019, we had cash and cash equivalents of $2,777,654 and a working capital deficit of $4,485,857. We have evaluated the significance of these conditions in relation to our ability to meet our obligations, which had previously raised doubts about the Company's ability to continue as a going concern through March 2020. However, the Company believes that the effects of its cost savings efforts with regard to corporate overhead and show production expenses commenced in 2017, together with the initiation of virtual activities and e-commerce, will guide the Company in a positive direction as we continue to strive to attain profitability.

As disclosed in "Securities Purchase Agreement II", On December 19, 2019, the Company entered into a securities purchase agreement (the "Purchase Agreement") with Barlock 2019 Fund, LP (the "Purchaser"), for the sale of the Company's securities, comprised of (i) a $2,500,000 convertible debenture, convertible at a price of $2.50 per share, and (ii) warrants to acquire 300,000 shares of the Company's common stock at an exercise price of $2.50 per share. As a condition to Purchaser entering into the Purchase Agreement, the Company entered into a security agreement in favor of the Purchaser, granting a security interest in substantially all of the property of the Company, whether presently owned or existing or hereafter acquired or coming into existence, including but not limited to, its ownership interests in its subsidiaries, to secure the prompt payment, performance and discharge in full of all of the Company's obligations under the debenture. The security interest is on equal footing with certain other creditors of the Company. The Company received $2,500,000 in cash from the offering of the securities but was required to pay out of the closing proceeds, Purchaser's attorney's fees in the amount of $25,000. The Company has agreed with the Purchaser that the funds received will be restricted and utilized only for M&A opportunities, new business ventures, brand extensions and the creation of new vertical opportunities by the Company.

In addition to its cost containment strategies, the Company identified opportunities to rapidly move into the areas of (i) retailing collectables, (ii) providing virtual opportunities to fans to interact with celebrities, (iii) creating live and virtual events and conferences focused on new subject matter and affinities, and (iv) engaging in M&A opportunities. The company intends to initiate these activities in 2020.

Additionally, if necessary, management believes that both related parties (management and members of the Board of Directors of the Company) and potential external sources of debt and/or equity financing may be obtained based on management's history of being able to raise capital from both internal and external sources coupled with current favorable market conditions, It is understood however, that although there is a recent history of related-parties providing a source of financing, there is no absolute certainty that any such related-party financing can be obtained on a going-forward basis. Therefore, the accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern.

The consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the matters discussed herein. While the Company believes in the viability of management's strategy to generate sufficient revenue, control costs and the ability to raise additional funds if necessary, there can be no assurances to that effect. The Company's ability to continue as a going concern is dependent upon the ability to further implement the business plan, generate sufficient revenues and to control operating expenses.

Off-Balance Sheet Arrangements

As of December 31, 2019, the Company had no off-balance sheet arrangements.

Critical Accounting Policies

We believe that the following accounting policies are the most critical to aid you in fully understanding and evaluating this "Management's Discussion and Analysis of Financial Condition and Results of Operation."

<u>*Use of Estimates*</u>

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

Property and Equipment

Property and equipment is stated at historical cost less accumulated depreciation and amortization. Depreciation and amortization is computed on a straight-line basis over the estimated useful lives of the assets, varying from 2 to 7 years or, when applicable, the life of the lease, whichever is shorter.

The impairment charges, if any, are included in operating expenses in the accompanying statements of operations.

Income Taxes

The Company follows the asset and liability method of accounting for income taxes under FASB ASC 740, "*Income Taxes*." Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred income tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that included the enactment date. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized.

FASB ASC 740 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. There were no unrecognized tax benefits as of December 31, 2019 and 2018. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. No amounts were accrued for the payment of interest and penalties at December 31, 2019 and 2018. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position. The Company is subject to income tax examinations by major taxing authorities since inception.

The Company may be subject to potential examination by federal, state, and city taxing authorities in the areas of income taxes. These potential examinations may include questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions, and compliance with federal, state, and city tax laws. The Company's management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months.

The Company is no longer subject to tax examinations by tax authorities for years prior to 2015.

Revenue Recognition

The Company follows the FASB Accounting Standards Codification ASC 606 for revenue recognition. The Company will recognize revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met:

1) *Identify the contract with a customer*

A contract with a customer exists when (i) the Company enters into an enforceable contract with a customer that defines each party's rights regarding the services to be transferred and identifies the payment terms related to these services, (ii) the contract has commercial substance and, (iii) the Company determines that collection of substantially all consideration for services that are transferred is probable based on the customer's intent and ability to pay the promised consideration. The Company applies judgment in determining the customer's ability and intention to pay, which is based on a variety of factors including the customer's historical payment experience or, in the case of a new customer, published credit and financial information pertaining to the customer.

2) *Identify the performance obligations in the contract*

Performance obligations promised in a contract are identified based on the services that will be transferred to the customer that are both capable of being distinct, whereby the customer can benefit from the service either on its own or together with other resources that are readily available from third parties or from the Company, and are distinct in the context of the contract, whereby the transfer of the services is separately identifiable from other promises in the contract. To the extent a contract includes multiple promised services, the Company must apply judgment to determine whether promised services are capable of being distinct and distinct in the context of the contract. If these criteria are not met the promised services are accounted for as a combined performance obligation.

3) *Determine the transaction price*

The transaction price is determined based on the consideration to which the Company will be entitled in exchange for transferring services to the customer. To the extent the transaction price includes variable consideration, the Company estimates the amount of variable consideration that should be included in the transaction price utilizing either the expected value method or the most likely amount method depending on the nature of the variable consideration. Variable consideration is included in the transaction price if, in the Company's judgment, it is probable that a significant future reversal of cumulative revenue under the contract will not occur. None of the Company's contracts as of December 31, 2019 contained a significant financing component.

4) *Allocate the transaction price to performance obligations in the contract*

If the contract contains a single performance obligation, the entire transaction price is allocated to the single performance obligation. However, if a series of distinct services that are substantially the same qualifies as a single performance obligation in a contract with variable consideration, the Company must determine if the variable consideration is attributable to the entire contract or to a specific part of the contract. For example, a bonus or penalty may be associated with one or more, but not all, distinct services promised in a series of distinct services that forms part of a single performance obligation. Contracts that contain multiple performance obligations require an allocation of the transaction price to each performance obligation based on a relative standalone selling price basis unless the transaction price is variable and meets the criteria to be allocated entirely to a performance obligation or to a distinct service that forms part of a single performance obligation. The Company determines standalone selling price based on the price at which the performance obligation is sold separately. If the standalone selling price is not observable through past transactions, the Company estimates the standalone selling price taking into account available information such as market conditions and internally approved pricing guidelines related to the performance obligations.

5) *Recognize revenue when or as the Company satisfies a performance obligation*

The Company satisfies performance obligations either over time or at a point in time. Revenue is recognized at the time the related performance obligation is satisfied by transferring a promised service to a customer.

Convention revenue is generally earned upon completion of the convention. Unearned convention revenue is deposits received for conventions that have not yet taken place, which are fully or partially refundable depending upon the terms and conditions of the agreements.

The Company recognizes cost of revenues in the period in which the revenues was earned. In the event the Company incurs cost of revenues for conventions that are yet to occur, the Company records such amounts as prepaid expenses and such prepaid expenses are expensed during the period the convention takes place.

Equity–based compensation

The Company recognizes compensation expense for all equity–based payments in accordance with ASC 718 "*Compensation – Stock Compensation*". Under fair value recognition provisions, the Company recognizes equity–based compensation net of an estimated forfeiture rate and recognizes compensation cost only for those shares expected to vest over the requisite service period of the award.

Restricted stock awards are granted at the discretion of the Company. These awards are restricted as to the transfer of ownership and generally vest over the requisite service periods, typically over a four-year period (vesting on a straight–line basis). The fair value of a stock award is equal to the fair market value of a share of Company stock on the grant date.

The fair value of option award is estimated on the date of grant using the Black–Scholes option valuation model. The Black–Scholes option valuation model requires the development of assumptions that are input into the model. These assumptions are the expected stock volatility, the risk–free interest rate, the expected life of the option, the dividend yield on the underlying stock and the expected forfeiture rate. Expected volatility is calculated based on the historical volatility of the Company's Common stock over the expected option life and other appropriate factors. Risk–free interest rates are calculated based on continuously compounded risk–free rates for the appropriate term. The dividend yield is assumed to be zero as the Company has never paid or declared any cash dividends on our Common stock and does not intend to pay dividends on our Common stock in the foreseeable future. The expected forfeiture rate is estimated based on historical experience.

Determining the appropriate fair value model and calculating the fair value of equity–based payment awards requires the input of the subjective assumptions described above. The assumptions used in calculating the fair value of equity–based payment awards represent management's best estimates, which involve inherent uncertainties and the application of management's judgment. As a result, if factors change and the Company uses different assumptions, our equity–based compensation could be materially different in the future. In addition, the Company is required to estimate the expected forfeiture rate and recognize expense only for those shares expected to vest. If our actual forfeiture rate is materially different from our estimate, the equity–based compensation could be significantly different from what the Company has recorded in the current period.

Fair Value Measurements

The Company follows ASC 820-10 of the FASB Accounting Standards Codification to measure the fair value of its financial instruments and disclosures about fair value of its financial instruments. ASC 820-10 establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (U.S. GAAP), and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, ASC 820-10 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The three (3) levels of fair value hierarchy defined by ASC 820-10 are described below:

Level 1	Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.
Level 2	Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.
Level 3	Pricing inputs that are generally unobservable inputs and not corroborated by market data.

Financial assets are considered Level 3 when their fair values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable.

The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. If the inputs used to measure the financial assets and liabilities fall within more than one level described above, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument.

The carrying amounts of the Company's financial assets and liabilities, such as cash, accounts receivable, inventory, prepaid expenses and other current assets, accounts payable and accrued expenses approximate their fair values because of the short maturity of these instruments.

Transactions involving related parties typically cannot be presumed to be carried out on an arm's-length basis, as the requisite conditions of competitive, free-market dealings may not exist. However, in the case of the convertible promissory note discussed in Note 5, the Company obtained a fairness opinion from an independent third party which supports that the transaction was carried out at an arm's length basis.

Recently Adopted Accounting Guidance

In February 2016, the FASB issued ASU 2016-02 "*Leases*" (Topic 842) which amended guidance for lease arrangements to increase transparency and comparability by providing additional information to users of financial statements regarding an entity's leasing activities. Subsequent to the issuance of Topic 842, the FASB clarified the guidance through several ASUs; hereinafter the collection of lease guidance is referred to as ASC 842. The revised guidance seeks to achieve this objective by requiring reporting entities to recognize lease assets and lease liabilities on the balance sheet for substantially all lease arrangements.

On January 1, 2019, the Company adopted ASC 842 using the modified retrospective approach and recognized a right of use ("ROU") asset and liability in the consolidated balance sheet in the amount of $252,980 related to the operating lease for office space. Results for the year ended December 31, 2019 are presented under ASC 842, while prior period amounts were not adjusted and continue to be reported in accordance with the legacy accounting guidance under ASC Topic 840, *Leases*.

As part of the adoption we elected the practical expedients permitted under the transition guidance within the new standard, which among other things, allowed us to:

1. Continue applying our current policy for accounting for land easements that existed as of, or expired before, January 1, 2019.

2. Not separate non-lease components from lease components and instead to account for each separate lease component and the non-lease components associated with that lease component as a single lease component.

3. Not to apply the recognition requirements in ASC 842 to short-term leases.

4. Not record a right of use asset or right of use liability for leases with an asset or liability balance that would be considered immaterial.

Refer to Note 8. Operating Leases for additional disclosures required by ASC 842.

Recently Issued Accounting Pronouncements

In October 2016, the FASB issued ASU 2016-16, *"Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other than Inventory",* which eliminates the exception that prohibits the recognition of current and deferred income tax effects for intra-entity transfers of assets other than inventory until the asset has been sold to an outside party. The updated guidance is effective for annual periods beginning after December 15, 2019, including interim periods within those fiscal years. Early adoption of the update is permitted. The Company is currently evaluating the impact of the new standard.

In June 2018, the FASB issued Accounting Standards Update 2018-07, *"Compensation – Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting ("ASU 2018-07")".* ASU 2018-07 expands the scope of Topic 718 to include share-based payment transactions for acquiring goods and services from nonemployees. ASU 2018-07 also clarifies that Topic 718 does not apply to share-based payments used to effectively provide (1) financing to the issuer or (2) awards granted in conjunction with selling goods or services to customers as part of a contract accounted for under *Revenue from Contracts with* Customers (Topic 606). ASU 2018-07 is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early adoption is permitted. The Company adopted the provisions of ASU 2018-07 in the quarter beginning January 1, 2019. The adoption of ASU 2018-07 did not have a material impact on the Company's financial statement presentation or disclosures.

In August 2018, the FASB issued Accounting Standards Update (ASU) 2018-13, *"Fair Value Measurement (Topic 820): Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement",* which changes the fair value measurement disclosure requirements of ASC 820. This update is effective for fiscal years beginning after December 15, 2019, and for interim periods within those fiscal years. The Company does not expect the adoption of ASU 2018-13 to have a material impact on its consolidated financial statements.

Management has evaluated all recent accounting pronouncements as issued by the FASB in the form of Accounting Standards Updates ("ASU") through the date these financial statements were available to be issued and found no recent accounting pronouncements issued, but not yet effective accounting pronouncements, when adopted, will have a material impact on the financial statements of the Company.

Item 7A. Quantitative and Qualitative Disclosure About Market Risk

Not Applicable. The Company is a "smaller reporting company."

Item 8. Financial Statements

Our consolidated financial statements are contained in pages F-1 through F-26 which appear at the end of this Annual Report.

Item 9. Changes in and Disagreements with Accountants on Accounts and Financial Disclosure

None

Item 9A. Controls and Procedures

(a) EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

Pursuant to Rule 13a- 15(b) under the Exchange Act, the Company carried out an evaluation, with the participation of the Company's management, including the Company's Principal Executive Officer ("PEO") and Principal Financial Officer ("PFO"), of the effectiveness of the Company's disclosure controls and procedures (as defined under Rule 13a-15(e) under the Exchange Act) as of the end of the period covered by this report. Based upon that evaluation, the Company's PEO and PFO concluded that the Company's disclosure controls and procedures were not effective to ensure that information required to be disclosed by the Company in the reports that the Company files or submits under the Exchange Act, is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including the Company's PEO and PFO, as appropriate, to allow timely decisions regarding required disclosure.

(b) MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as required under applicable United States securities regulatory requirements. Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Exchange Act as a process designed by, or under the supervision of, the Company's chief executive and chief financial officers and effected by the Board, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

1) Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the issuer;

2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the issuer are being made only in accordance with authorizations of management and directors of the registrant; and

3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the issuer's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect all misstatements. A system of internal controls can provide only reasonable, not absolute, assurance that the objectives of the control system are met, no matter how well the system is conceived or operated. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2019. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in 2013 in Internal Control Integrated Framework. Based on that evaluation under this framework, our management concluded that our internal control over financial reporting was not effective because of the following material weaknesses in our internal control over financial reporting.

1) Due to our small number of accounting employees and resources, we have limited segregation of duties, as a result of which there is insufficient independent review of duties performed; and

2) In addition, management has not completed a full documentation of all processes and procedures as it relates to internal controls over financial reporting.

This annual report does not include an attestation report of our independent registered public accounting firm regarding internal control over financial reporting because we are a "smaller reporting company." Our management's report was not subject to attestation by our independent registered public accounting firm pursuant to rules of the SEC that permit us to provide only management's report in this annual report.

(c) CHANGES IN INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Company is committed to improving financial organization. As part of this commitment, management and the Board performed an extensive review of the Company's policies and procedures as it relates to financial reporting and human resources in an effort to mitigate future risks of potential misstatements. The former Chairman of the Board, Chief Executive Officer and Chief Accounting Officer declined to participate in such review procedures. The Company will utilize the review findings to further develop, implement and document sound internal controls and procedures surrounding the financial reporting and human resource processes.

Item 9B. Other Information

None.

Part III

Item 10. Directors, Executive Officers and Corporate Governance

Directors and Executive Officers

The following table indicates the name, age, term of office and position held by each of our executive officers and directors. The term of office for each officer position is for one year or until his or her successor is duly elected and qualified by the board of directors. The term of office for a director is for one year or until his or her successor is duly elected and qualified by the stockholders.

Name	Age	Title
John D. Maatta	68	CEO, President, and Director
Paul L. Kessler	59	Executive Chairman and Director
Greg Suess	47	Director
Michael Breen	57	Director
Scott D. Kaufman	47	Director

Certain biographical information with respect to our executive officers and directors.

John D. Maatta, age 68, Chief Executive Officer, President and Director

John D. Maatta has been a member of the Board since May 25, 2011, serving as Chairman of the Board from February 5, 2016 through April 22, 2016 and Mr. Maatta has served as the Company's Chief Executive Officer and President since May 3, 2016. Formerly, Mr. Maatta was engaged in the practice of law. Mr. Maatta also served as EVP of The CW Television Network, prior to which he was the Chief Operating Officer of The CW Network, which is America's fifth broadcast network and a network that focuses substantially on targeting young adults between the ages of 18 and 34. From September 2005 through September 2006, Mr. Maatta served as the Chief Operating Officer of The WB, a Warner Bros. television network ("The WB"), where he had direct oversight of all business and operations departments, such as business affairs, finance, network distribution (which included The WB 100+ station group), technology, legal, research, network operations, broadcast standards and human resources. While Chief Operating Officer at The WB, Mr. Maatta also served as The WB's General Counsel. Mr. Maatta is currently a director of Trader Vic's, Inc., a Polynesian-style restaurant chain, a position he has held since 1998. Mr. Maatta received a Bachelor of Arts in Government from the University of San Francisco in 1974, and a Juris Doctorate from the University of California, Hastings College of the Law, in 1977. Between 2013 and 2016 Mr. Maatta served as the President of UNICEF for the Southern California region, and is a current member of the UNICEF Southern California Board and the Chairman of the UNICEF Chinese Children's Initiative. Mr. Maatta is also a member of the Southern California Board of the Asia Society.

The Board believes that Mr. Maatta's experience with operating companies in the entertainment industry and his contacts in the industry are important factor in the Company's growth as a digital entertainment and event company.

Paul L. Kessler, age 59, Executive Chairman

Paul L. Kessler was appointed as Executive Chairman of the Company on December 29, 2016. Mr. Kessler combines over 25 years of experience as an investor, financier and venture capitalist. In 2000, Mr. Kessler founded Bristol Capital Advisors, LLC, a Los Angeles based investment advisor, and has served as the Principal and Portfolio Manager from 2000 through the present. Mr. Kessler has broad experience in operating, financing, capital formation, negotiating, structuring and re-structuring investment transactions. He is involved in all aspects of the investment process including identification and engagement of portfolio companies. His investment experience encompasses both public and private companies. Mr. Kessler has actively worked with executives and boards of companies on corporate governance and oversight, strategic repositioning and alignment of interests with shareholders.

The Board believes that Mr. Kessler's extensive experience in matters including capital formation, corporate finance, investment banking, founder, owner, operator of successful companies, corporate governance, as well as his understanding of capital markets, will provide a significant contribution to the growth of the Company.

Greg Suess, age 47, Director

Greg Suess has been a director of our Company since May 9, 2011. In 2018 Mr. Suess co-founded Activist Artists Management, LLC, a Los Angeles-based management and consulting company that focuses on media and entertainment and provides comprehensive management services for its clients, including talent and brand management, managing partnerships, strategic alliances and marketing strategies that engage consumers through entertainment, music and lifestyle experiences. Prior to that Mr. Suess was a founding partner of ROAR, LLC., Since 1997 Mr. Suess has been with the law firm of Glaser, Weil, Fink, Howard, Avchen & Shapiro, LLP, where he is currently Partner and focuses on general corporate law and media and entertainment. Mr. Suess holds a Bachelor of Science from the University of Southern California (Lloyd Greif Center for Entrepreneurial Studies), and holds a JD/MBA from Pepperdine University. He is a member of the State Bar of California.

The Board believes that Mr. Suess' extensive experience and background in the media and entertainment industry complements the Company's events business and its new initiatives and will provide a significant contribution to the Company's growth.

Michael Breen, age 57, Director

Mr. Breen is an English qualified solicitor and was the Managing Director of the Sports and Entertainment Division of Bank Insinger de Beaufort N.V., a wealth management organization and part of the BNP Paribas Group, one of the world's largest banks. Mr. Breen was an equity partner with the law firm Clyde & Co, where he specialized in all aspects of sports and entertainment law. Mr. Breen also has extensive experience in event-based entertainment, having been responsible for the legal documentation relating to the world-famous UK music awards known as the Brit Awards. Mr. Breen holds an Honours LLB degree in law from the University College of Wales, Aberystwyth.

The Board believes Mr. Breen's extensive experience in the entertainment industry will allow him to provide a significant contribution to the Company's growth.

Scott D. Kaufman, age 47, Director

Mr. Kaufman has nearly twenty years of experience of sourcing, financing and restructuring private and publicly traded companies, working with executives and boards of companies to manage their corporate growth initiatives and managing and trading a portfolio of debt and equity securities.

Currently, Mr. Kaufman is a founding member of Hillair Capital Management LLC. Hillair is an investment entity first organized in 2010 that finances, invests in and/or restructures emerging companies that are seeking transformative capital through debt and/ or preferred instruments. Mr. Kaufman leads the sourcing, due diligence, structuring and negotiating activities for Hillair with a constant focus on capital preservation. Mr. Kaufman has spearheaded changes within investments by acting as a "C" level officer, board member and a restructuring officer.

Previously, Scott was a Partner and Managing Director at Midsummer Capital, LLC. Midsummer Capital manages a group of investment funds that specialized in the financing of small capitalization public companies through negotiated private placements. Prior to Midsummer, Scott was a securities trader at Knight Capital Group, Inc

Mr. Kaufman received both a BA and a EMBA from Columbia University.

The Board believes Mr. Kaufman's experience in financing and restructuring publicly traded companies will allow him to provide a significant contribution to the Company's growth.

Family Relationships

There are no family relationships between any of our officers and directors.

Term of Office

The term of office of each director is one year and until his or her successor is elected at the Registrant's annual stockholders' meeting and is qualified, subject to removal by the stockholders.

Board of Directors

Our board of directors consists of five persons, three of whom are "independent" within the meaning of Rule 5605(a)(3) of the NASDAQ Marketplace. The two that are not independent are officers of the Company.

Committees of the Board of Directors

Our Board currently has an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee.

Audit Committee

On March 17, 2013, the Board authorized the creation of an Audit Committee. Currently, the Audit Committee is comprised of three independent Directors: Michael Breen as Chairman, Gregory Suess, and Scott D. Kaufman. The Audit Committee's functions include: selecting our independent registered public accountants; reviewing the results and scope of the audit and other services provided by our independent registered public accountants; reviewing our financial statements for each interim period and for our year end and our internal financial and accounting controls; and recommending, establishing and monitoring the Company's disclosure controls and procedures. From the time of his appointment as CEO in 2016, John Maatta has been authorized to perform the functions as described herein. The Audit Committee did not hold a meeting in 2019.

Compensation Committee

On March 17, 2013, the Board authorized the creation of a Compensation Committee. Currently, Gregory Suess serves as the Chair of the Compensation Committee which also is comprised of Michael Breen and Scott D. Kaufman. The Compensation Committee is responsible for establishing and administering our policies involving the compensation of all of our executive officers and establishing and recommending to our Board the terms and conditions of all employee and consultant compensation and benefit plans. The Compensation Committee did not hold a meeting in 2019. The Company intends to appoint additional members to the Compensation Committee in 2020.

Nominating and Corporate Governance Committee

On March 13, 2014, the Board authorized the creation of a Nominating and Corporate Governance Committee. Currently, Mr. Suess serves as the sole member of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee reviews and provides oversight with regard to the Company's corporate governance related policies and procedures and also recommends nominees to the Board and committees of the Board, develops and recommends to the Board corporate governance principles, and oversees the evaluation of the Board and management. The Nominating and Corporate Governance Committee did not hold a meeting in 2019. The Company intends to appoint additional members to the Nominating and Corporate Governance Committee in 2020.

Committee Charters

The Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee have adopted written charters which govern their conduct.

Board Oversight in Risk Management

Risk is inherent with every business, and how well a business manages risk can ultimately determine its success. We face a number of risks, including liquidity risk, operational risk, strategic risk and reputation risk. Our Chief Executive Officer also serves as one of our directors. In the context of risk oversight, at the present stage of our operations we believe that our selection of one person to serve in both positions provides the Board with additional perspective which combines the operational experience of a member of management with the oversight focus of a member of the Board. The business and operations of the Company are managed by our Board as a whole, including oversight of various risks that the Company faces.

Compliance with Section 16(a) of the Exchange Act

Section 16(a) of the Exchange Act requires the Company's directors, executive officers and persons who beneficially own 10% or more of a class of securities registered under Section 12 of the Exchange Act to file reports of beneficial ownership and changes in beneficial ownership with the SEC. Directors, executive officers and greater than 10% stockholders are required by the rules and regulations of the SEC to furnish the Company with copies of all reports filed by them in compliance with Section 16(a).

Based solely on our review of certain reports filed with the Securities and Exchange Commission pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended, the reports required to be filed with respect to transactions in our common stock during the fiscal year ended December 31, 2019, were timely filed with the exception that one of the directors needs to file a form 3.

Code of Ethics

The Company has adopted a Code of Ethics.

Legal Proceedings

There are no material proceedings to which any director or officer, or any associate of any such director or officer, is a party that is adverse to our Company or any of our subsidiaries or has a material interest adverse to our Company or any of our subsidiaries. No director or executive officer has been a director or executive officer of any business which has filed a bankruptcy petition or had a bankruptcy petition filed against it during the past ten years. No director or executive officer has been convicted of a criminal offense or is the subject of a pending criminal proceeding during the past ten years. No director or executive officer has been the subject of any order, judgment or decree of any court permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities during the past ten years. No director or officer has been found by a court to have violated a federal or state securities or commodities law during the past ten years.

Director Meetings

Communications with Directors

Stockholders may communicate with the Board of Directors by sending written communications addressed to the Board of Directors, or any individual director, to: Wizard Entertainment, Inc., 662 N. Sepulveda Blvd., Suite 300, Los Angeles, CA 90049. All communications will be forwarded to the Board of Directors or any individual director, as appropriate. In order to facilitate a response to any such communication, the Company's Board of Directors suggests, but does not require, that any such submission include the name and contact information of the shareholder submitting the communication.

Item 11. Executive Compensation

SUMMARY COMPENSATION TABLE

Name and Position(s)	Year	Salary($)	Option Awards($)	Total
John D. Maatta (1)	2019	$ 125,000	2,322	$ 127,322
CEO and CFO	2018	$ 125,000	0	$ 125,000

(1) Mr. Maatta served as the Company's Principal Executive Officer and Principal Financial Officer for all of 2018 and 2019 and currently serves in those offices.

Employment Agreement with John D. Maatta

In connection with the appointment of John D. Maatta as the President and Chief Executive Officer of the Company, the Company and Mr. Maatta entered into an employment agreement, dated as of July 15, 2016 but effective as of May 3, 2016 (the "Maatta Employment Agreement"). The initial term of the Maatta Employment Agreement is for a period of two (2) years, commencing on May 3, 2016 (the "Maatta Initial Term"). The term of the Maatta Employment Agreement will be automatically extended for additional terms of one (1) year each (each (1) year extension together with the Maatta Initial Term, the "Maatta Agreement Term"), unless either the Company or Mr. Maatta gives prior written notice of non-renewal to the other party no later than sixty (60) days prior to the expiration of the then current Maatta Agreement Term.

During the Term, the Company will pay Mr. Maatta an annual base salary of $250,000. In addition, Maatta may receive an annual bonus as determined by the Compensation Committee of the Board and approved by the Board. In December of 2017 and 2016 Mr. Maatta declined acceptance of any bonus. As of June 17, 2017 Mr. Maatta received reduced compensation in the amount of $60,000.00 per year with the remainder being deferred. As of January 1, 2018 Mr. Maatta received reduced compensation to $125,000.00 per year with the remainder being deferred.

As additional consideration for entering into the Maatta Employment Agreement, Mr. Maatta received the following:

(i) 5,000 options to purchase shares of the Company's common stock, such options vesting immediately and expiring May 3, 2021, at an exercise price of $10.00 per share;

(ii) 5,000 options to purchase shares of the Company's common stock, such options vesting on September 30, 2016 and expiring May 3, 2021, at an exercise price of $10.00 per share;

(iii) 5,000 options to purchase shares of the Company's common stock, such options vesting on December 31, 2016 and expiring May 3, 2021, at an exercise price of $10.00 per share;

(iv) 5,000 options to purchase shares of the Company's common stock, such options vesting on March 31, 2017 and expiring May 3, 2021, at an exercise price of $11.00 per share;

(v) 5,000 options to purchase shares of the Company's common stock, such options vesting on June 30, 2017 and expiring May 3, 2021, at an exercise price of $11.00 per share;

(vi) 5,000 options to purchase shares of the Company's common stock, such options vesting on September 30, 2017 and expiring May 3, 2021, at an exercise price of $11.00 per share;

(vii) 5,000 options to purchase shares of the Company's common stock, such options vesting on December 31, 2017 and expiring May 3, 2021, at an exercise price of $12.00 per share;

(viii) 5,000 options to purchase shares of the Company's common stock, such options vesting on March 31, 2018 and expiring May 3, 2021, at an exercise price of $12.00 per share; and

(ix) 15,000 options to purchase shares of the Company's common stock, such options vesting upon a Change in Control (as defined in the Maatta Employment Agreement) during the term of the Maatta Employment Agreement, at an exercise price of $10.00 per share.

The options will vest immediately upon a "Change in Control" as defined in the Maatta Employment Agreement.

Consulting Agreements

Bristol Capital, LLC – related party

On December 29, 2016, the Company, entered into a Consulting Services Agreement (the "Bristol Consulting Agreement") with Bristol Capital, LLC, a Delaware limited liability company managed by Paul L. Kessler, the then non-executive Chairman of the Company. Pursuant to the Bristol Consulting Agreement, Mr. Kessler will serve as Executive Chairman of the Company. The initial term of the Bristol Consulting Agreement is from December 29, 2016 through March 28, 2017 (the "Initial Bristol Consulting Term"). The term of the Bristol Consulting Agreement will be automatically extended for additional terms of 90 day periods each (each additional term together with the Initial Bristol Consulting Term, the "Bristol Consulting Term"), unless either the Company or Bristol Capital, LLC gives prior written notice of non-renewal to the other party no later than thirty (30) days prior to the expiration of the then current Bristol Consulting Term.

During the Bristol Consulting Term, the Company will pay Bristol Capital, LLC a monthly fee (the "Monthly Fee") of $18,750. For services rendered by Bristol Capital, LLC prior to entering into the Bristol Consulting Agreement, the Company will pay Bristol Capital, LLC the Monthly Fee, pro-rated, for the time between September 1, 2016 and December 29, 2016. Bristol Capital, LLC may also receive an annual bonus as determined by the Compensation Committee of the Board and approved by the Board. As of the date of this annual report, Bristol Capital, LLC has not received any cash compensation relating to this agreement.

In addition, the Company will grant to Bristol Capital, LLC options to purchase up to an aggregate of 600,000 shares of the Company's common stock, par value $0.0001 per share, in accordance with the following vesting schedule and at the applicable exercise prices therein:

(i) 3,750 options to purchase shares of the Company's common stock, such options vesting upon the Effective Date and expiring on December 29, 2021, at an exercise price of $10.00 per share;

(ii) 3,750 options to purchase shares of the Company's common stock, such options vesting on December 31, 2016 and expiring on December 29, 2021, at an exercise price of $10.00 per share;

(iii) 3,750 options to purchase shares of the Company's common stock, such options vesting on March 31, 2017 and expiring on December 29, 2021, at an exercise price of $11.00 per share;

(iv) 3,750 options to purchase shares of the Company's common stock, such options vesting on June 30, 2017 and expiring on December 29, 2021, at an exercise price of $11.00 per share;

(v) 3,750 options to purchase shares of the Company's common stock, such options vesting on September 30, 2017 and expiring on December 29, 2021, at an exercise price of $11.00 per share;

(vi) 3,750 options to purchase shares of the Company's common stock, such options vesting on December 31, 2017 and expiring on December 29, 2021, at an exercise price of $12.00 per share;

(vii) 3,750 options to purchase shares of the Company's common stock, such options vesting on March 31, 2018 and expiring on December 29, 2021, at an exercise price of $12.00 per share; and

(viii) 3,750 options to purchase shares of the Company's common stock, such options vesting on June 30, 2018 and expiring on December 29, 2021, at an exercise price of $12.00 per share.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

Name	Number of Securities Underlying Unexercised Options Exercisable	Number of Securities Underlying Unexercised Options Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options	Option Exercise Price	Option Expiration Date
John D. Maatta, CEO and CFO	60,000	-	-	$ 12.00	5/11/21
Paul L. Kessler, Executive Chairman	45,000	-	-	$ 12.00	12/29/21

Director Compensation

The non-employee members of the Board (i) for their participation in meetings of the Board and its committees, are compensated $1,000 for in person meeting, and $250 - $500 per telephonic meeting, depending on the length of the telephonic meeting, and (ii) are provided a monthly retainer of $750 per month. During 2019 no cash compensation was paid to the members of the Board of Directors; rather such compensation remained accrued and unpaid. The intention is to issue stock to the Directors in place and stead of cash compensation with regard to the amounts that have been accrued and on a going-forward basis.

On October 16, 2018, the Company granted three members of the Board 15,000 options each to purchase the Company's common stock with an exercise price of $3.40 per share, a term of 5 years, and a vesting period of 1 year. The options have an aggregated fair value of approximately $98,544 that was calculated using the Black-Scholes option-pricing model. The three directors that were issued the options were Gregory Suess, Michael Breen and Jordan Schur. Directors John D. Maatta and Paul L. Kessler were awarded 20,000 restricted shares of common stock each for Board service.

On September 12, 2019 the Board approved granting each of the three non-employee members of the Board a non-qualified Option to purchase up to fifteen thousand (15,000) shares of the Company's common stock subject to the terms and conditions of the Plan. The exercise price for the Non-qualified Options is $3.40. The Non-qualified Options are exercisable for period of 5 years from September 12, 2019 vesting from the date of issuance in equal amounts over a period one year at the rate of twelve hundred fifty (1,250) shares per month at the end of such month commencing in the month ended September 30, 2019, and pro-rated for the number of days each non-employee member of the Board serves on the Board during such fiscal quarter.

Director Agreements

The Company is in the process of entering into new agreements with each of its directors. Each such agreement will continue to indemnify each director during the term that such director serves as a member of the Board until six years thereafter. The indemnification will continue to provide each director to the fullest extent permitted under Delaware law for any claims arising out of, or resulting from, among other things, (i) any actual, alleged or suspected act or failure to act as a director or agent of the Company and (ii) any actual, alleged or suspected act or failure to act in respect of any business, transaction, communication, filing, disclosure or other activity of the Company. Further, the director is indemnified for any losses pertaining to such claims, provided, however, that the losses not include expenses incurred by the director in respect of any claim as which such director shall have been adjudged liable to the Company, unless the Delaware Chancery Court rules otherwise.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Our authorized capital stock consists of 100,000,000 shares, of which 80,000,000 are for shares of common stock, par value $0.0001 per share, and 20,000,000 are for shares of preferred stock, par value $0.0001 per share. As of March 30, 2020, there were 3,507,121 shares of our common stock issued and outstanding, all of which were fully paid, non-assessable and entitled to vote. Each share of our common stock entitles its holder to one vote on each matter submitted to the stockholders.

The following table sets forth information as of March 30, 2020, with respect to the beneficial ownership of our common stock by (i) each of our officers and directors, (ii) our officers and directors as a group and (iii) each person known by us to beneficially own five percent (5%) or more of our outstanding common stock. Unless otherwise specified, the address of each of the persons set forth below is in care of Wizard World, Inc., 662 N. Sepulveda Blvd., Suite 300, Los Angeles, CA 90049.

Title of Class	Name of Beneficial Owner	Number of Shares	Percent of Class
Common	John D. Maatta, CEO, CFO and Director	80,000(1)	1.5%
Common	Paul L. Kessler, Executive Chairman	4,388,510(2)	79.6%(3)
Common	Greg Suess, Director	39,253(4)	1.0%
Common	Michael Breen, Director	25,000(5)	*
Common	Scott D. Kaufman, Director	-	*
Common	All officers and directors as a group (5 persons)	4,532,763	81.1%(6)

*denotes less than 1%

(1) Of these shares, 60,000 may be acquired by Mr. Maatta upon the exercise of an option.

(2) This total includes: (i) 2,575,775 shares owned by Bristol Investment Fund, Ltd., a Cayman Islands exempted company managed by Bristol Capital Advisors, LLC, a Delaware limited liability company, of which Mr. Kessler has voting and dispositive power over the shares beneficially owned, (ii) 24,450 shares owned by Bristol Capital, LLC, a Delaware limited liability company of which Mr. Kessler is the manager and has voting and dispositive power over the shares beneficially owned, (iii) 3,935 shares owned by Paul Kessler IRA Rollover, of which Mr. Kessler has voting and dispositive power over the shares beneficially owned, and (iv) 39,350 shares owned by Bristol Capital Advisors Pension and Profit Sharing, of which Mr. Kessler has voting and dispositive power over the shares beneficially owned. This total includes shares issuable upon exercise of an option for 30,000 shares of common stock, of which approximately 30,000 shares have vested. This total includes shares issuable upon exercise of options for 15,000 shares of common stock, of which approximately 15,000 shares have vested. This total includes shares issuable upon exercise of a Series A warrant for 700,000 shares of common stock, of which approximately 700,000 have vested. This total includes shares issuable upon exercise of a convertible note for 1,000,000 shares of common stock, of which approximately 1,000,000 have vested.
(3) Percentage calculated assuming all derivative securities held by Mr. Kessler had been exercised.
(4) Of these shares, 15,000 may be acquired by Mr. Suess upon the exercise of an option.
(5) Of these shares, 15,000 may be acquired by Mr. Breen upon the exercise of an option.
(6) Percentage calculated assuming all derivative securities held by officers and directors had been exercised.

Stock Option Issuances Under the 2011 Incentive Compensation and Award Plan

Option Grants

On May 9, 2011, as subsequently amended on September 14, 2011, April 11, 2012, July 9, 2012 and September 25, 2014, we adopted the 2011 Incentive Stock and Award Plan, which was authorized and approved by the Board, and have granted to all directors, options to purchase our common stock pursuant to the terms of their employment, consulting and/or director agreements.

On May 5, 2014, the Board approved the granting to each of the five non-employee members of the Board on May 9, 2014, a Non-qualified Option to purchase up to fifteen thousand (15,000) shares of the Company's common stock subject to the terms and conditions of the Plan. The exercise price for the Non-qualified Options is $12.80. The Non-qualified Option is exercisable for period of five (5) years from the date of issuance and such option shall vest in equal amounts over a period of three (3) years at the rate of twelve hundred fifty (1,250) shares per fiscal quarter at the end of such quarter, commencing in the quarter ended June 30, 2014, and pro-rated for the number of days each non-employee member of the Board serves on the Board during such fiscal quarter.

On September 12, 2019 the Board approved granting each of the three non-employee members of the Board a non-qualified Option to purchase up to fifteen thousand (15,000) shares of the Company's common stock subject to the terms and conditions of the Plan. The exercise price for the Non-qualified Options is $3.40. The Non-qualified Options are exercisable for period of 5 years from September 12, 2019 vesting from the date of issuance in equal amounts over a period one year at the rate of twelve hundred fifty (1,250) shares per month at the end of such month commencing in the month ended September 30, 2019, and pro-rated for the number of days each non-employee member of the Board serves on the Board during such fiscal quarter.

Stock Option Issuances Under the 2016 Incentive Compensation and Award Plan

Option Grants

On August 12, 2016, Board unanimously approved, authorized and adopted (subject to stockholder approval) the 2016 Incentive Stock and Award Plan (the "2016 Plan") to replace the expired Third Amended and Restated 2011 Incentive Stock and Award Plan. The 2016 Plan provides for the issuance of up to 5,000,000 shares of the Company's common stock through the grant of nonqualified options, incentive options and restricted stock to the Company's directors, officers, consultants, attorneys, advisors and employees.

On July 15, 2016, in conjunction with the Maatta Employment Agreement, the Company granted to Mr. Maatta 40,000 options to purchase shares of the Company's common stock, par value $0.0001 per share which shall vest quarterly over the period beginning on July 15, 2016 and ending May 3, 2021, at an exercise price range of $10.00 to $12.00 per share.

On November 8, 2016, in conjunction with the Malinoff Employment Agreement, the Company granted to Mr. Malinoff 30,000 options to purchase shares of the Company's common stock, par value $0.0001 per share which shall vest quarterly over the period beginning on November 8, 2016 and ending July 14, 2021, at an exercise price range of $10.00 to $12.00 per share. These options issued to Mr. Malinoff have been cancelled.

On December 29, 2016, in conjunction with the Bristol Consulting Agreement, the Company granted to Bristol 30,000 options to purchase shares of the Company's common stock, par value $0.0001 per share which shall vest quarterly over the period beginning on December 29, 2016 and ending December 29, 2021, at an exercise price range of $10.00 to $12.00 per share.

On January 23, 2019 the Company granted certain of its employees a total of 107,125 options to purchase shares of the Company's common stock par value $0.0001 per share which shall vest quarterly over a two year period at an exercise price of $0.13 per share.

Item 13. Certain Relationships and Related Transactions, and Director Independence

Wiz Wizard LLC

On December 29, 2014, the Company and a member of the Board formed Wiz Wizard (d/b/a ConBox) in the State of Delaware. The Company and the member of the Board each owned 50% of the membership interest and agreed to allocate the profits and losses accordingly upon repayment of the initial capital contributions on a pro rata basis. On February 4, 2016, the member of the Board assigned his fifty percent (50%) membership interest to the Company. The Company ceased ConBox operations in 2017. Wiz World, LLC was dissolved in March 2019.

Consulting Agreement

On December 29, 2016, the Company entered into a Consulting Services Agreement (the "Consulting Agreement") with Bristol Capital, LLC, a Delaware limited liability company ("Bristol") managed by Paul L. Kessler, the Chairman of the Company. Pursuant to the Consulting Agreement, Mr. Kessler will serve as Executive Chairman of the Company. The initial term of the Agreement is from December 29, 2016 through March 28, 2017 (the "Initial Term"). The term of the Consulting Agreement will be automatically extended for additional terms of 90-day periods each (each a "Renewal Term" and together with the Initial Term, the "Term"), unless either the Company or Bristol gives prior written notice of non-renewal to the other party no later than thirty (30) days prior to the expiration of the then current Term.

During the Term, the Company will pay Bristol a monthly fee (the "Monthly Fee") of Eighteen Thousand Seven Hundred Fifty and No/100 Dollars ($18,750).

In addition, the Company will grant to Bristol options to purchase up to an aggregate of 30,000 shares of the Company's common stock.

During the year ended December 31, 2019 and 2018, the Company incurred total expenses of $225,000 and $225,000, respectively, for services provided by Bristol.

On November 22, 2018, the Board of Directors of the Company decided to issue 201,982 shares of Preferred stock for settlement of the outstanding fees due to Bristol totaling $496,875.

Operating Sublease

On June 16, 2016, the Company entered into a Standard Multi-Tenant Sublease ("Sublease") with Bristol Capital Advisors, LLC ("Bristol Capital Advisors"), an entity controlled by the Company's Chairman of the Board. The leased premises are owned by an unrelated third party and Bristol Capital Advisors passes the lease costs down to the Company. The term of the Sublease is for 5 years and 3 months beginning on July 1, 2016 commencing with monthly payments of $8,118. Upon execution of the Sublease, the Company paid a security deposit of $9,137 and $199,238 for prepaid rent. During the year ended December 31, 2018 and 2017, the Company incurred total rent expense of $115,954 and $101,843, respectively, under the Sublease.

Securities Purchase Agreement - 1

Effective December 1, 2016, the Company entered into the Purchase Agreement with Bristol Investment Fund, Ltd. (the "Purchaser"), an entity controlled by the Chairman of the Company's Board of Directors, pursuant to which the Company sold to the Purchaser, for a cash purchase price of $2,500,000, securities comprising: (i) the Debenture, (ii) Series A Warrants, and (iii) Series B Warrants. Pursuant to the Purchase Agreement, the Company paid $25,000 to the Purchaser and issued to the Purchaser 25,000 shares of Common Stock with a grant date fair value of $85,000 to cover the Purchaser's legal fees. The Company recorded as a debt discount of $25,791 related to the cash paid and the relative fair value of the shares issued to Purchaser for legal fees.

(i) *Debenture*

The Debenture with an initial principal balance of $2,500,000, due December 30, 2018 (the "Maturity Date"), will accrue interest on the aggregate unconverted and then outstanding principal amount of the Debenture at the rate of 12% per annum. Interest is payable quarterly on (i) January 1, April 1, July 1 and October 1, beginning on January 1, 2017, (ii) on each date the Purchaser converts, in whole or in part, the Debenture into Common Stock (as to that principal amount then being converted), and (iii) on the day that is 20 days following the Company's notice to redeem some or all of the of the outstanding principal of the Debenture (only as to that principal amount then being redeemed) and on the Maturity Date. The Debenture is convertible into shares of the Company's Common Stock at any time at the option of the holder, at an initial conversion price of $3.00 per share, subject to adjustment. In the event of default occurs, the conversion price shall be the lesser of (i) the initial conversion price of $3.00 and (ii) 50% of the average of the 3 lowest trading prices during the 20 trading days immediately prior to the applicable conversion date.

(ii) *Series A Warrants*

The Series A Warrants to acquire up to 833,333 shares of Common Stock at the Series A Initial Exercise Price of $3.00 and expiring on December 1, 2021. The Warrants may be exercised immediately upon the issuance date, upon the option of the holder.

(iii) *Series B Warrants*

The Series B Warrants to acquire up to 833,333 shares of Common Stock at the Series B Initial Exercise Price of $3.00 and expiring on December 1, 2021. The Series B Warrants were exercised immediately upon the issuance date. The Company received gross proceeds of $1,667 upon exercise of the warrants.

Upon issuance of the note, the Company valued the warrants using the Black-Scholes Option Pricing model and accounted for it using the relative fair value of $1,448,293 as debt discount on the consolidated balance sheet. The debt discount is amortized over the earlier of (i) the term of the debt or (ii) conversion of the debt, using the effective interest method which approximates the interest method. The amortization of debt discount is included as a component of interest expense in the consolidated statements of operations. There was unamortized debt discount of $0 and $4,999 as of December 31, 2019 and 2018, respectively, which includes the debt discount recorded upon execution of the Securities Purchase Agreement discussed above.

The note payable was not retired on the due date and remains outstanding as December 31, 2019. The Company continues to accrue interest at the stated rate of 12% per annum. Accrued interest expense as of December 31, 2019 and 2018 was $923,836 and $623,524, respectively.

Securities Purchase Agreement – 2

On December 19, 2019, the Company entered into a securities purchase agreement (the "Purchase Agreement") with Barlock 2019 Fund, LP (the "Purchaser"), for the sale of the Company's securities, comprised of (i) a $2,500,000 convertible debenture, convertible at a price of $2.50 per share, and (ii) warrants to acquire 300,000 shares of the Company's common stock at an exercise price of $2.50 per share. As a condition to Purchaser entering into the Purchase Agreement, the Company entered into a security agreement in favor of the Purchaser, granting a security interest in substantially all of the property of the Company, whether presently owned or existing or hereafter acquired or coming into existence, including but not limited to, its ownership interests in its subsidiaries, to secure the prompt payment, performance and discharge in full of all of the Company's obligations under the debenture. The security interest is on equal footing with certain other creditors of the Company. The Company received $2,500,000 in cash from the offering of the securities but was required to pay out of the closing proceeds, Purchaser's attorney's fees in the amount of $25,000.

(i) Debenture

The debenture will accrue interest on the aggregate unconverted and then outstanding principal amount of the debenture at the rate of 12% per annum. Interest is payable quarterly on (i) January 1, April 1, July 1 and October 1, beginning on January 1, 2020, (ii) on each date the Purchaser converts, in whole or in part, the debenture into Common Stock (as to that principal amount then being converted), and (iii) on the day that is 20 days following the Company's notice to redeem some or all of the of the outstanding principal of the debenture. The debenture is convertible into shares of the Company's Common Stock at any time at the option of the holder, at an initial conversion price of $2.50 per share, provided, however, from and after an event of default, the conversion price shall be equal to the lesser of (i) the then conversion price or (ii) 50% of the average of the three lowest trade prices during the 20 trading days immediately prior to the applicable conversion date. The initial conversion price is subject to adjustments in connection with, among other things, (i) the Company's issuance of additional shares of Common Stock, or securities convertible into or exercisable for additional shares of Common Stock, at a price lower than the then current Conversion Price, and (ii) future stock splits, reverse stock splits, mergers or reorganizations, and similar changes affecting holders of Common Stock. The debenture comes due on December 30, 2021.

(ii) Warrant

The Company also issued to the Purchaser a warrant to purchase up to 300,000 shares of Common Stock at $2.50 per share. The Warrant may be exercised immediately upon the issuance date, upon the option of the holder. The warrant exercise price is subject to adjustments in connection with (i) the Company's issuance of securities to acquire additional shares of Common Stock at a price lower than the then effective exercise price and (ii) future stock splits, reverse stock splits, mergers or reorganizations, and similar changes affecting holders of Common Stock. The warrant expires on December 1, 2024.

The Purchaser is owned and managed by Scott D. Kaufman who was elected to our board of directors on November 4, 2019.

Approval of Related Party Transactions

Related party transactions are reviewed and approved or denied by the board of directors of the Company. If the related party to a transaction is a member of the board of directors, the transaction must be approved by a majority of the board that does not include the related party.

Director Independence

The common stock of the Company is currently quoted on the OTCBB and OTCQB, quotation systems which currently do not have director independence requirements. On an annual basis, each director and executive officer will be obligated to disclose any transactions with the Company in which a director or executive officer, or any member of his or her immediate family, have a direct or indirect material interest in accordance with Item 407(a) of Regulation S-K. Following completion of these disclosures, the Board will make an annual determination as to the independence of each director using the current standards for "independence" that satisfy the criteria for the NASDAQ.

As of March 30, 2020, the Board determined that the following directors are independent under these standards:

Greg Suess, Michael Breen and Scott D. Kaufman.

Item 14. Principal Accounting Fees and Services

Audit Fees

(a) The Company's independent registered public accounting firm, MaughanSullivan LLC ("Maughan"), was engaged on December 17, 2017. The aggregate fees billed by Maughan for the audit of the Company's financial statements for the fiscal year ended December 31, 2018 was $20,500. The aggregate fees billed by Maughan for the audit of the Company's financial statements for the fiscal year ended December 31, 2019 was $22,000.

Audit Related Fees

(b) Maughan billed the Company for assurance and related services that were related to its audit or review of the Company's financial statements during the fiscal years ended December 31, 2019 and 2018, $12,000 and $20,500, respectively.

Tax Fees

(c) The aggregate fees by Maughan for tax compliance, advice and planning was $6,200 for the fiscal and tax year ended December 31, 2018. No fees were billed in the year ended December 31, 2019.

All Other Fees

(d) Maughan did not bill the Company for assurance related services other than the foregoing during the fiscal years ended December 31, 2019 and 2018.

Item 15. Exhibits, Financial Statement Schedules.

The following documents are included as exhibits to this report.

(a) Exhibits

Exhibit No.	Description
3.1	Certificate of Incorporation of GoEnergy, Inc. (as filed as Exhibit 1.1 to the Company's Registration Statement on Form SB-2, filed with the SEC on March 25, 2003).
3.2	Bylaws (as filed as Exhibit 2.1 to the Company's Registration Statement on Form SB-2, filed with the SEC on March 25, 2003).
3.3	Certificate of Amendment to the Certificate of Incorporation of GoEnergy, Inc., dated December 6, 2010 (as filed as Exhibit 3.3 to the Company's Current Report on Form 8-K, filed with the SEC on December 13, 2010).
3.4	Certificate of Correction, dated December 8, 2010 (as filed as Exhibit 3.4 to the Company's Current Report on Form 8-K, filed with the SEC on December 13, 2010).
3.5	Second Certificate of Correction filed January 20, 2011 (as filed as Exhibit 3.5 to the Company's Current Report on Form 8-K, filed with the SEC on January 25, 2011).
3.6	Certificate to set forth Designations, Voting Powers, Preferences, Limitations, Restrictions, and Relative Rights of Series A Cumulative Convertible Preferred Stock, $0.0001 par value per share (as filed as Exhibit 4.1 to the Company's Current Report on Form 8-K, filed with the SEC on December 13, 2010).
3.7	Certificate of Amendment to Certificate to set forth Designations, Voting Powers, Preferences, Limitations, Restrictions, and Relative Rights of Series A Cumulative Convertible Preferred Stock, $.0001 par value per share (as filed as Exhibit 4.3 to the Company's Current Report on Form 8-K, filed with the SEC on April 25, 2011).

3.8	Certificate of Amendment to Certificate to set forth Designations, Voting Powers, Preferences, Limitations, Restrictions, and Relative Rights of Series A Cumulative Convertible Preferred Stock, $.0001 par value per share (as filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the SEC on March 30, 2012).
3.9	Amended and Restated Series A Certificate of Designations, dated March 29, 2012 (as filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed on March 30, 2012).
3.10	First Amendment to the Bylaws of Wizard World, Inc. (as filed as Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q, filed with the SEC on November 21, 2016).
3.11	Certificate of Amendment of Certificate of Incorporation
10.1	Form of Securities Purchase Agreement (as filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on December 23, 2019)
10.2	Form of 12% Senior Secured Convertible Debenture (as filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, filed on December 23, 2019)
10.3	Form of Warrant (as filed as Exhibit 10.3 to the Company's Current Report on Form 8-K, filed on December 23, 2019)
10.4	Form of Security Agreement (as filed as Exhibit 10.4 to the Company's Current Report on Form 8-K, filed on December 23, 2019)
31.1	Certification by the Principal Executive Officer of Registrant pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Rule 13a-14(a) or Rule 15d-14(a))*
31.2	Certification by the Principal Financial Officer of Registrant pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Rule 13a-14(a) or Rule 15d-14(a))*
32.1	Certification by the Principal Executive Officer pursuant to 18 U.S.C. 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
32.2	Certification by the Principal Financial Officer pursuant to 18 U.S.C. 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 *
99	Revised Report of Registered Independent Public Accounting Firm
101.INS	XBRL Instance Document *
101.SCH	XBRL Taxonomy Extension Schema *
101.CAL	XBRL Taxonomy Extension Calculation Linkbase *
101.DEF	XBRL Taxonomy Extension Definition Linkbase *
101.LAB	XBRL Taxonomy Extension Label Linkbase *
101.PRE	XBRL Taxonomy Extension Presentation Linkbase *

* filed herewith

Item 16. Form 10–K Summary.

The Company has elected not to include a summary of the Form 10-K.

[SIGNATURES ON NEXT PAGE]

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

Wizard Entertainment, Inc.
(Registrant)

Dated: March 30, 2020

By: */s/ John D. Maatta*
John D. Maatta
Principal Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Dated: March 30, 2020

/s/ John D. Maatta
John D. Maatta
Chief Executive Officer, President, Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer, and Director

Dated: March 30, 2020

/s/ Paul L. Kessler
Paul L. Kessler
Executive Chairman and Director

Dated: March 30, 2020

/s/ Greg Suess
Greg Suess
Director

Dated: March 30, 2020

/s/ Michael Breen
Michael Breen
Director

Dated: March 30, 2020

/s/ Scott D. Kaufman
Scott D. Kaufman
Director

Wizard Entertainment, Inc.

December 31, 2019

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maughansullivanllc
A CERTIFIED PUBLIC ACCOUNTING FIRM
PCAOB REGISTERED
www.maughansullivanllc.com

REPORT OF REGISTERED INDEPENDENT PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of Wizard Entertainment, Inc.:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Wizard Entertainment, Inc. (the "Company") as of December 31, 2019 and 2018, the related consolidated statements of operations, changes in stockholders' equity, and cash flows for each of the years in the two-year period ended December 31, 2019, and the related notes (collectively referred to as the "financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2019 and 2018, and the results of its operations and its cash flows for each of the two years in the two-year period ended December 31, 2019, in conformity with U.S. generally accepted accounting principles.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ MaughanSullivan LLC

We have served as the Company's auditor since 2017.

Manchester, VT
March 30, 2020

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Wizard Entertainment, Inc.
Consolidated Balance Sheets

	December 31, 2019	December 31, 2018
Assets		
Current Assets		
Cash and cash equivalents	$ 2,777,654	$ 1,014,671
Accounts receivable, net	113	124,395
Inventory	-	-
Prepaid convention expenses	342,283	762,110
Prepaid expenses	97,872	136,317
Deferred offering costs	-	79,467
Total Current Assets	3,217,922	2,116,960
Property and equipment, net	58,104	99,788
Operating lease right of use asset, net	170,696	-
Security deposits	9,408	9,408
Total Assets	**$ 3,456,130**	**$ 2,226,156**
Liabilities and Stockholders' Deficit		
Current Liabilities		
Accounts payable and accrued expenses	$ 3,317,972	$ 2,710,989
Unearned revenue	1,568,242	1,710,722
Operating lease liability	93,324	-
Convertible promissory note – related party, net	2,500,000	2,495,001
Due to CONtv joint venture	224,241	224,241
Total Current Liabilities	7,703,779	7,140,953
Operating lease liability, net	79,816	-
Convertible debenture, net	1,929,264	-
Total Liabilities	9,712,859	7,140,953
Commitments and contingencies		
Stockholders' Deficit		
Preferred stock par value $0.0001: 20,000,000 shares authorized; 288,448 and 288,448 shares issued and outstanding, respectively	29	29
Preferred stock par value $0.0001: 50,000 shares designated Series A cumulative, no shares outstanding, respectively	-	-
Common stock par value $0.0001: 80,000,000 shares authorized; 3,506,752 and 3,506,752 shares issued and outstanding, respectively	351	351
Additional paid-in capital	21,854,134	21,034,211
Accumulated deficit	(28,098,745)	(25,936,890)
Non-controlling interest	(12,498)	(12,498)
Total Stockholders' Deficit	(6,256,729)	(4,914,797)
Total Liabilities and Stockholders' Deficit	**$ 3,456,130**	**$ 2,226,156**

See accompanying notes to the consolidated financial statements

Wizard Entertainment, Inc.
Consolidated Statements of Operations

	For the Years Ended	
	December 31, 2019	December 31, 2018
Convention revenues	$ 10,578,316	$ 13,901,603
Cost of revenues	9,673,685	11,278,066
Gross margin	904,631	2,623,537
Operating expenses		
Compensation	1,401,625	1,991,648
Consulting fees	470,063	441,751
General and administrative	890,349	1,131,153
Total operating expenses	2,762,037	3,564,552
Loss from operations	(1,857,406)	(941,015)
Other expenses		
Interest expense	(304,449)	(1,677,404)
Gain on disposal of equipment	-	3,000
Total other expenses	(304,449)	(1,674,404)
Loss before income tax provision	(2,161,855)	(2,615,419)
Income tax provision	-	-
Net loss	**(2,161,855)**	**(2,615,419)**
Net loss attributable to non-controlling interests	-	-
Net loss attributable to common stockholders	**$ (2,161,855)**	**$ (2,615,419)**
Loss per share - basic	$ (0.62)	$ (0.76)
Loss per share - diluted	$ (0.62)	$ (0.76)
Weighted average common shares outstanding – basic	3,506,752	3,443,409
Weighted average common shares outstanding – diluted	3,506,752	3,443,409

See accompanying notes to the consolidated financial statements

Wizard Entertainment, Inc.
Consolidated Statement of Stockholders' Deficit
For the Years Ended December 31, 2019 and 2018

	Preferred Stock Par Value $0.0001		Common Stock Par Value $0.0001		Additional Paid-in	Accumulated	Non-controlling	Total Stockholders'
	Shares	Amount	Shares	Amount	Capital	Deficit	Interest	Deficit
Balance – January 1, 2018	**-**	**$ -**	**3,426,752**	**$ 343**	**$ 19,967,405**	**$ (23,321,471)**	**$ (12,498)**	**$ (3,366,221)**
Share-based compensation	-	-	80,000	8	357,253	-	-	357,261
Issuance of preferred stock for settlement of accrued liabilities	288,448	29	-	-	709,553	-	-	709,582
Net loss	-	-	-	-	-	(2,615,419)	-	(2,615,419)
Balance - December 31, 2018	288,448	29	3,506,752	351	21,034,211	(25,936,890)	(12,498)	(4,914,797)
Share-based compensation	-	-	-	-	274,587	-	-	274,587
Warrants issued as debt discount	-	-	-	-	545,336	-	-	545,336
Net loss	-	-	-	-	-	(2,161,855)	-	(2,161,855)
Balance - December 31, 2018	**288,448**	**$ 29**	**3,506,752**	**$ 351**	**$ 21,854,134**	**$ (28,098,745)**	**$ (12,498)**	**$ (6,256,729)**

See accompanying notes to the consolidated financial statements

Wizard Entertainment, Inc.
Consolidated Statements of Cash Flows

	For the Years Ended	
	December 31, 2019	December 31, 2018
Cash Flows From Operating Activities:		
Net loss	$ (2,161,855)	$ (2,615,419)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	47,698	80,036
Gain on disposal of equipment	-	(3,000)
Accretion of debt discount	4,999	1,378,022
Right-of-use asset amortization	2,444	-
Share-based compensation	274,587	357,261
Changes in operating assets and liabilities:		
Accounts receivable	124,282	211,635
Inventory	-	1,204
Prepaid convention expenses	419,827	(300,124)
Prepaid expenses	117,912	60,191
Accounts payable and accrued expenses	606,983	540,986
Unearned revenue	(142,480)	(454,250)
Net Cash Used In Operating Activities	(705,603)	(743,458)
Cash Flows from Investing Activities:		
Purchase of property and equipment	(6,014)	(11,421)
Net Cash Used In Investing Activities	(6,014)	(11,421)
Cash Flows from Investing Activities:		
Proceeds from issuance of convertible debentures and warrants	2,500,000	-
Payment of debt issuance costs	(25,400)	-
Net Cash Used In Financing Activities	2,474,600	-
Net change in cash and cash equivalents	1,762,983	(754,879)
Cash and cash equivalents at beginning of reporting period	1,014,671	1,769,550
Cash and cash equivalents at end of reporting period	**$ 2,777,654**	**1,014,671**
Supplemental disclosures of cash flow information:		
Interest paid	$	$ -
Income tax paid	$	$ -
Supplemental disclosure of noncash investing and financing activities:		
Right-of-use assets obtained in exchange for lease obligations	$ 252,980	$ -
Warrants issued for debt discount recorded on convertible debt	$ 545,336	$ -
Deferred offering costs in accounts payable	$ -	$ 79,467
Issuance of preferred stock for settlement of accrued liabilities	$ -	$ 709,582

See accompanying notes to the consolidated financial statements

Note 1 – Organization and Operations

Wizard Entertainment, Inc.

Wizard Entertainment, Inc., formerly GoEnergy, Inc. and Wizard World, Inc. ("Wizard Entertainment" or the "Company") was incorporated on May 2, 2001, under the laws of the State of Delaware. The Company, through its operating subsidiary, is a producer of pop culture and live multimedia conventions across North America. Effective October 5, 2018, the Company changed its name to Wizard Entertainment, Inc.

Kick the Can Corp.

Kick the Can Corp. was incorporated on September 20, 2010, under the laws of the State of Nevada.

Kicking the Can, L.L.C.

Kicking the Can, L.L.C. was formed on April 17, 2009, under the laws of the State of Delaware.

Acquisition of Kick the Can Corp. / Wizard Conventions, Inc. Recognized as a Reverse Acquisition

On December 7, 2010, the Company entered into and consummated a share exchange agreement ("Share Exchange Agreement") with successor, Kick the Can Corp. ("KTC Corp.") and its predecessors Wizard Conventions, Inc. and Kicking the Can, L.L.C. (collectively, "Conventions"). Pursuant to the Exchange Agreement, the Company issued 32,927,596 shares of its common stock to the KTC Corp. shareholders in exchange for 100% of the issued and outstanding shares of KTC Corp. The shares issued represented approximately 94.9% of the issued and outstanding common stock immediately after the consummation of the Share Exchange Agreement.

As a result of the controlling financial interest of the former stockholder of Conventions, for financial statement reporting purposes, the merger between the Company and Conventions has been treated as a reverse acquisition with KTC Corp. deemed the accounting acquirer and the Company deemed the accounting acquiree under the acquisition method of accounting in accordance with section 805-10-55 of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC"). The reverse merger is deemed a capital transaction and the net assets of KTC Corp. (the accounting acquirer) are carried forward to the Company (the legal acquirer and the reporting entity) at their carrying value before the combination. The acquisition process utilizes the capital structure of the Company and the assets and liabilities of KTC Corp. which are recorded at historical cost. The equity of the Company is the historical equity of KTC Corp. retroactively restated to reflect the number of shares issued by the Company in the transaction. Because of the predecessor/successor relationship between the Company and KTC Corp., Conventions ultimately became the accounting acquirer.

Wizard World Digital, Inc.

On March 18, 2011, the Company formed a wholly owned subsidiary called Wizard World Digital, Inc., a Nevada corporation ("Digital"). Digital never commenced operations or had employees and was dissolved in March 2019.

Wiz Wizard, LLC

On December 29, 2014, the Company and a member of the Board of Directors (the "Board") of the Company formed Wiz Wizard, LLC ("Wiz Wizard") under the law of the State of Delaware. The Company and the member of the Board each owned 50% of the membership interest and agreed to allocate the profits and losses accordingly upon repayment of the initial capital contributions on a pro rata basis. The Company consolidates its 50% equity interest and reports the remaining 50% equity interest owned by a member of the Board as the non-controlling interest in Wiz Wizard as the management of the Company believes that the Company has the control of Wiz Wizard. In addition, the Company and Wiz Wizard, launched ComicConBox ("ConBox") in April 2015. ConBox was a subscription-based premium monthly box service featuring collectibles, exclusives, toys, tech and gaming, licensed artwork, superior comics and apparel, Comic Convention tickets, special VIP discounts and more, which were shipped on or around the end of every month. On February 4, 2016, the member of the Board assigned his fifty percent (50%) membership interest to the Company. Consequently, Wiz Wizard is a wholly-owned subsidiary of the Company. The Company ceased ConBox operations in 2017 and dissolved Wiz Wizard, LLC in March 2019.

ButtaFyngas LLC

On April 10, 2015, the Company and an unrelated third party formed ButtaFyngas, LLC ("ButtaFyngas") under the laws of the State of Delaware. The Company and the unrelated party each own 50% of the membership interest and shall allocate the profits and losses accordingly upon repayment of the initial capital contributions on a pro rata basis. The Company consolidates its 50% equity interest and reports the remaining 50% equity interest owned by the third party as the non-controlling interest in ButtaFyngas, which had no operating activity for the years ended December 31, 2019 and 2018, respectively.

Note 2 – Going Concern Analysis

Going Concern Analysis

The Company had a loss from operations of $1,857,406 and $941,015 for the years ended December 31, 2019 and 2018, respectively. On December 31, 2019, we had cash and cash equivalents of $2,777,654 and a working capital deficit of $4,485,857. We have evaluated the significance of these conditions in relation to our ability to meet our obligations, which had previously raised doubts about the Company's ability to continue as a going concern through March 2020. However, the Company believes that the effects of its cost savings efforts with regard to corporate overhead and show production expenses commenced in 2017, together with the initiation of virtual activities and e-commerce, will guide the Company in a positive direction as we continue to strive to attain profitability.

However, at present because of the uncertainties concerning the course and scope of the current situation with the Covid-19 virus it is currently unclear how many live events will actually be produced by the Company in 2020. It is presently unknowable how long the current situation with Covid-19 will continue and what impact the Covid-19 situation will ultimately have upon the Company in 2020. At this point, the Company has not cancelled or postponed any of the shows that it has scheduled for 2020. In the face of the impact of Covid-19 on live events generally, the Company has focused on producing virtual events. The first such virtual event will be an interactive fan experience which will take place in March 31, 2020. In addition, the Company has moved into e-commerce with online sales of collectables and the creation of the "Wizard Vault" as a site for consumers to purchase pop-culture collectables.

As disclosed in "Securities Purchase Agreement II", On December 19, 2019, the Company entered into a securities purchase agreement (the "Purchase Agreement") with Barlock 2019 Fund, LP (the "Purchaser"), for the sale of the Company's securities, comprised of (i) a $2,500,000 convertible debenture, convertible at a price of $2.50 per share, and (ii) warrants to acquire 300,000 shares of the Company's common stock at an exercise price of $2.50 per share. As a condition to Purchaser entering into the Purchase Agreement, the Company entered into a security agreement in favor of the Purchaser, granting a security interest in substantially all of the property of the Company, whether presently owned or existing or hereafter acquired or coming into existence, including but not limited to, its ownership interests in its subsidiaries, to secure the prompt payment, performance and discharge in full of all of the Company's obligations under the debenture. The security interest is on equal footing with certain other creditors of the Company. The Company received $2,500,000 in cash from the offering of the securities but was required to pay out of the closing proceeds, Purchaser's attorney's fees in the amount of $25,000. The Company has agreed with the Purchaser that the funds received will be restricted and utilized only for M&A opportunities, new business ventures, brand extensions and the creation of new vertical opportunities by the Company.

In addition to its cost containment strategies, the Company identified opportunities to rapidly move into the areas of (i) retailing collectables, (ii) providing virtual opportunities to fans to interact with celebrities, (iii) creating live and virtual events and conferences focused on new subject matter and affinities, and (iv) engaging in M&A opportunities. The company intends to initiate these activities in 2020.

Additionally, if necessary, management believes that both related parties (management and members of the Board of Directors of the Company) and potential external sources of debt and/or equity financing may be obtained based on management's history of being able to raise capital from both internal and external sources coupled with current favorable market conditions, It is understood however, that although there is a recent history of related-parties providing a source of financing, there is no absolute certainty that any such related-party financing can be obtained on a going-forward basis. Therefore, the accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern.

The consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the matters discussed herein. While the Company believes in the viability of management's strategy to generate sufficient revenue, control costs and the ability to raise additional funds if necessary, there can be no assurances to that effect. The Company's ability to continue as a going concern is dependent upon the ability to further implement the business plan, generate sufficient revenues and to control operating expenses.

Note 3 – Significant and Critical Accounting Policies and Practices

The management of the Company is responsible for the selection and use of appropriate accounting policies and their application. Critical accounting policies and practices are those that are both most important to the portrayal of the Company's financial condition and results and require management's most difficult, subjective, or complex judgments, often as a result of the need to make estimates about the effects of matters that are inherently uncertain. The Company's significant and critical accounting policies and practices are disclosed below as required by generally accepted accounting principles.

Basis of Presentation - Unaudited Interim Financial Information

The Company's consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP").

Use of Estimates and Assumptions and Critical Accounting Estimates and Assumptions

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

Principles of Consolidation

The consolidated financial statements include all accounts of the entities as of the reporting period ending date(s) and for the reporting period(s).

Name of consolidated subsidiary or entity	**State or other jurisdiction of incorporation or organization**	**Date of incorporation or formation (date of acquisition, if applicable)**	**Attributable interest**
KTC Corp.	The State of Nevada, U.S.A.	September 20, 2010	100%
Kicking the Can L.L.C.	The State of Delaware, U.S.A.	April 17, 2009	100%
Wizard World Digital, Inc. (dissolved in March 2019)	The State of Nevada, U.S.A.	March 18, 2011	100%
Wiz Wizard, LLC (dissolved in March 2019)	The State of Delaware, U.S.A.	December 29, 2014	100%
ButtaFyngas, LLC	The State of Delaware, U.S.A.	April 10, 2015	50%
Wizard World China, LLC	The State of Delaware, U.S.A.	August 31, 2017	100%
Wizard Immersive, LLC	The State of California, U.S.A.	June 18, 2018	100%
Wizard Special Events, LLC	The State of California, U.S.A.	June 5, 2018	100%
Wizard World, LLC	The State of California, U.S.A.	October 30, 2018	100%

All inter-company balances and transactions have been eliminated. Non–controlling interest represents the minority equity investment in the Company's subsidiaries, plus the minority investors' share of the net operating results and other components of equity relating to the non–controlling interest.

As of December 31, 2019 and 2018, the aggregate non-controlling interest in ButtaFyngas was ($12,498). The non-controlling interest is separately disclosed on the Consolidated Balance Sheet.

Cash and Cash Equivalents

The Company considers investments with original maturities of three months or less to be cash equivalents.

The Company minimizes its credit risk associated with cash by periodically evaluating the credit quality of its primary financial institution. The balance at times may exceed federally insured limits.

Fair Value of Financial Instruments

For purpose of this disclosure, the fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced sale or liquidation. The carrying amount of the Company's short-term financial instruments approximates fair value due to the relatively short period to maturity for these instruments.

Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable are stated at the amount management expects to collect from outstanding balances. The Company generally does not require collateral to support customer receivables. The Company provides an allowance for doubtful accounts based upon a review of the outstanding accounts receivable, historical collection information and existing economic conditions. The Company determines if receivables are past due based on days outstanding, and amounts are written off when determined to be uncollectible by management. The maximum accounting loss from the credit risk associated with accounts receivable is the amount of the receivable recorded, which is the face amount of the receivable net of the allowance for doubtful accounts. As of December 31, 2019 and 2018, the allowance for doubtful accounts was $0 and $0, respectively.

Property and Equipment

Property and equipment are recorded at cost. Expenditures for major additions and betterments are capitalized. Maintenance and repairs are charged to operations as incurred. Depreciation is computed by the straight-line method (after taking into account their respective estimated residual values) over the estimated useful lives of the respective assets as follows:

	Estimated Useful Life (Years)
Computer equipment	3
Equipment	2-5
Furniture and fixture	7
Leasehold improvements	*

(*) Amortized on a straight-line basis over the term of the lease or the estimated useful lives, whichever period is shorter.

Upon sale or retirement of property and equipment, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in the consolidated statements of operations.

Investments - Cost Method, Equity Method and Joint Venture

In accordance with sub-topic 323-10 of the FASB ASC ("Sub-topic 323-10"), the Company accounts for investments in common stock of an investee for which the Company has significant influence in the operating or financial policies even though the Company holds 50% or less of the common stock or in-substance common stock.

Method of Accounting

Investments held in stock of entities other than subsidiaries, namely corporate joint ventures and other non-controlled entities usually are accounted for by one of three methods: (i) the fair value method (addressed in Topic 320), (ii) the equity method (addressed in Topic 323), or (iii) the cost method (addressed in Subtopic 325-20). Pursuant to Paragraph 323-10-05-5, the equity method tends to be most appropriate if an investment enables the investor to influence the operating or financial policies of the investee.

Investment in CONtv

The Company currently holds a limited and passive interest of 10% in CONtv, a joint venture with third parties and Bristol Capital, LLC (a related party controlled by a member of the Board). CONtv is a digital network devoted to fans of pop culture entertainment and is inactive

For the years ended December 31, 2019 and 2018, the Company recognized $0 losses from this venture, respectively.

As of December 31, 2019 and 2018, the investment in CONtv was $0.

As of December 31, 2019 and 2018, the amount due to CONtv was $224,241.

Fair Value of Measurements

The Company follows ASC 820-10 of the FASB Accounting Standards Codification to measure the fair value of its financial instruments and disclosures about fair value of its financial instruments. ASC 820-10 establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (U.S. GAAP), and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, ASC 820-10 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The three (3) levels of fair value hierarchy defined by ASC 820-10 are described below:

Level 1 Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

Level 2 Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

Level 3 Pricing inputs that are generally unobservable inputs and not corroborated by market data.

Financial assets are considered Level 3 when their fair values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable.

The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. If the inputs used to measure the financial assets and liabilities fall within more than one level described above, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument.

The carrying amounts of the Company’s financial assets and liabilities, such as cash, accounts receivable, inventory, prepaid expenses and other current assets, accounts payable and accrued expenses approximate their fair values because of the short maturity of these instruments.

Transactions involving related parties typically cannot be presumed to be carried out on an arm’s-length basis, as the requisite conditions of competitive, free-market dealings may not exist. However, in the case of the convertible promissory note discussed in Note 5, the Company obtained a fairness opinion from an independent third party which supports that the transaction was carried out at an arm’s length basis.

Revenue Recognition and Cost of Revenues

The Company follows the FASB Accounting Standards Codification ASC 606 for revenue recognition. The Company will recognize revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met:

1) *Identify the contract with a customer*

A contract with a customer exists when (i) the Company enters into an enforceable contract with a customer that defines each party's rights regarding the services to be transferred and identifies the payment terms related to these services, (ii) the contract has commercial substance and, (iii) the Company determines that collection of substantially all consideration for services that are transferred is probable based on the customer's intent and ability to pay the promised consideration. The Company applies judgment in determining the customer's ability and intention to pay, which is based on a variety of factors including the customer's historical payment experience or, in the case of a new customer, published credit and financial information pertaining to the customer.

2) *Identify the performance obligations in the contract*

Performance obligations promised in a contract are identified based on the services that will be transferred to the customer that are both capable of being distinct, whereby the customer can benefit from the service either on its own or together with other resources that are readily available from third parties or from the Company, and are distinct in the context of the contract, whereby the transfer of the services is separately identifiable from other promises in the contract. To the extent a contract includes multiple promised services, the Company must apply judgment to determine whether promised services are capable of being distinct and distinct in the context of the contract. If these criteria are not met the promised services are accounted for as a combined performance obligation.

3) *Determine the transaction price*

The transaction price is determined based on the consideration to which the Company will be entitled in exchange for transferring services to the customer. To the extent the transaction price includes variable consideration, the Company estimates the amount of variable consideration that should be included in the transaction price utilizing either the expected value method or the most likely amount method depending on the nature of the variable consideration. Variable consideration is included in the transaction price if, in the Company's judgment, it is probable that a significant future reversal of cumulative revenue under the contract will not occur. None of the Company's contracts as of December 31, 2019 contained a significant financing component.

4) *Allocate the transaction price to performance obligations in the contract*

If the contract contains a single performance obligation, the entire transaction price is allocated to the single performance obligation. However, if a series of distinct services that are substantially the same qualifies as a single performance obligation in a contract with variable consideration, the Company must determine if the variable consideration is attributable to the entire contract or to a specific part of the contract. For example, a bonus or penalty may be associated with one or more, but not all, distinct services promised in a series of distinct services that forms part of a single performance obligation. Contracts that contain multiple performance obligations require an allocation of the transaction price to each performance obligation based on a relative standalone selling price basis unless the transaction price is variable and meets the criteria to be allocated entirely to a performance obligation or to a distinct service that forms part of a single performance obligation. The Company determines standalone selling price based on the price at which the performance obligation is sold separately. If the standalone selling price is not observable through past transactions, the Company estimates the standalone selling price taking into account available information such as market conditions and internally approved pricing guidelines related to the performance obligations.

5) *Recognize revenue when or as the Company satisfies a performance obligation*

The Company satisfies performance obligations either over time or at a point in time. Revenue is recognized at the time the related performance obligation is satisfied by transferring a promised service to a customer.

Convention revenue is generally earned upon completion of the convention. Unearned convention revenue is deposits received for conventions that have not yet taken place, which are fully or partially refundable depending upon the terms and conditions of the agreements.

The Company recognizes cost of revenues in the period in which the revenues was earned. In the event the Company incurs cost of revenues for conventions that are yet to occur, the Company records such amounts as prepaid expenses and such prepaid expenses are expensed during the period the convention takes place.

Shipping and Handling Costs

The Company accounts for shipping and handling fees in accordance with paragraph 605-45-45-19 of the FASB Accounting Standards Codification. While amounts charged to customers for shipping products are included in revenues, the related costs are classified in cost of revenue as incurred.

Shipping and handling costs were $0 and $0 for the years ended December 31, 2019 and 2018, respectively.

Equity–based compensation

The Company recognizes compensation expense for all equity–based payments in accordance with ASC 718 "*Compensation – Stock Compensation*". Under fair value recognition provisions, the Company recognizes equity–based compensation net of an estimated forfeiture rate and recognizes compensation cost only for those shares expected to vest over the requisite service period of the award.

Restricted stock awards are granted at the discretion of the Company. These awards are restricted as to the transfer of ownership and generally vest over the requisite service periods, typically over a four-year period (vesting on a straight–line basis). The fair value of a stock award is equal to the fair market value of a share of Company stock on the grant date.

The fair value of an option award is estimated on the date of grant using the Black–Scholes option valuation model. The Black–Scholes option valuation model requires the development of assumptions that are input into the model. These assumptions are the expected stock volatility, the risk–free interest rate, the expected life of the option, the dividend yield on the underlying stock and the expected forfeiture rate. Expected volatility is calculated based on the historical volatility of the Company's Common stock over the expected option life and other appropriate factors. The expected option term is computed using the "simplified" method as permitted under the provisions of ASC 718-10-S99. The Company uses the simplified method to calculate expected term of share options and similar instruments as the Company does not have sufficient historical exercise data to provide a reasonable basis upon which to estimate expected term. Risk–free interest rates are calculated based on continuously compounded risk–free rates for the appropriate term. The dividend yield is assumed to be zero as the Company has never paid or declared any cash dividends on the Common stock of the Company and does not intend to pay dividends on the Common stock in the foreseeable future. The expected forfeiture rate is estimated based on historical experience.

Determining the appropriate fair value model and calculating the fair value of equity–based payment awards requires the input of the subjective assumptions described above. The assumptions used in calculating the fair value of equity–based payment awards represent management's best estimates, which involve inherent uncertainties and the application of management's judgment. As a result, if factors change and the Company uses different assumptions, the equity–based compensation could be materially different in the future. In addition, the Company is required to estimate the expected forfeiture rate and recognize expense only for those shares expected to vest. If the actual forfeiture rate is materially different from the Company's estimate, the equity–based compensation could be significantly different from what the Company has recorded in the current period.

Income Taxes

The Company follows the asset and liability method of accounting for income taxes under FASB ASC 740, "*Income Taxes*." Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred income tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that included the enactment date. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized.

FASB ASC 740 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. There were no unrecognized tax benefits as of December 31, 2019 and 2018. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. No amounts were accrued for the payment of interest and penalties at December 31, 2019 and 2018. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position. The Company is subject to income tax examinations by major taxing authorities since inception.

The Company may be subject to potential examination by federal, state, and city taxing authorities in the areas of income taxes. These potential examinations may include questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions, and compliance with federal, state, and city tax laws. The Company's management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months.

The Company is no longer subject to tax examinations by tax authorities for years prior to 2016.

Earnings per Share

Earnings per share ("EPS") is the amount of earnings attributable to each share of common stock. For convenience, the term is used to refer to either earnings or loss per share. EPS is computed pursuant to Section 260-10-45 of the FASB Accounting Standards Codification. Pursuant to ASC Paragraphs 260-10-45-10 through 260-10-45-16, basic EPS shall be computed by dividing income available to common stockholders (the numerator) by the weighted-average number of common shares outstanding (the denominator) during the period. Income available to common stockholders shall be computed by deducting both the dividends declared in the period on preferred stock (whether or not paid) and the dividends accumulated for the period on cumulative preferred stock (whether or not earned) from income from continuing operations (if that amount appears in the income statement) and also from net income. The computation of diluted EPS is similar to the computation of basic EPS except that the denominator is increased to include the number of additional common shares that would have been outstanding if the dilutive potential common shares had been issued during the period to reflect the potential dilution that could occur from common shares issuable through contingent shares issuance arrangement, stock options or warrants.

The following table shows the outstanding dilutive common shares excluded from the diluted net income (loss) per share calculation as they were anti-dilutive:

	Contingent shares issuance arrangement, stock options or warrants	
	For the Year Ended December 31, 2019	For the Year Ended December 31, 2018
Convertible note	833,33	833,333
Common stock options	226,000	172,250
Common stock warrants	1,133,333	833,333
Total contingent shares issuance arrangement, stock options or warrants	2,192,666	1,838,916

Reclassification

Certain prior period amounts have been reclassified to conform to current period presentation.

Recently Adopted Accounting Guidance

In February 2016, the FASB issued ASU 2016-02 "*Leases*" (Topic 842) which amended guidance for lease arrangements to increase transparency and comparability by providing additional information to users of financial statements regarding an entity's leasing activities. Subsequent to the issuance of Topic 842, the FASB clarified the guidance through several ASUs; hereinafter the collection of lease guidance is referred to as ASC 842. The revised guidance seeks to achieve this objective by requiring reporting entities to recognize lease assets and lease liabilities on the balance sheet for substantially all lease arrangements.

On January 1, 2019, the Company adopted ASC 842 using the modified retrospective approach and recognized a right of use ("ROU") asset and liability in the consolidated balance sheet in the amount of $252,980 related to the operating lease for office space. Results for the year ended December 31, 2019 are presented under ASC 842, while prior period amounts were not adjusted and continue to be reported in accordance with the legacy accounting guidance under ASC Topic 840, *Leases*.

As part of the adoption we elected the practical expedients permitted under the transition guidance within the new standard, which among other things, allowed us to:

1. Continue applying our current policy for accounting for land easements that existed as of, or expired before, January 1, 2019.

2. Not separate non-lease components from lease components and instead to account for each separate lease component and the non-lease components associated with that lease component as a single lease component.

3. Not to apply the recognition requirements in ASC 842 to short-term leases.

4. Not record a right of use asset or right of use liability for leases with an asset or liability balance that would be considered immaterial.

Refer to Note 8. Operating Leases for additional disclosures required by ASC 842.

Recently Issued Accounting Pronouncements

In October 2016, the FASB issued ASU 2016-16, *"Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other than Inventory",* which eliminates the exception that prohibits the recognition of current and deferred income tax effects for intra-entity transfers of assets other than inventory until the asset has been sold to an outside party. The updated guidance is effective for annual periods beginning after December 15, 2019, including interim periods within those fiscal years. Early adoption of the update is permitted. The Company is currently evaluating the impact of the new standard.

In June 2018, the FASB issued Accounting Standards Update 2018-07, *"Compensation – Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting ("ASU 2018-07")"*. ASU 2018-07 expands the scope of Topic 718 to include share-based payment transactions for acquiring goods and services from nonemployees. ASU 2018-07 also clarifies that Topic 718 does not apply to share-based payments used to effectively provide (1) financing to the issuer or (2) awards granted in conjunction with selling goods or services to customers as part of a contract accounted for under *Revenue from Contracts with* Customers (Topic 606). ASU 2018-07 is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early adoption is permitted. The Company adopted the provisions of ASU 2018-07 in the quarter beginning January 1, 2019. The adoption of ASU 2018-07 did not have a material impact on the Company's financial statement presentation or disclosures.

In August 2018, the FASB issued Accounting Standards Update (ASU) 2018-13, *"Fair Value Measurement (Topic 820): Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement",* which changes the fair value measurement disclosure requirements of ASC 820. This update is effective for fiscal years beginning after December 15, 2019, and for interim periods within those fiscal years. The Company does not expect the adoption of ASU 2018-13 to have a material impact on its consolidated financial statements.

Management has evaluated all recent accounting pronouncements as issued by the FASB in the form of Accounting Standards Updates ("ASU") through the date these financial statements were available to be issued and found no recent accounting pronouncements issued, but not yet effective accounting pronouncements, when adopted, will have a material impact on the financial statements of the Company.

Note 4 – Property and Equipment

Property and equipment stated at cost, less accumulated depreciation and amortization, consisted of the following:

	December 31, 2019	December 31, 2018
Computer Equipment	$ 48,128	$ 43,087
Equipment	474,068	469,348
Furniture and Fixtures	62,321	62,321
Leasehold Improvements	22,495	22,495
	607,013	597,251
Less: Accumulated depreciation	(548,909)	(497,463)
	$ 58,104	$ 99,788

Depreciation expense was $47,698 and $80,036 for the year ended December 31, 2019 and 2018, respectively.

Note 5 – Related Party Transactions

Wiz Wizard LLC

On December 29, 2014, the Company and a member of the Board formed Wiz Wizard (d/b/a ConBox) in the State of Delaware. The Company and the member of the Board each owned 50% of the membership interest and agreed to allocate the profits and losses accordingly upon repayment of the initial capital contributions on a pro rata basis. On February 4, 2016, the member of the Board assigned his fifty percent (50%) membership interest to the Company. The Company ceased ConBox operations in 2017. Wiz World, LLC was dissolved in March 2019.

Consulting Agreement

On December 29, 2016, the Company entered into a Consulting Services Agreement (the "Consulting Agreement") with Bristol Capital, LLC, a Delaware limited liability company ("Bristol") managed by Paul L. Kessler, the Chairman of the Company. Pursuant to the Consulting Agreement, Mr. Kessler will serve as Executive Chairman of the Company. The initial term of the Agreement is from December 29, 2016 through March 28, 2017 (the "Initial Term"). The term of the Consulting Agreement will be automatically extended for additional terms of 90-day periods each (each a "Renewal Term" and together with the Initial Term, the "Term"), unless either the Company or Bristol gives prior written notice of non-renewal to the other party no later than thirty (30) days prior to the expiration of the then current Term.

During the Term, the Company will pay Bristol a monthly fee (the "Monthly Fee") of Eighteen Thousand Seven Hundred Fifty and No/100 Dollars ($18,750).

In addition, the Company granted to Bristol options to purchase up to an aggregate of 600,000 shares of the Company's common stock.

During the years ended December 31, 2019 and 2018, the Company incurred expenses of $225,000 and $225,000, respectively, for services provided by Bristol. On November 22, 2018, the Board of Directors of the Company decided to issue 210,982 shares of Preferred stock for settlement of the outstanding fees due to Bristol totaling $496,875. At December 31, 2019 and 2018, the Company accrued $125,154 and $0, respectively, of net monthly fees due to Bristol.

Operating Sublease

On June 16, 2016, the Company entered into a Standard Multi-Tenant Sublease ("Sublease") with Bristol Capital Advisors, LLC ("Bristol Capital Advisors"), an entity controlled by the Company's Chairman of the Board. The leased premises are owned by an unrelated third party and Bristol Capital Advisors passes the lease costs down to the Company. The term of the Sublease is for 5 years and 3 months beginning on July 1, 2016 commencing with monthly payments of $8,118. During the years ended December 31, 2019 and 2018, the Company paid lease obligations $115,954 and $101,843, respectively, under the Sublease. See Note 7.

Loan from officer

During the year ended December 31, 2019, the CEO made a non-interest bearing loan to the Company of $100,000. The outstanding balance under the loan payable at December 31, 3019 was $100,000 and was included in accrued liabilities on the consolidated balance sheet.

Securities Purchase Agreement

Effective December 1, 2016, the Company entered into the Purchase Agreement with Bristol Investment Fund, Ltd. (the "Purchaser"), an entity controlled by the Chairman of the Company's Board of Directors, pursuant to which the Company sold to the Purchaser, for a cash purchase price of $2,500,000, securities comprising: (i) the Debenture, (ii) Series A Warrants, and (iii) Series B Warrants. Pursuant to the Purchase Agreement, the Company paid $25,000 to the Purchaser and issued to the Purchaser 25,000 shares of Common Stock with a grant date fair value of $85,000 to cover the Purchaser's legal fees. The Company recorded as a debt discount of $25,791 related to the cash paid and the relative fair value of the shares issued to Purchaser for legal fees.

(i) *Debenture*

The Debenture with an initial principal balance of $2,500,000, due December 30, 2018 (the "Maturity Date"), will accrue interest on the aggregate unconverted and then outstanding principal amount of the Debenture at the rate of 12% per annum. Interest is payable quarterly on (i) January 1, April 1, July 1 and October 1, beginning on January 1, 2017, (ii) on each date the Purchaser converts, in whole or in part, the Debenture into Common Stock (as to that principal amount then being converted), and (iii) on the day that is 20 days following the Company's notice to redeem some or all of the of the outstanding principal of the Debenture (only as to that principal amount then being redeemed) and on the Maturity Date. The Debenture is convertible into shares of the Company's Common Stock at any time at the option of the holder, at an initial conversion price of $3.00 (as converted) per share, subject to adjustment. In the event of default occurs, the conversion price shall be the lesser of (i) the initial conversion price of $3.00 and (ii) 50% of the average of the 3 lowest trading prices during the 20 trading days immediately prior to the applicable conversion date.

(ii) *Series A Warrants*

The Series A Warrants to acquire up to 833,333 shares of Common Stock at the Series A Initial Exercise Price of $3.00 and expiring on December 1, 2021. The Warrants may be exercised immediately upon the issuance date, upon the option of the holder.

(iii) *Series B Warrants*

The Series B Warrants to acquire up to 833,333 shares of Common Stock at the Series B Initial Exercise Price of $.0001 and expiring on December 1, 2021. The Series B Warrants were exercised immediately upon the issuance date. The Company received gross proceeds of $1,667 upon exercise of the warrants.

Upon issuance of the note, the Company valued the warrants using the Black-Scholes Option Pricing model and accounted for it using the relative fair value of $1,448,293 as debt discount on the consolidated balance sheet. The debt discount is amortized over the earlier of (i) the term of the debt or (ii) conversion of the debt, using the effective interest method which approximates the interest method. The amortization of debt discount is included as a component of interest expense in the consolidated statements of operations. There was unamortized debt discount of $0 and $4,999 as of December 31, 2019 and 2018, respectively, which includes the debt discount recorded upon execution of the Securities Purchase Agreement discussed above.

Investment in CONtv

The Company currently holds a limited and passive interest of 10% in CONtv, a joint venture with third parties and Bristol Capital, LLC (a related party controlled by a member of the Board). CONtv is a digital network devoted to fans of pop culture entertainment and is inactive

For the years ended December 31, 2019 and 2018, the Company recognized $0 losses from this venture, respectively.

As of December 31, 2019 and 2018, the investment in CONtv was $0.

As of December 31, 2019 and 2018, the amount due to CONtv was $224,241.

Note 6 – Convertible Debenture

Securities Purchase Agreement

Effective December 19, 2019, the Company entered into the Purchase Agreement with a Purchaser, pursuant to which the Company sold to the Purchaser, for a cash purchase price of $2,500,000, securities comprising: (i) the Debenture and (ii) Series A Warrants. Pursuant to the Purchase Agreement, the Company paid $25,400 to the Purchaser to cover the Purchaser's legal fees. The Company recorded as a debt discount of $25,400 related to the cash paid and the relative fair value of the shares issued to Purchaser for legal fees.

(i) *Debenture*

The Debenture with an initial principal balance of $2,500,000, due December 30, 2021 (the "Maturity Date"), will accrue interest on the aggregate unconverted and then outstanding principal amount of the Debenture at the rate of 12% per annum. Interest is payable quarterly on (i) January 1, April 1, July 1 and October 1, beginning on January 1, 2020, (ii) on each date the Purchaser converts, in whole or in part, the Debenture into Common Stock (as to that principal amount then being converted), and (iii) on the day that is 20 days following the Company's notice to redeem some or all of the of the outstanding principal of the Debenture (only as to that principal amount then being redeemed) and on the Maturity Date. The Debenture is convertible into shares of the Company's Common Stock at any time at the option of the holder, at an initial conversion price of $2.50 (as converted) per share, subject to adjustment. In the event of default occurs, the conversion price shall be the lesser of (i) the initial conversion price of $2.50 and (ii) 50% of the average of the 3 lowest trading prices during the 20 trading days immediately prior to the applicable conversion date.

(ii) *Warrants*

The Series A Warrants to acquire up to 300,000 shares of Common Stock at the Series A Initial Exercise Price of $2.50 and expiring on December 1, 2024. The Warrants may be exercised immediately upon the issuance date, upon the option of the holder.

Upon issuance of the note, the Company valued the warrants using the Black-Scholes Option Pricing model and accounted for it using the relative fair value of $545,336 as debt discount on the consolidated balance sheet. The debt discount is amortized over the earlier of (i) the term of the debt or (ii) conversion of the debt, using the effective interest method which approximates the interest method. The amortization of debt discount is included as a component of interest expense in the consolidated statements of operations.

Note 7 – Commitments and Contingencies

Employment Agreements

Appointment of President and Chief Executive Officer

On April 22, 2016, the Board approved the appointment of Mr. John D. Maatta as the Company's President and Chief Executive Officer, effective as of May 3, 2016. Mr. Maatta will continue to serve as a member of the Board. In addition, the Board granted Mr. Maatta options to purchase up to an aggregate of 55,000 shares of the Company's common stock, subject to the terms and conditions of the Third Amended and Restated 2011 Stock Incentive and Award Plan, which were fully vested as of December 31, 2018. Mr. Maatta formally entered into his Employment Agreement with the Company on July 17, 2016. Effective January 1, 2018, Mr. Maatta has elected to receive 50% of the compensation provided for his employment contract and is currently receiving $125,000 per year with the remainder of the balance deferred which amount is included in accounts payable and accrued expenses on the accompanying consolidated balance sheets. On November 22, 2018, the Board of Directors of the Company decided to issue 86,466 shares of Preferred stock for settlement of the deferred compensation due to Mr. Maatta totaling $212,707. Deferred compensation for Mr. Maatta accrued as of December 31, 2019 and 2018 was $186,885 and $48,680, respectively. Mr. Maatta made a non-interest bearing loan to the Company during the year ended December 31, 2019 of $100,000, which was included in accrued liabilities on the consolidated balance sheet.

On January 23, 2019, the Company granted options to purchase an additional 20,000 shares of the Company's common stock. The options were with an exercise price of $2.60 (as converted) per share, a term of 5 years, and immediate vesting. The options have an aggregated fair value of approximately $46,431 that was calculated using the Black-Scholes option-pricing model based on the assumptions below in Note 8.

Consulting Agreement

As discussed in Note 6, on December 29, 2016, the Company entered into a Consulting Services Agreement (the "Consulting Agreement") with Bristol managed by Paul L. Kessler, the Chairman of the Company. Pursuant to the Consulting Agreement, Mr. Kessler will serve as Executive Chairman of the Company. The initial term of the Agreement is from December 29, 2016 through March 28, 2017 (the "Initial Term"). The term of the Consulting Agreement will be automatically extended for additional terms of 90-day periods each (each a "Renewal Term" and together with the Initial Term, the "Term"), unless either the Company or Bristol gives prior written notice of non-renewal to the other party no later than thirty (30) days prior to the expiration of the then current Term.

During the Term, the Company will pay Bristol a monthly fee (the "Monthly Fee") of $18,750. For services rendered by Bristol prior to entering into the Consulting Agreement, the Company will pay Bristol the Monthly Fee, pro-rated, for the time between September 1, 2016 and December 29, 2016. Bristol may also receive an annual bonus as determined by the Compensation Committee of the Company's Board of Directors (the "Board") and approved by the Board. Bristol has deferred payment of the monthly fees due from the Company as defined under the Consulting Agreement. On November 22, 2018, the Board of Directors of the Company decided to issue 201,982 shares of Preferred stock for settlement of the outstanding fees due to Bristol totaling $496,875. At December 31, 2019 and 2018, the Company accrued $125,154 and $0, respectively, of net monthly fees due to Bristol.

In addition, the Company granted to Bristol options to purchase up to an aggregate of 30,000 shares of the Company's common stock. On January 23, 2019, the Company granted options to purchase an additional 300,000 shares of the Company's common stock. The options were with an exercise price of $2.60 (as converted) per share, a term of 5 years, and immediate vesting. The options have an aggregated fair value of approximately $34,823 that was calculated using the Black-Scholes option-pricing model based on the assumptions below in Note 8.

Legal proceedings

The Company is from time to time involved in legal proceedings in the ordinary course of business. It is not involved in any disputes and does not have any litigation matters pending which the Company believes could have a materially adverse effect on the Company's financial condition or results of operations.

Note 8 – Operating Leases

On June 16, 2016, the Company entered into a Standard Multi-Tenant Sublease ("Sublease") with Bristol Capital Advisors, an entity controlled by the Company's Chairman of the Board. The leased premises are owned by an unrelated third party and Bristol Capital Advisors passes the lease costs down to the Company. The term of the Sublease is for 5 years and 3 months beginning on July 1, 2016 commencing with monthly payments of $8,118. During the years ended December 31, 2019 and 2018, the Company paid lease obligations of $115,954 and $101,843, respectively, under the Sublease.

We determine if an arrangement contains a lease at inception. Right of use ("ROU") assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. ROU assets and liabilities are recognized at the lease commencement date based on the estimated present value of lease payments over the lease term.

Our leases consist of leaseholds on office space. We utilized a portfolio approach in determining our discount rate. The portfolio approach takes into consideration the range of the term, the range of the lease payments, the category of the underlying asset and our estimated incremental borrowing rate, which is derived from information available at the lease commencement date, in determining the present value of lease payments. We also give consideration to our recent debt issuances as well as publicly available data for instruments with similar characteristics when calculating our incremental borrowing rates.

Our lease term includes options to extend the lease when it is reasonably certain that we will exercise that option. Leases with a term of 12 months or less are not recorded on the balance sheet, per the election of the practical expedient noted above.

We recognize lease expense for these leases on a straight-line basis over the lease term. We recognize variable lease payments in the period in which the obligation for those payments is incurred. Variable lease payments that depend on an index or a rate are initially measured using the index or rate at the commencement date, otherwise variable lease payments are recognized in the period incurred.

The components of lease expense were as follows:

		Year Ended December 31, 2019
Operating lease		115,954
Sublease income		(37,807)
Total net lease cost	$	78,147

Supplemental cash flow and other information related to leases was as follows:

		Year Ended December 31, 2019
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	$	(104,899)
ROU assets obtained in exchange for lease liabilities:		
Operating leases	$	252,980
Weighted average remaining lease term (in years):		
Operating leases		1.67
Weighted average discount rate:		
Operating leases		12%

The following table presents the maturity of the Company's lease liabilities as of December 31, 2019:

Fiscal year ending December 31:		
2020	$	108,046
2021		83,054
2022		-
		191,100
Less: Imputed interest		(17,960)
Present value	$	173,140

Note 9 – Stockholders' Equity (Deficit)

Reverse Stock Split

Following the board of directors approval, the Company filed a Certificate of Change to its Articles of Incorporation (the "Amendment"), with the Secretary of State of the State of Delaware to effectuate a one-for-twenty (1:20) reverse stock split (the "Reverse Stock Split") of for all classes of its stock, par value $0.0001 per share, without any change to its par value. The Amendment became effective on January 23, 2020. No fractional shares were issued in connection with the Reverse Stock Split as all fractional shares were "rounded up" to the next whole share.

All share and per share amounts for the common stock have been retroactively restated to give effect to the reverse splits.

The Company's authorized capital stock consists of 105,000,000 shares, of which 100,000,000 are for shares of common stock, par value $0.0001 per share, and 5,000,000 are for shares of preferred stock, par value $0.0001 per share, of which 3,500 have been designated as Series A Cumulative Convertible Preferred Stock ("Series A").

On November 22, 2018, the Board of Directors of the Company decided to issue 288,448 shares of Preferred stock for settlement of the outstanding liabilities due to Bristol and Mr. Maatta totaling $709,506.

As of December 31, 2019 and 2018, there were 288,448 shares of preferred stock issued and outstanding and 0 shares of Series A, respectively.

As of December 31, 2019 and 2018, there were 3,506,752 and 3,506,752 shares of common stock issued and outstanding, respectively. Each share of the common stock entitles its holder to one vote on each matter submitted to the shareholders.

Equity Incentive Plan

On May 9, 2011, the Board approved, authorized and adopted (subject to stockholder approval) the 2011 Incentive Stock and Award Plan (the "Plan"). The Plan was amended on September 14, 2011, April 11, 2012, July 9, 2012 and September 25, 2014. The Plan provides for the issuance of up to 750,000 shares of common stock, par value $.0001 per share, of the Company through the grant of non-qualified options (the "Non-qualified Options"), incentive options (the "Incentive Options") and together with the Non-qualified Options, the ("Options") and restricted stock (the "Restricted Stock") to directors, officers, consultants, attorneys, advisors and employees.

The Plan shall be administered by a committee consisting of two or more independent, non-employee and outside directors (the "Committee"). In the absence of such a Committee, the Board shall administer the Plan.

Restricted Stock

Each award of Restricted Stock is subject to the following material terms:

(i) no rights to an award of Restricted Stock is granted to the intended recipient of Restricted Stock unless and until the grant of Restricted Stock is accepted within the period prescribed by the Committee;

(ii) Restricted Stock shall not be delivered until they are free of any restrictions specified by the Committee at the time of grant;

(iii) recipients of Restricted Stock have the rights of a stockholder of the Company as of the date of the grant of the Restricted Stock;

(iv) shares of Restricted Stock are forfeitable until the terms of the Restricted Stock grant have been satisfied or the employment with the Company is terminated; and

(v) the Restricted Stock is not transferable until the date on which the Committee has specified such restrictions have lapsed.

On October 16, 2018, the Company granted the members of the Board 80,000 restricted shares of the Company's common stock with an exercise price of $3.40 (as converted) per share with an aggregate fair value of approximately $272,000 and vested immediately. The Company recognized an aggregate of $0 and $272,000 in compensation expense during the year ended December 31, 2019 and 2018, respectively, related to restricted stock.

<u>*Stock Options*</u>

Each Option shall contain the following material terms:

(i) the exercise price, which shall be determined by the Committee at the time of grant, shall not be less than 100% of the Fair Market Value (defined as the closing price on the final trading day immediately prior to the grant on the principal exchange or quotation system on which the common stock is listed or quoted, as applicable) of the common stock of the Company, *provided* that if the recipient of the Option owns more than ten percent (10%) of the total combined voting power of the Company, the exercise price shall be at least 110% of the Fair Market Value;

(ii) the term of each Option shall be fixed by the Committee, *provided* that such Option shall not be exercisable more than five (5) years after the date such Option is granted, and *provided further* that with respect to an Incentive Option, if the recipient owns more than ten percent (10%) of the total combined voting power of the Company, the Incentive Option shall not be exercisable more than five (5) years after the date such Incentive Option is granted;

(iii) subject to acceleration in the event of a Change of Control of the Company (as further described in the Plan), the period during which the Options vest shall be designated by the Committee or, in the absence of any Option vesting periods designated by the Committee at the time of grant, shall vest and become exercisable in equal amounts on each fiscal quarter of the Company through the four (4) year anniversary of the date on which the Option was granted;

(iv) no Option is transferable and each is exercisable only by the recipient of such Option except in the event of the death of the recipient; and

(v) with respect to Incentive Options, the aggregate Fair Market Value of common stock exercisable for the first time during any calendar year shall not exceed $100,000.

The following is a summary of the Company's option activity:

	Options	Weighted Average Exercise Price (as converted)
Outstanding – January 1, 2018	202,150	$ 11.60
Exercisable – January 1, 2018	166,400	$ 11.40
Granted	45,000	$ 3.40
Exercised	-	$ -
Forfeited/Cancelled	(29,900)	$ -
Outstanding – December 31, 2018	217,250	$ 10.40
Exercisable – December 31, 2018	174,625	$ 11.80
Granted	107,125	$ 2.60
Exercised	-	$ -
Forfeited/Cancelled	(98,375)	$ -
Outstanding – December 31, 2019	226,000	$ 5.40
Exercisable – December 31, 2019	171,083	$ 2.62

Options Outstanding				Options Exercisable	
Exercise Price	Number Outstanding	Weighted Average Remaining Contractual Life (in years)	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
$ 2.60 – 18.80	226,000	3.20 years	$ 5.40	171,083	$ 2.62

At December 31, 2019, the total intrinsic value of options outstanding and exercisable was $0.

On January 23, 2019, the Company granted options to employees and consultants to purchase 72,125 shares of the Company's common stock. The options were with an exercise price of $2.60 (as converted) per share, a term of 5 years, and 2-year vesting. The warrants have an aggregated fair value of approximately $167,440 that was calculated using the Black-Scholes option-pricing model based on the assumptions below as of the grant date.

	December 31, 2019
Risk-free interest rate	2.58%
Expected life of grants	3.5 years
Expected volatility of underlying stock	169.88%
Dividends	0%

The estimated option life was determined based on the "simplified method," giving consideration to the overall vesting period and the contractual terms of the award.

On October 16, 2018, the Company granted three members of the Board 45,000 options to purchase the Company's common stock with an exercise price of $3.40 (as converted) per share, a term of 5 years, and a vesting period of 1 year. The options have an aggregated fair value of approximately $98,544 that was calculated using the Black-Scholes option-pricing model based on the assumptions below as of the grant date.

	December 31, 2018
Risk-free interest rate	2.95%
Expected life of grants	3.0 years
Expected volatility of underlying stock	114.83%
Dividends	0%

During the years ended December 31, 2019 and 2018, the Company recorded total stock-based compensation expense related to options of approximately $274,587 and $85,260, respectively. The unrecognized compensation expense at December 31, 2019 was approximately $92,400.

Stock Warrants

The following is a summary of the Company's warrant activity:

	Warrants	Weighted Average Exercise Price (as converted)
Outstanding – January 1, 2018	833,333	$ 3.00
Exercisable – January 1, 2018	833,333	$ 3.00
Granted	-	$ -
Exercised	-	$ -
Forfeited/Cancelled	-	$ -
Outstanding – December 31, 2018	833,333	$ 3.00
Exercisable – December 31, 2018	833,333	$ 3.00
Granted	300,000	$ 3.00
Exercised	-	$ -
Forfeited/Cancelled	-	$ -
Outstanding – December 31, 2019	1,133,333	$ 2.80
Exercisable – December 31, 2019	1,133,333	$ 2.80

Warrants Outstanding				Warrants Exercisable	
Exercise Price	**Number Outstanding**	**Weighted Average Remaining Contractual Life (in years)**	**Weighted Average Exercise Price**	**Number Exercisable**	**Weighted Average Exercise Price**
$ 2.60 – 3.00	1,133,333	2.72 years	$ 2.80	1,133,333	$ 2.80

At December 31, 2019, the total intrinsic value of warrants outstanding and exercisable was $0.

The following table summarizes the range of assumptions the Company utilized to estimate the fair value of the warrants issued during the year ended December 31, 2019. There were no new warrants granted during the year ended December 31, 2018.

	December 31, 2019
Risk-free interest rate	1.71%
Expected life of grants	5.0 years
Expected volatility of underlying stock	154.71%
Dividends	0%

Note 10 – Credit Risk

Financial instruments that potentially subject the Company to significant concentration of credit risk consist primarily of cash and cash equivalents. As of December 31, 2019 and 2018, substantially all of the Company's cash and cash equivalents were held by major financial institutions and the balance in certain accounts exceeded the maximum amount insured by the Federal Deposits Insurance Corporation ("FDIC"). However, the Company has not experienced losses on these accounts and management believes that the Company is not exposed to significant risks on such accounts.

Note 11 – Income Tax Provision

Deferred Tax Assets

On December 22, 2017, the Tax Cuts and Jobs Act (the "Tax Reform Bill") was signed into law. Prior to the enactment of the Tax Reform Bill, the Company measured its deferred tax assets at the federal rate of 34%. The Tax Reform Bill reduced the federal tax rate to 21% resulting in the re-measurement of the deferred tax asset as of December 31, 2017. Beginning January 1, 2018, the lower tax rate of 21% will be used to calculate the amount of any federal income tax due on taxable income earned during 2018.

At December 31, 2019, the Company has available for U.S. federal income tax purposes a net operating loss ("NOL") carry-forwards of approximately $15.5 million that may be used to offset future taxable income through the fiscal year ending December 31, 2036. If not used, these NOLs may be subject to limitation under Internal Revenue Code Section 382 should there be a greater than 50% ownership change as determined under the regulations. The Company plans on undertaking a detailed analysis of any historical and/or current Section 382 ownership changes that may limit the utilization of the net operating loss carryovers. No tax benefit has been reported with respect to these net operating loss carry-forwards in the accompanying consolidated financial statements since the Company believes that the realization of its net deferred tax asset of approximately $3.2 million was not considered more likely than not and accordingly, the potential tax benefits of the net loss carry-forwards are fully offset by a valuation allowance of $3.2 million.

Deferred tax assets consist primarily of the tax effect of NOL carry-forwards. The Company has provided a full valuation allowance on the deferred tax assets because of the uncertainty regarding its realizability. In assessing the realization of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon future generation for taxable income during the periods in which temporary differences representing net future deductible amounts become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment. After consideration of all the information available, Management believes that significant uncertainty exists with respect to future realization of the deferred tax assets and has therefore established a full valuation allowance. The valuation allowance increased by approximately $397,000 and $764,000 for the years ended December 31, 2019 and 2018, respectively.

The Company evaluated the provisions of ASC 740 related to the accounting for uncertainty in income taxes recognized in an enterprise's financial statements. ASC 740 prescribes a comprehensive model for how a company should recognize, present, and disclose uncertain positions that the Company has taken or expects to take in its tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. Differences between tax positions taken or expected to be taken in a tax return and the net benefit recognized and measured pursuant to the interpretation are referred to as "unrecognized benefits." A liability is recognized (or amount of net operating loss carry forward or amount of tax refundable is reduced) for unrecognized tax benefit because it represents an enterprise's potential future obligation to the taxing authority for a tax position that was not recognized as a result of applying the provisions of ASC 740.

If applicable, interest costs related to the unrecognized tax benefits are required to be calculated and would be classified as "Other expenses – Interest expense" in the statement of operations. Penalties would be recognized as a component of "General and administrative."

No material interest or penalties on unpaid tax were recorded during the years ended December 31, 2019 and 2018, respectively. As of December 31, 2019 and 2018, no liability for unrecognized tax benefits was required to be reported. The Company does not expect any significant changes in its unrecognized tax benefits in the next year.

Components of deferred tax assets are as follows:

	December 31, 2019	December 31, 2018
Net deferred tax assets – Non-current:		
Expected income tax benefit from NOL carry-forwards	$ 3,244,057	$ 2,846,681
Less valuation allowance	(3,244,057)	(2,846,681)
Deferred tax assets, net of valuation allowance	$ -	$ -

Income Tax Provision in the Consolidated Statements of Operations

A reconciliation of the federal statutory income tax rate and the effective income tax rate as a percentage of income before income taxes is as follows:

	For the Year Ended December 31, 2019	For the Year Ended December 31, 2018
Federal statutory income tax rate	21.0%	21.0%
Change in valuation allowance on net operating loss carry-forwards	(21.0)%	(21.0)%
Effective income tax rate	0.0%	0.0%

Note 12 – Subsequent Events

As disclosed in Note 9, Following the board of directors approval, the Company filed a Certificate of Change to its Articles of Incorporation (the "Amendment"), with the Secretary of State of the State of Delaware to effectuate a one-for-twenty (1:20) reverse stock split (the "Reverse Stock Split") of for all classes of its stock, par value $0.0001 per share, without any change to its par value. The Amendment became effective on January 23, 2020. No fractional shares were issued in connection with the Reverse Stock Split as all fractional shares were "rounded up" to the next whole share.

All share and per share amounts for the common stock have been retroactively restated to give effect to the reverse splits.

The Company's authorized capital stock consists of 105,000,000 shares, of which 100,000,000 are for shares of common stock, par value $0.0001 per share, and 5,000,000 are for shares of preferred stock, par value $0.0001 per share, of which 3,500 have been designated as Series A Cumulative Convertible Preferred Stock ("Series A").

In correlation with the Amendment with the Secretary of State of the State of Delaware the Company has commenced the procedures to convert the preferred stock exchanged for liabilities owed to two officers and Board members to Series A Cumulative Convertible Preferred Stock.

In December 2019, a novel strain of coronavirus, COVID-19, surfaced in Wuhan, China. This virus continues to spread around the world, resulting in business and social disruption. The coronavirus was declared a Public Health Emergency of International Concern by the World Health Organization on January 30, 2020. The operations and business results of the company could be materially adversely affected. The extent to which the coronavirus may impact business activity or results of operations will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of the coronavirus and the actions required to contain the coronavirus or treat its impact, among others.

Exhibit 3.11

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of Wizard Entertainment, Inc. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FOURTH" so that, as amended, said Article shall be and read as follows:

The total number of shares of stock which this corporation is authorized to issue is:

One Hundred Million (100,000,000) shares of which Eighty Million (80,000,000) shares with a par value of $0.0001 each, amounting to Eight Thousand Dollars ($8,000) are Common Stock and Twenty Million (20,000,000) shares with a par value of $0.0001 each, amounting to Two Thousand Dollars ($2,000) are Preferred Stock.

The issued and outstanding shares of stock of the corporation are reverse split on a 1 for 20 basis. Appropriate filings shall be made with the Financial Industry Regulatory Authority to make the reverse split effective. The reverse split notwithstanding, the authorized shares of the corporation shall remain the same as set forth in the preceding paragraph.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a majority written consent of the shareholders was entered into and duly noticed to all shareholders not signing the written consent in accordance with Section 228 of the General Corporation Law of the State of Delaware wherein the necessary number of shares as required by statute were represented in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 23rd day of January, 2020.

By: */s/ John Maatta*
Authorized Officer
Title: President and Chief Executive Officer
Name: John Maatta

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:57 PM 01/23/2020
FILED 05:57 PM 01/23/2020
SR 20200515705 – File Number 3386812

Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002

I, John D. Maatta, certify that:

1. I have reviewed this annual report on Form 10-K of Wizard Entertainment, Inc.;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly for the period in which this annual report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: March 30, 2020

By: */s/ John D. Maatta*
John D. Maatta
Principal Executive Officer

Exhibit 31.2

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002

I, John D. Maatta, certify that:

1. I have reviewed this annual report on Form 10-K of Wizard Entertainment, Inc.;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

e) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly for the period in which this annual report is being prepared;

f) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

g) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;

h) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: March 30, 2020

By: */s/ John D. Maatta*
John D. Maatta
Principal Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF
THE SARBANES-OXLEY ACT OF 2002

In connection with this Annual Report of Wizard Entertainment, Inc. (the "Company"), on Form 10-K for the year ended December 31, 2019, as filed with the U.S. Securities and Exchange Commission on the date hereof, I, John D. Maatta, Principal Executive Officer of the Company, certify to the best of my knowledge, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

(1) Such Annual Report on Form 10-K for the year ended December 31, 2019, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in such Annual Report on Form 10-K for the year ended December 31, 2019, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 30, 2020

By: */s/ John D. Maatta*
John D. Maatta
Principal Executive Officer

EXHIBIT 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF
THE SARBANES-OXLEY ACT OF 2002

In connection with this Annual Report of Wizard Entertainment, Inc. (the "Company"), on Form 10-K for the year ended December 31, 2019, as filed with the U.S. Securities and Exchange Commission on the date hereof, I, John D. Maatta, Principal Financial Officer of the Company, certify to the best of my knowledge, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

(1) Such Annual Report on Form 10-K for the year ended December 31, 2019, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in such Annual Report on Form 10-K for the year ended December 31, 2019, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 30, 2020

By: */s/ John D. Maatta*
John D. Maatta
Principal Financial Officer

EXHIBIT 99

Revised Report of Registered Independent Public Accounting Firm
Corrected Name of Company and updates

REPORT OF REGISTERED INDEPENDENT PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of Wizard Entertainment, Inc.:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Wizard Entertainment, Inc. (the "Company") as of December 31, 2018 and 2017, the related consolidated statements of operations, changes in stockholders' equity, and cash flows for each of the years in the two-year period ended December 31, 2018, and the related notes (collectively referred to as the "financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the two years in the two-year period ended December 31, 2018, in conformity with U.S. generally accepted accounting principles.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ MaughanSullivan LLC

We have served as the Company's auditor since 2017.

Manchester, VT
April 1, 2019
March 30, 2020