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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

April 16, 2019  
Date of Report (date of earliest event reported)

iPic Entertainment Inc.  
(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or  
organization)

001-38380  
(Commission  
File Number)

82-3129582  
(I.R.S. Employer  
Identification Number)

Mizner Park, 433 Plaza Real, Ste. 335,  
Boca Raton, Florida 33432  
(Address of principal executive offices)

(561) 886-3232  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name or former address, if changed since last report)

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

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

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 Exchange 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.

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#### **Item 4.01 Change in Registrant's Certifying Accountant**

##### *Resignation of Independent Registered Public Accounting Firm*

Effective April 16, 2019, Crowe LLP ("Crowe") resigned as the independent registered public accounting firm of iPic Entertainment Inc. (the "Company"). Crowe served as the independent registered public accounting firm of the Company since November 29, 2011.

The report of Crowe on the Company's financial statements for the year ended December 31, 2018 and December 31, 2017 did not contain any adverse opinion or a disclaimer of opinion and was not qualified or modified as to audit scope or accounting principles, except that there was an explanatory paragraph in each such report describing conditions that raised substantial doubt about the Company's ability to continue as a going concern.

During the fiscal year ended December 31, 2017 and December 31, 2018 and the subsequent interim period through April 16, 2019, (the "Review Period") (i) there were no disagreements between the Company and Crowe on any matters of accounting principles or practices, financial statement disclosure or auditing scope and procedures which, if not resolved to the satisfaction of Crowe would have caused Crowe to make reference to the matter of the disagreement in connection with its report on the Company's financial statements and (ii) there were no "reportable events" (as that term is described in Item 304(a)(1)(v) of Regulation S-K), except that the Company's internal control over financial reporting was not effective due to the existence of the following material weaknesses, as disclosed in the Company's Annual Report on Form 10-K for the fiscal years ended December 31, 2017 and December 31, 2018.

##### *Material Weaknesses*

- Management noted that the Company does not have an effective control environment because the Company does not have formalized internal control policies and procedures. Specifically, the Company has not yet designed an effective system of internal control over financial reporting.
- Management identified material weaknesses related to the Company's lack of adequate review of complex accounting matters. Specifically, the Company has not yet designed precise enough review controls in order to identify material misstatements relating to complex accounting matters, including review controls over the preparation of our long-lived asset impairment evaluation and other areas.
- Management identified material weaknesses relating to improperly designed period end financial reporting controls. Specifically, the Company has not yet designed suitable review controls governing the review of financial statements and accounting records. Additionally, the Company does not have adequate review controls over its periodic financial reporting including maintaining sufficient monitoring controls over the recording of journal entries and maintaining sufficient segregation of duties.

##### *Remediated Material Weakness*

The Company reported a material weakness for the year ended December 31, 2017 related to improperly designed information technology controls.

The Company has provided Crowe with a copy of the foregoing disclosure, and requested that Crowe furnish the Company with a letter addressed to the Securities and Exchange Commission stating whether or not it agrees with such disclosure. A copy of the letter from Crowe addressed to the Securities and Exchange Commission dated as of April 22, 2019 is filed as Exhibit 16.1 to this Form 8-K.

##### *Appointment of Independent Registered Public Accounting Firm*

The Company is in the process of evaluating a new independent registered public accounting firm and will disclose the engagement of such firm at the appropriate time.

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

(d) Exhibits.

16.1 [Letter from Crowe LLP dated April 22, 2019 to the Securities and Exchange Commission.](#)

**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.

Dated: April 22, 2019

IPIC ENTERTAINMENT, INC.

By: /s/ Andre Loehrer  
Name: Andre Loehrer  
Title: Interim Chief Financial Officer



Crowe LLP  
Independent Member Crowe Global

April 22, 2019

Office of the Chief Accountant  
Securities and Exchange Commission  
100 F Street, N. E.  
Washington, D.C. 20549

Ladies and Gentlemen:

We have read iPic Entertainment Inc.'s statements included under Item 4.01 of its Form 8-K dated April 22, 2019, and we agree with such statements, except that we are not in a position to agree or disagree with the information included underneath the heading *Appointment of Independent Registered Public Accounting Firm*.

/s/ Crowe LLP  
Fort Lauderdale, Florida

cc: Mr. Dana Messina  
Audit Committee Chairman  
iPic Entertainment Inc.