

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

June 9, 2021

Date of report (Date of earliest event reported)

IMAX Corporation

(Exact Name of Registrant as Specified in Its Charter)

Canada
(State or Other Jurisdiction
of Incorporation)

001-35066
(Commission
File Number)

98-0140269
(I.R.S. Employer
Identification Number)

2525 Speakman Drive
Mississauga, Ontario, Canada L5K 1B1
(905) 403-6500

902 Broadway, Floor 20
New York, New York, USA 10010
(212) 821-0100

(Address of principal executive offices, zip code, telephone numbers)

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares, no par value	IMAX	The New York Stock Exchange

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.

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

IMAX Corporation (the “Company”) held its 2021 Annual and Special Meeting of Shareholders (the “Meeting”) via live audio webcast on June 9, 2021. At the Meeting, the shareholders confirmed amendments to the Company’s By-Law No. 1 by way of repeal and replacement (as amended, the “Amended and Restated By-Law No. 1”). The Amended and Restated By-Law No. 1, among other things, allows meeting of shareholders to be conducted virtually. The Company’s board of directors (the “Board”) previously approved and adopted the Amended and Restated By-Law No. 1 on March 4, 2021.

The foregoing description of the Amended and Restated By-Law No. 1 does not purport to be complete and is qualified in its entirety by reference to the full text of the Amended and Restated By-Law No. 1, which is filed as Exhibit 3.1 to this Current Report and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

Set forth below are the matters acted upon by the Company’s shareholders at the Meeting, and the final voting results on each matter.

1. Election of Directors

Eric A. Demirian, Kevin Douglas, Richard L. Gelfond, David W. Leebron, Michael MacMillan, Steve Pamon, Dana Settle, and Darren Throop were elected as directors of the Company. Each director elected will hold office until the earlier of the close of the next annual meeting of shareholders in 2022, the election or appointment of his or her successor, or the date of his or her resignation or termination.

Director	Votes For	Votes Withheld/Abstained	Broker Non-Votes
Eric A. Demirian	45,322,205	323,006	4,409,206
Kevin Douglas	36,070,477	9,574,734	4,409,206
Richard L. Gelfond	45,457,904	187,307	4,409,206
David W. Leebron	40,538,294	5,106,917	4,409,206
Michael MacMillan	44,150,588	1,494,623	4,409,206
Steve Pamon	45,488,881	156,330	4,409,206
Dana Settle	35,642,942	10,002,269	4,409,206
Darren D. Throop	31,949,258	13,695,953	4,409,206

2. Appointment of Auditors

The shareholders approved the appointment of PricewaterhouseCoopers LLP as the Company’s independent auditors until the next annual meeting of shareholders in 2022, and shareholders authorized the directors to fix their remuneration.

Votes For	Votes Against	Votes Withheld/Abstained	Broker Non-Votes
49,550,370	493,203	7,280	3,564

3. Named Executive Officer Compensation (“Say-on-Pay”)

The shareholders approved the advisory vote on the compensation of the Company’s Named Executive Officers.

Votes For	Votes Against	Votes Withheld/Abstained	Broker Non-Votes
28,195,670	16,651,560	797,980	4,409,207

4. Confirmation of Amendments to By-Law No. 1

The shareholders confirmed the amendments to the Company’s By-Law No. 1.

Votes For	Votes Against	Votes Withheld/Abstained	Broker Non-Votes
45,427,697	75,670	141,842	4,409,208

Item 7.01 Regulation FD

On June 9, 2021, the Company issued a press release announcing the election of Steve Pamon as director and the appointment of Darren D. Throop as chairman of the Board. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in this Item 7.01 of this current report on Form 8-K, including Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	Amended and Restated By-Law No. 1 of IMAX Corporation, enacted on March 4, 2021. Incorporated by reference to Exhibit 3.2 to IMAX Corporation's Form 10-K filed on March 4, 2021.
99.1	Press Release dated June 9, 2021.
104	Cover Page Interactive Data File (formatted as inline XBRL)

SIGNATURE

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.

IMAX Corporation
(Registrant)

Date: June 9, 2021

By: /s/ Robert D. Lister Name: Robert D. Lister Title: Chief Legal Officer and Senior Executive Vice President

By: /s/ Kenneth I. Weissman
Name: Kenneth I. Weissman
Title: Senior Vice President, Legal Affairs and Corporate Secretary



**DARREN THROOP ELECTED CHAIRMAN OF IMAX BOARD OF DIRECTORS,
VETERAN ENTERTAINMENT EXECUTIVE STEVE PAMON TO JOIN IMAX BOARD**

Throop — Founder, CEO and President of Entertainment One — has Served on IMAX Board since 2015

*Pamon Brings Decades of Experience in Media and Entertainment,
Most Recently as President and COO of Beyoncé’s Parkwood Entertainment*

NEW YORK — June 9, 2021 — IMAX Corporation (NYSE: IMAX) today announced that its Board of Directors has elected longstanding Board Member Darren Throop — founder, CEO and President of Entertainment One (eOne) — as Chairman. At its Annual and Special Meeting of Shareholders today, IMAX shareholders also elected Steve Pamon, former President and Chief Operating Officer of Beyoncé’s Parkwood Entertainment, to join the Board. Both appointments are effective immediately.



Darren Throop Becomes Chairman of IMAX’s Board of Directors



Steve Pamon joins IMAX’s Board of Directors

“Darren has been a strong, influential leader on the IMAX Board, expanding on his brilliant career in building eOne into a global content force from the ground up,” said Rich Gelfond, Chief Executive Officer of IMAX. “Darren’s expertise in maximizing the value of global brands, scaling businesses, and navigating the evolving content landscape will continue to be instrumental to our growth strategy.”

“Steve is a seasoned and versatile business leader with a track record of entrepreneurship and innovation in entertainment throughout his successful career,” continued Gelfond. “Steve’s expertise at the intersection of entertainment, technology, and cutting-edge consumer experiences will be important to IMAX as we seek to grow and create new opportunities for our global brand.”

“I’m so pleased to take on this role and continue working alongside Rich, the IMAX leadership team and my fellow Board members to drive the business forward, especially as we enter a new era of the moviegoing experience,” said Throop. “IMAX’s commitment to innovative technology is unmatched, and I’m excited to help steer their growth strategy as they continue to bring awe-inspiring, immersive experiences to audiences around the world.”

“From my teenage years working at the Ominmax Theatre in Chicago’s Museum of Science and Industry, I have dreamed of playing a role in the transformative experience of an IMAX presentation,” said Pamon. “Joining the Board of Directors of IMAX is more than an appointment; it is a dream come true.”

An IMAX Director since June 2015, Throop founded eOne — a leading international entertainment company specializing in the acquisition, production and distribution of film and TV content — and has served as its President and CEO since 2003. Throop will continue to serve as a member of IMAX’s Compensation Committee. Most recently Throop engineered the \$3.8 billion sale of eOne to Hasbro in 2019.

eOne’s diverse global content portfolio includes films such as Sam Mendes’ 2019 drama “1917,” which played in the IMAX global network; family franchises “Peppa Pig,” “PJ Masks,” and “Power Rangers;” and artists including The Lumineers and Brandy. Prior to founding eOne, Throop served as CEO of music distributor Records on Wheels and earlier was the owner of Urban Sound Exchange.

Pamon most recently served as the President and Chief Operating Officer of Beyoncé’s management and production company, Parkwood Entertainment, where he was the architect of the wildly successful ‘On the Run’ tour and was awarded both a Grammy Award for “Homecoming” and a Peabody Award for the visual album “Lemonade” as Executive Producer. Prior to Parkwood Entertainment, Steve held executive positions at JPMorgan Chase & Co., the NFL and HBO, and has been widely recognized for his success managing high-performance brands across film, music, event production and more.

Pamon also sits on the board of World Wrestling Entertainment (“WWE”), the board of New York Road Runners – a non-profit organization that produces more than 100 sports events each year including the famed New York City Marathon – and is a founding advisory board member for the “Launch with GS” fund, Goldman Sachs’ \$500 million dollar investment fund that aims to increase access to capital and connections for diverse entrepreneurs.

About IMAX Corporation

IMAX, an innovator in entertainment technology, combines proprietary software, architecture and equipment to create experiences that take you beyond the edge of your seat to a world you’ve never imagined. Top filmmakers and studios are utilizing IMAX theaters to connect with audiences in extraordinary ways, and, as such, IMAX’s network is among the most important and successful theatrical distribution platforms for major event films around the globe.

IMAX is headquartered in New York, Toronto, and Los Angeles, with additional offices in London, Dublin, Tokyo, and Shanghai. As of March 31, 2021, there were 1,652 IMAX theater systems (1,567 commercial multiplexes, 12 commercial destinations, 73 institutional) operating in 84 countries and territories. Shares of IMAX China Holding, Inc., a subsidiary of IMAX Corporation, trade on the Hong Kong Stock Exchange under the stock code “HK.1970.”

IMAX®, IMAX® Dome, IMAX® 3D, IMAX® 3D Dome, Experience It In IMAX®, The IMAX Experience®, An IMAX Experience®, An IMAX 3D Experience®, IMAX DMR®, DMR®, IMAX nXos® and Films to the Fullest®, are trademarks and trade names of the Company or its subsidiaries that are registered or otherwise protected under laws of various jurisdictions. More information about the Company can be found at www.imax.com. You may also connect with IMAX on Instagram (<https://www.instagram.com/imax>), Facebook (www.facebook.com/imax), Twitter (www.twitter.com/imax) and YouTube (www.youtube.com/imaxmovies).

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