

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

FORM 8-K

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

Date of Report (Date of earliest event reported): January 20, 2022

THEMAVEN, INC.

(Exact Name of Registrant as Specified in Charter)

DELAWARE <small>(State or Other Jurisdiction of Incorporation)</small>	1-12471 <small>(Commission File Number)</small>	68-0232575 <small>(IRS Employer Identification No.)</small>
200 Vesey Street, 24 th Floor, New York, New York <small>(Address of Principal Executive Offices)</small>	10281 <small>(Zip Code)</small>	

Registrant's telephone number, including area code: 212-321-5002

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

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

Title of each class	Trading Symbol(s)	Name on exchange on which registered
N/A	N/A	N/A

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Act of 1934 (§240.12b-2 of this chapter)

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

The registrant (the “Company”) anticipates that its corporate name will change from theMaven, Inc. to The Arena Group Holdings, Inc. on or about February 3, 2022. The name change was approved by the Company’s board of directors (the “Board”) through the filing of a Certificate of Amendment to the Company’s Amended and Restated Certificate of Incorporation (the “Certificate of Amendment”) on January 20, 2022, as corrected through the filing of a Certificate of Correction to the Certificate of Amendment on January 26, 2022 (the “Certificate of Correction” and, together with the Certificate of Amendment, the “Certificate”). In accordance with Section 242(b)(1) of the Delaware General Corporation Law (the “DGCL”), stockholder approval of the name change was not required. A copy of the Certificate of Amendment and the Certificate of Correction are attached hereto as Exhibits 3.1 and 3.2 respectively, and are incorporated by reference herein. The name change does not affect the rights of the Company’s security holders.

Pursuant to the Certificate, the Company also anticipates effecting a 1-for-22 reverse stock split (the “Reverse Stock Split”) of the shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”), that are outstanding as of February 2, 2022, the record date. As previously reported on our Current Report on Form 8-K, filed on November 18, 2020, the Company’s stockholders holding more than a majority of the voting power of the Company approved the amendment to the Company’s Amended and Restated Certificate of Incorporation on November 24, 2020, to effect, at the discretion of our Board, a reverse split of the Common Stock at a ratio determined by the Board in the range of 1-for-2 to 1-for-100, with such ratio to be determined by the Board in its discretion, without reducing the authorized number of shares of Common Stock. Following approval from the stockholders, and after a delay, on January 20, 2022 the Board determined to effect the Reverse Stock Split at a ratio of 1-for-22 and filed the Certificate with the Secretary of State of the State of Delaware.

A notice of corporate action was filed with the Financial Industry Regulatory Authority (“FINRA”), requesting approval to change the Company’s corporate name and trading symbol, and to effect the Reverse Stock Split. The Company anticipates that the Reverse Stock Split will be effective at the open of trading on February 4, 2022 (the “Effective Date”), subject to final approval by FINRA.

As a result of the Reverse Stock Split, on the Effective Date, every twenty-two shares of issued and outstanding Common Stock will be automatically combined into one issued and outstanding share of Common Stock, without any change in the par value per share. No fractional shares will be issued as a result of the Reverse Stock Split. Any fractional shares that would otherwise have resulted from the Reverse Stock Split will be rounded up to the next whole number. The Reverse Stock Split will reduce the number of shares of Common Stock outstanding from 277,924,445 shares to approximately 12,632,929 shares, subject to adjustment for the rounding up of fractional shares, assuming the number of shares outstanding does not change. The number of authorized shares of Common Stock under the Amended and Restated Certificate of Incorporation will remain unchanged at 1,000,000,000 shares. The new CUSIP number for the Common Stock following the Reverse Stock Split will be 040044 109.

The information set forth herein is qualified in its entirety by reference to the complete text of the Certificate of Amendment and Certificate of Correction, copies of which are filed with this Current Report on Form 8-K as Exhibits 3.1 and 3.2, respectively.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
3.1	<u>Certificate of Amendment of the Amended and Restated Certificate of Incorporation, filed with the Secretary of State of the State of Delaware on January 20, 2022</u>
3.2	<u>Certificate of Correction of the Certificate of Amendment of the Amended and Restated Certificate of Incorporation, filed with the Secretary of State of the State of Delaware on January 26, 2022</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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

THEMAVEN, INC.

Dated: January 26, 2022

By: /s/ Douglas B. Smith

Name: Douglas B. Smith

Title: Chief Financial Officer

**CERTIFICATE OF AMENDMENT TO
THE AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
THEMAVEN, INC.**

theMaven, Inc. (the "Corporation"), a corporation duly organized and validly existing pursuant to the General Corporation Law of the State of Delaware, hereby certifies as follows:

FIRST: The name of the Corporation is "theMaven, Inc."

SECOND: Article I of the Corporation's Amended and Restated Certificate of Incorporation is hereby deleted in its entirety and replaced with the following new Article I, reading in its entirety as follows:

"1. The name of the Corporation is The Arena Group Holdings, Inc. (the "Corporation")."

THIRD: Article IV of the Corporation's Amended and Restated Certificate of Incorporation is hereby amended by adding the following paragraph immediately following the first paragraph of Article IV as follows:

"Effective at 8:00 p.m., Eastern Time, on January 27, 2022 (the "Effective Time"), every twenty-two (22) shares of Common Stock of the Corporation issued and outstanding or held as treasury shares shall thereupon, without any action on the part of the holder thereof or the Corporation, be reclassified and combined into one (1) share of validly issued, fully paid, and non-assessable share of Common Stock having a par value of \$0.01 per share, subject to the treatment of fractional share interests as described in the immediately following sentence (the "Reverse Stock Split"). Any fractional shares of Common Stock resulting from the Reverse Stock Split shall be rounded up to the next whole share."

FOURTH: All other provisions of the Amended and Restated Certificate of Incorporation shall remain unchanged.

FIFTH: Pursuant to Section 242 of the General Corporation Law of the State of Delaware, this amendment to the Amended and Restated Certificate of Incorporation of the Corporation has been duly adopted by the Corporation's Board of Directors.

SIXTH: This Certificate of Amendment shall be effective on January 27, 2022.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Amended and Restated Certificate of Incorporation to be duly executed by its authorized officer as of January 20, 2022.

theMaven, Inc.

By: /s/ Douglas B. Smith

Name: Douglas B. Smith

Title: Chief Financial Officer

**STATE OF DELAWARE
CERTIFICATE OF CORRECTION**

theMaven, Inc. a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware

DOES HEREBY CERTIFY:

1. The name of the corporation is theMaven, Inc.
2. That a Certificate of Amendment (the "Certificate") to the Amended and Restated Certificate of Incorporation of theMaven, Inc. was filed by the Secretary of State of Delaware on January 20, 2022 and that said Certificate requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.
3. The inaccuracy or defect of said Certificate is that the date of effectiveness as approved by the Board of Directors of theMaven, Inc. in Article Third and Article Sixth of the Certificate was inaccurately stated as January 27, 2022 and should have been set forth as February 3, 2022.
4. Article Third of the Certificate is hereby corrected to read as follows:

"THIRD: Article IV of the Corporation's Amended and Restated Certificate of Incorporation is hereby amended by adding the following paragraph immediately following the first paragraph of Article IV as follows:

"Effective at 8:00 p.m., Eastern Time, on February 3, 2022, every twenty-two (22) shares of Common Stock of the Corporation issued and outstanding or held as treasury shares shall thereupon, without any action on the part of the holder thereof or the Corporation, be reclassified and combined into one (1) share of validly issued, fully paid, and non-assessable share of Common Stock having a par value of \$0.01 per share, subject to the treatment of fractional share interests as described in the immediately following sentence (the "Reverse Stock Split"). Any fractional shares of Common Stock resulting from the Reverse Stock Split shall be rounded up to the next whole share."

5. Article Sixth of the Certificate is hereby corrected to read as follows:

"SIXTH: This Certificate of Amendment shall be effective as of 8:00 p.m. Eastern Time on February 3, 2022."

IN WITNESS WHEREOF, said corporation has caused this Certificate of Correction this 26th day of January 2022.

By: /s/ Douglas B. Smith

Name: Douglas B. Smith

Title: Chief Financial Officer
