

**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**

**September 22, 2022  
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 3.02 Unregistered Sales of Equity Securities.**

The information provided in Item 8.01 of this Current Report on Form 8-K is hereby incorporated by reference into this Item 3.02. The Shares (as defined below) were issued to the Sellers (as defined below) pursuant to the exemption from registration requirements of Securities Act of 1933, as amended (the "Securities Act"), provided under Section 4(a)(2) and Regulation D promulgated thereunder or Regulation S promulgated thereunder, as applicable.

**Item 7.01 Regulation FD Disclosures.**

On September 22, 2022, IMAX Corporation (the "Company") issued a press release announcing the acquisition of SSIMWAVE Inc. ("SSIMWAVE"). A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

On and after September 22, 2022, representatives of the Company and SSIMWAVE will share information about the transaction to various investors. The materials will include the slides attached hereto as Exhibit 99.2 and incorporated herein by reference.

The information in this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 and Exhibit 99.2 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, except as shall be expressly set forth by specific reference in such filing.

**Item 8.01 Other Events.**

On September 22, 2022 (the "Closing Date"), the Company acquired 100% of the issued and outstanding shares of SSIMWAVE (the "Acquisition") pursuant to a share purchase agreement, dated as of September 22, 2022, by and among the Company, SSIMWAVE, the sellers parties thereto (the "Sellers"), and Abdul Rehman, an individual, solely in his capacity as the initial representative. SSIMWAVE provides perceptual quality measurement and optimization solutions based on artificial intelligence technologies for leading media and entertainment companies. Following the Acquisition, SSIMWAVE became a wholly-owned subsidiary of the Company.

As consideration for the Acquisition, on the Closing Date, the Company paid to the Sellers approximately \$18,500,000 in cash, subject to customary adjustments, and issued to the Sellers 160,547 common shares, no par value of the Company (the "Shares"), which were valued at approximately \$2,500,000 in the aggregate based on a volume weighted average price over 15 consecutive trading days ending on (and including) September 16, 2022. In addition, certain Sellers will be eligible to receive additional earn-out payments from the Company valued in an aggregate amount up to \$2,000,000 in cash, contingent upon and following the achievement of certain commercial and financial milestones by specified time periods. Following the Acquisition, all 39 employees of SSIMWAVE will continue their employment with SSIMWAVE (the "Employees"). Certain Employees will be eligible for a one-time employee bonus plan in an aggregate amount up to \$2,000,000 in cash, contingent upon and following the achievement of certain commercial and financial milestones by specified time periods.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release dated September 22, 2022.</a>
99.2	<a href="#">Investor Materials.</a>
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.

Date: September 22, 2022

**IMAX Corporation**  
(Registrant)

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

By: /s/ Kevin Glass  
Name: Kevin Glass  
Title: Senior Vice President and Associate General Counsel, Legal Affairs and Business Development



**IMAX Acquires Streaming Technology Company SSIMWAVE Inc.**

***Breakthrough AI-Driven Software and IP to Expand IMAX Image Enhancement Capabilities and Drive New Revenue Across All Video Platforms***

**NEW YORK and ONTARIO – September 22, 2022** – IMAX Corporation (NYSE: IMAX) today announced it has acquired SSIMWAVE Inc., a leader in AI-driven video quality solutions for media and entertainment companies. The move marks a significant expansion of IMAX's strategy to deliver the highest quality video images on any screen — to drive new, recurring revenue and grow its global leadership in entertainment technology.

Through its patented, two-time Emmy<sup>(R)</sup> Award winning technology, Ontario-based SSIMWAVE enables streaming and broadcast providers to deliver the best possible image on any device for on-demand and live video. Four of the world's top-ten streaming media companies currently partner with SSIMWAVE to optimize video, including Disney, Paramount Global, and Warner Bros. Discovery. Its 30-person engineering team has mapped the human visual system to produce one of the most accurate measures of perceptual quality, which its AI-driven software applies to enhance video streams and files in real time. The acquisition is expected to be accretive in 2023 and have minimal financial impact in 2022.

“SSIMWAVE is doing revolutionary work at the intersection of human visual perception and image enhancement technology. By putting the power of our global brand behind their award-winning engineering team and product suite, IMAX takes a big step toward a new horizon in our ability to deliver the best images for any creator, across every screen,” said Rich Gelfond, CEO of IMAX. “In the near-term, SSIMWAVE brings to IMAX new, SaaS-based revenue and a world-class client roster that tightly aligns with some of our strongest, most successful content partnerships.”

With the explosion in video consumption across platforms, the need for video optimization continues to grow as consumers demand higher resolution including 4K, 8k and new, interactive experiences across gaming, VR, AR, and the metaverse. Additionally, leading filmmakers and creators increasingly demand solutions to ensure the fidelity and quality of their work on any screen. IMAX will work with SSIMWAVE in the near term to further grow its business and product suite, including international expansion. Longer-term, IMAX's technology and post-production teams will work with SSIMWAVE's engineering team to develop new solutions for delivering IMAX-quality video experiences across platforms, around the world.

“Viewers and content creators expect more from video experiences. By joining IMAX, SSIMWAVE will be even better positioned to preserve creators' intent and enable engaging, differentiated viewing experiences to millions of users across platforms,” said Dr. Abdul Rehman, CEO and Co-Founder of SSIMWAVE. “We're excited to join IMAX and tap into its global scale and expertise as more streamers turn to SSIMWAVE to ensure the best viewing experiences while reducing bandwidth costs.”



Founded at Ontario's University of Waterloo, SSIMWAVE's technology has improved the viewer experience of more than 150 million subscribers over billions of viewing hours to date. Its technology is protected with 50 patents and patents pending globally. SSIMWAVE has won a Technology & Engineering Emmy® Award (2020) and a Primetime Emmy® Award for Outstanding Achievement in Engineering (2015). SSIMWAVE was also honored as a Best New Streaming Technology winner in the NAB Show Product of the Year Awards in both 2022 and 2021.

"SSIMWAVE boasts a brilliant team of engineers, technologists, and academics obsessed with image quality and on the leading edge of Ontario's thriving tech community; the similarities between this company and IMAX when we acquired it nearly 30 years ago are uncanny," continued Gelfond. "We look forward to scaling SSIMWAVE's business and taking it in never-before-imagined directions around the world just as we did with IMAX's game-changing projection technology."

The acquisition builds on IMAX's cross-platform expansion with IMAX Enhanced, which brings The IMAX Experience<sup>®</sup> to streaming entertainment with IMAX-exclusive expanded aspect ratio, digitally remastered content, and signature sound. More than 200 IMAX Enhanced titles are available across streaming platforms worldwide, including Disney+, and more than 10 million IMAX Enhanced certified devices are in the market today.

Under the terms of agreement, IMAX acquired SSIMWAVE for \$18.5 million in cash and \$2.5 million in stock with additional earnout consideration of \$4 million, subject to achieving certain operating performance and financial objectives.

For more information, please visit the [IMAX Investor Relations website](#).

#### **About SSIMWAVE**

SSIMWAVE's Video Experience Automation Platform brings the power of the human eye to entire video delivery chains to help streaming services assess video quality at scale, minimize quality drop-offs, and reduce distribution expenses and video assurance costs. Its SSIMPLUS<sup>®</sup> suite of products – Live Monitor, VOD Monitor and Video Quality (VQ) Dial – have also helped the streaming industry address hard-to-solve problems such as banding, A/V sync issues, HDR content distribution, and low-quality sources. SSIMWAVE technology has earned multiple Emmy® Awards as well as an NAB Product of the Year Award.

#### **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 June 30, 2022, there were 1,694 IMAX theater systems (1,610 commercial multiplexes, 12 commercial destinations, 72 institutional) operating in 87 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 "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®, Filmed For IMAX™, IMAX LIVE™, IMAX Enhanced™, 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](http://www.imax.com). You may also connect with IMAX on Instagram (<https://www.instagram.com/imax>), Facebook ([www.facebook.com/imax](http://www.facebook.com/imax)), Twitter ([www.twitter.com/imax](http://www.twitter.com/imax)) and YouTube ([www.youtube.com/imaxmovies](http://www.youtube.com/imaxmovies)).

#### **Forward-Looking Statements**

This press release contains forward looking statements that are based on IMAX management's assumptions and existing information and involve certain risks and uncertainties which could cause actual results to differ materially from future results expressed or implied by such forward looking statements. These forward looking statements include, but are not limited to, statements regarding the benefits of the acquisition, the anticipated products of the combined company, business and technology strategies and measures to implement strategies, competitive strengths, goals, expansion and growth of business, operations and technology, industry prospects and consumer behavior, plans and references to the future success of IMAX Corporation together with its consolidated subsidiaries (the "Company") and expectations regarding the Company's future operating, financial and technological results. These forward-looking statements are based on certain assumptions and analyses made by the Company in light of its experience and its perception of historical trends, current conditions and expected future developments, as well as other factors it believes are appropriate in the circumstances. However, whether actual results and developments will conform with the expectations and predictions of the Company is subject to a number of risks and uncertainties, including, but not limited to, risks that the acquisition disrupts current plans and operations of the Company or SSIMWAVE and potential difficulties in employee retention as a result of the acquisition; risks related to diverting management's attention from ongoing business operations; the failure to successfully integrate SSIMWAVE's operations, products, and technology; failure to implement plans, forecasts, and other expectations with respect to SSIMWAVE's business after the acquisition and realize additional opportunities for growth and innovation; other factors and risks outlined in our periodic filings with the United States Securities and Exchange Commission or in Canada, the SEDAR; and other factors, many of which are beyond the control of the Company. Consequently, all of the forward-looking statements made in this press release are qualified by these cautionary statements, and actual results or anticipated developments by the Company may not be realized, and even if substantially realized, may not have the expected consequences to, or effects on, the Company. These factors, other risks and uncertainties and financial details are discussed in IMAX's most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements, whether as a result of new information, future events or otherwise.

#### **For additional information please contact:**

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SSIMWAVE ACQUISITION / STRATEGIC UPDATE

SEPTEMBER 2022

This strategic update contains forward looking statements that are based on IMAX management's assumptions and existing information and involve certain risks and uncertainties which could cause actual results to differ materially from future results expressed or implied by such forward looking statements. These forward looking statements include, but are not limited to, statements regarding the benefits of the acquisition, the anticipated products of the combined company, business and technology strategies and measures to implement strategies, competitive strengths, goals, expansion and growth of business, operations and technology, industry prospects and consumer behavior, plans and references to the future success of IMAX Corporation together with its consolidated subsidiaries (the "Company") and expectations regarding the Company's future operating, financial and technological results. These forward-looking statements are based on certain assumptions and analyses made by the Company in light of its experience and its perception of historical trends, current conditions and expected future developments, as well as other factors it believes are appropriate in the circumstances.

However, whether actual results and developments will conform with the expectations and predictions of the Company is subject to a number of risks and uncertainties, including, but not limited to, risks that the acquisition disrupts current plans and operations of the Company or SSIMWAVE and potential difficulties in employee retention as a result of the acquisition; risks related to diverting management's attention from ongoing business operations; the failure to successfully integrate SSIMWAVE's operations, products, and technology; failure to implement plans, forecasts, and other expectations with respect to SSIMWAVE's business after the acquisition and realize additional opportunities for growth and innovation; other factors and risks outlined in our periodic filings with the United States Securities and Exchange Commission or in Canada, the SEDAR; and other factors, many of which are beyond the control of the Company. Consequently, all of the forward-looking statements made in this strategic update are qualified by these cautionary statements, and actual results or anticipated developments by the Company may not be realized, and even if substantially realized, may not have the expected consequences to, or effects on, the Company. These factors, other risks and uncertainties and financial details are discussed in IMAX's most recent Annual Report

on Form 10-K and Quarterly Reports on Form 10-Q. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements, whether as a result of new information, future events or otherwise.



**IMAX**<sup>®</sup> +  **SSIMWAVE**<sup>®</sup>

Expanding The IMAX Experience<sup>®</sup> to deliver the  
highest quality images on any screen

# Furthers the IMAX 3.0 Strategy to go Beyond Blockbuster Films to Live Events and Streaming Platforms

IMAX  
**1.0** Museums &  
Documentaries



IMAX  
**2.0** Iconic Theaters, Visionary Creators,  
Blockbuster Content, Rapidly Expanding  
Global Network



IMAX  
**3.0** Expansion of Global  
Entertainment Technology  
Platform

**IMAX**  
**LIVE**

**IMAX**  
ENHANCED

**IMAX** +  **SSIMWAVE**

**IMAX + SSIMWAVE grows our global leadership in entertainment technology and diversifies our business with new, non-theatrical recurring revenue**

**Revolutionize IMAX's Capabilities to Drive New Revenue**

Expand our image enhancement capabilities across platforms - streaming, gaming, VR/AR, the metaverse

Tap into a large new addressable market

**Deepen IMAX Technology and IP Moat**

Leverage SSIMWAVE tech/IP to extend IMAX's technological differentiation

- Advanced data mapping of the human visual system
- AI expertise from team of 30 software engineers
- Global patent portfolio

**Accelerate & Scale SSIMWAVE's Business**

Leverage IMAX strengths to accelerate SSIMWAVE's growth

- Brand reputation for high entertainment quality
- Deep industry relationships
- Global footprint

## Cutting edge technology, world class client base, well positioned for future growth

**Founder Led:** Accomplished management team led by CEO and co-founder Dr. Abdul Rehman

**World Class Team:** 30 software engineers, virtualized how humans perceive video to create one of the most accurate measures of perceptual quality ever engineered

**Strong IP:** 50 patents and patents pending globally

**Premier Customer Roster:** Four of the top 10 streaming platforms globally, including Disney and Paramount Global

**Synergistic Location:** Based in Waterloo, Ontario, the most dynamic tech hub in Canada

**Strong Financial Profile:** Recurring revenue model with high gross margins. Expected to be accretive in 2023 with no significant impact in 2022

**Transaction Details:** \$18.5M cash, \$2.5M in IMAX common shares, \$4M earn-out

### PRODUCT OFFERINGS

**SSIMPLUS<sup>®</sup> Live Monitor**

Real-time monitoring and measurement of live video quality for broadcast, cable, and streaming content

**SSIMPLUS<sup>®</sup> VOD Monitor**

Monitoring and measurement of streaming content quality

**SSIMPLUS<sup>®</sup> VQ Dial**

Optimization tool for streamers to provide the highest quality content at the lowest cost

[SSIMWAVE Video Intro](#)

### AWARDS & ACCOLADES



Emmy Award for Technology & Engineering



Primetime Engineering Emmy Award



NAB 2022 and 2021 Product of the Year Award



Streaming Media: The 50 Companies That Matter Most in Online Video

Rapid growth in demand for high-quality video (4K, 8K) and alternative content (e.g. gaming, AR/VR, metaverse) is driving need amongst streamers, studios and big tech for a revolution in image quality technology

SSIMWAVE Existing Market<sup>1</sup>

GLOBAL TAM

**\$1.1B**




NORTH AMERICA TAM

**\$475M**

<25% penetrated

10 - 15% CAGR to '26

Ultimate Addressable Market Potential Much Larger

USE CASE	EXPLODING NEED
 <b>Cloud Gaming</b>	Support HDR and optimize high frame-rate content
 <b>Alternate Video Applications</b>	Improve quality – video conferencing, immersive VR/AR, user generated content, video security
 <b>OEM Devices</b>	Optimize video content for best device/bandwidth viewing

INAK