

**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): October 23, 2019 (October 22, 2019)**

---

**ROKU, INC.**

(Exact name of Registrant as Specified in Its Charter)

---

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-38211**  
(Commission  
File Number)

**26-2087865**  
(IRS Employer  
Identification No.)

**150 Winchester Circle**  
**Los Gatos, California**  
(Address of Principal Executive Offices)

**95032**  
(Zip Code)

**(408) 556-9040**  
(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 Instructions 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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.0001 par value	"ROKU"	The Nasdaq Global Select Market

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 1.01 Entry into a Material Definitive Agreement.***Agreement and Plan of Merger*

On October 22, 2019, Roku, Inc., a Delaware corporation (the “Company”), entered into an Agreement and Plan of Merger, by and among the Company, Delaware Acquisition Company, Inc., a Delaware corporation and a wholly-owned subsidiary of the Company (“Merger Sub”), Dataxu, Inc., a Delaware corporation (“Target”) and Shareholder Representative Services LLC, a Colorado limited liability company (the “Merger Agreement”). The Merger Agreement provides that, among other things, upon the terms and subject to the conditions set forth in the Merger Agreement, Merger Sub will be merged with and into Target, with Target continuing as the surviving corporation and as a wholly-owned subsidiary of the Company (the “Merger”). Aggregate consideration to be paid upon the closing of the Merger consists of \$75 million in cash and 571,516 shares of the Company’s Class A common stock. The Merger Agreement provides that, subject to certain conditions, the Company will file a resale registration statement covering the registration of the shares of Class A Common Stock of the Company issued pursuant to the Merger Agreement.

The Merger has been approved by the board of directors of each of the Company and Target. The stockholders of Target have also approved the Merger.

The Merger Agreement contains representations, warranties and covenants of the Company, Merger Sub and Target that are customary for a transaction of this nature.

The Merger Agreement also contains customary indemnification provisions whereby parties receiving consideration in the Merger will indemnify the Company for certain losses. A portion of the aggregate cash consideration will be held in escrow to secure such indemnification obligations.

The Merger is expected to close in the fourth quarter of the Company’s fiscal year. Consummation of the Merger is subject to customary closing conditions.

The foregoing summary of the Merger Agreement and the transactions contemplated thereby do not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Merger Agreement, which will be filed as an exhibit to the Company’s Annual Report on Form 10-K for the year ending December 31, 2019.

**Forward Looking Statements**

This report contains “forward-looking statements” relating to the acquisition of Target by the Company and the Merger Sub. All statements other than historical facts included in this report, including, but not limited to, statements regarding the timing and the closing of the transaction, the expected benefits of the Merger, prospective performance and future business plans, and any assumptions underlying any of the foregoing, are forward-looking statements. These statements are based on current expectations of future events. If underlying assumptions prove inaccurate or unknown, or unknown risks or uncertainties materialize, actual results could vary materially from the parties’ expectations and projections. Risks and uncertainties include, among other things: uncertainties regarding the timing of the closing of the Merger; the possibility that various closing conditions to the Merger may not be satisfied or waived; that there is a material adverse change to Target; the outcome of any legal proceedings that may be instituted with respect to the transaction; that the integration of Target’s business into the Company is not as successful as expected; the failure to achieve the expected benefits of the Merger; the failure of the Company to achieve the expected financial and commercial results from the Merger; negative effects of the announcement or the consummation of the transaction on the Company’s business operations, operating results or share price; other business effects, including effects of industry, economic or political conditions outside either company’s control; transaction costs; actual or contingent liabilities; as well as other cautionary statements contained elsewhere herein and in the Company’s periodic and other reports filed with the SEC including the factors set forth in the Company’s most recent annual reports on Form 10-K and quarterly reports on Form 10-Q. These forward-looking statements reflect the Company’s expectations as of the date of this report. The Company undertakes no obligation to update the information provided herein.

**Item 8.01. Other Events.**

On October 22, 2019, the Company issued a press release announcing that it had entered into the Merger Agreement. The press release is furnished herewith as Exhibit 99.1.

---

**Item 9.01.**

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
99.1	<a href="#">Press Release dated October 22, 2019</a>
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

---

**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: October 23, 2019

**Roku, Inc.**

By: /s/ Steve Louden  
Steve Louden  
Chief Financial Officer

## **Roku to Acquire dataxu to Strengthen Industry-Leading OTT Advertising Platform**

**LOS GATOS, Calif.** – Oct. 22, 2019 – Roku, Inc. (**NASDAQ: ROKU**) today announced that it has entered into an agreement to purchase Boston-based dataxu, a demand-side platform (DSP) that enables marketers to plan and buy video ad campaigns.

dataxu provides marketers with an automated bidding and self-serve software solution to manage ad campaigns programmatically across digital platforms. dataxu utilizes advanced TV and OTT media planning tools, a proprietary device graph, and data science to help marketers optimize for business outcomes across TV, OTT, desktop and mobile.

As the No. 1 U.S. TV streaming platform by hours streamed, Roku streams more ad-supported hours than any other OTT platform, according to a June 2019 comScore analysis. With more than 30.5 million active accounts as of June 30, 2019, a direct consumer relationship, proprietary data and inventory, and advertising technology built directly into its operating system, Roku is already a top OTT ad solutions provider to Ad Age Top 200 marketers.

The acquisition of dataxu's platform will complement Roku's industry-leading OTT advertising platform and enable Roku to provide marketers a single, data-driven software solution to plan, buy, and optimize their ad spend across TV and OTT providers. dataxu brings an experienced team – including strong talent in software engineering, data science and analytics – to work with new and existing marketers on Roku's proven advertising platform.

In Forrester's New Wave: Cross-Channel Video Advertising Platforms 2019 report, dataxu recently received highest scores for its current offering in cross-channel video advertising. dataxu was the only platform in the report to earn a "differentiated" rating in all five of the following categories: OTT Buying, Video Buying, Audience Discovery, Measurement, and Product Roadmap.

Advertisers today spend more than \$70 billion dollars on traditional TV. According to Magna Global, OTT accounts for 29 percent of TV viewing but so far has only captured three percent of TV ad budgets. As viewers continue to migrate to streaming, automated media buying solutions are expected to unlock more advertising investment into OTT.

"TV advertising is shifting toward OTT and a data-driven model focused on business outcomes for brands," said Anthony Wood, chief executive officer at Roku. "The acquisition of dataxu will accelerate our ad platform while also helping our content partners monetize their inventory even more effectively."

### **Terms**

Under the terms of the agreement, Roku is purchasing dataxu for aggregate consideration of \$150 million in cash and shares of Roku Class A Common Stock. The acquisition agreement has been approved by each company's board of directors and is anticipated to close in the fourth quarter of 2019, subject to customary closing conditions, including regulatory approvals. Roku will discuss the acquisition on its upcoming third quarter financial results conference call.

---

## About Roku, Inc.

Roku pioneered streaming to the TV. We connect users to the streaming content they love, enable content publishers to build and monetize large audiences, and provide advertisers with unique capabilities to engage consumers. Roku TV™ models and Roku streaming players are available around the world through direct retail sales and licensing arrangements with TV OEMs and service operators. Roku audio products are available in the U.S. through direct retail sales. Roku is headquartered in Los Gatos, Calif. U.S.A.

This press release contains “forward-looking” statements that are based on our beliefs and assumptions and on information currently available to us on the date of this press release. Forward-looking statements may involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from those expressed or implied by the forward-looking statements. These statements include but are not limited to statements about the benefits of the pending acquisition of dataxu, including the acceleration of our ad platform, the anticipated timing of the closing of the transaction, the benefits and features of future product or service offerings of the combined entity, and trends in television advertising. Factors that may cause our actual results to differ materially from those in any forward-looking statement include: the risk that the transaction may not be completed in a timely manner or at all; any restrictions or limitations imposed by regulatory authorities; the ability to realize the anticipated benefits of the proposed transaction, including the possibility that the expected benefits from the proposed transaction will not be realized; the impact of the acquisition on dataxu’s existing DSP business; our ability to retain key dataxu personnel; our effectiveness in integrating the dataxu platform and operations with our business; our ability to realize our broader strategic and operating objectives; the effect of the announcement of the acquisition on Roku’s and dataxu’s respective businesses, including the possibility that the announcement may result in delays in customers’ purchases of products or services; and the effects of any litigation or other proceedings to which we are or may become a party.

Further information on these and other risks and uncertainties are included in the reports Roku, Inc. files with the Securities and Exchange Commission, including our Form 10-K for the year ended December 31, 2018 and our Quarterly Report on Form 10-Q for the quarter ended June 30, 2019. Copies of reports filed with the SEC are posted on Roku’s website and are available from Roku without charge. Except as required by law, we assume no obligation to update these forward-looking statements publicly, or to update the reasons actual results could differ materially from those anticipated in the forward-looking statements, even if new information becomes available in the future.

*Roku and the Roku logo are registered trademarks and Roku TV is a trademark of Roku, Inc. in the U.S. and in other countries. Trade names, trademarks and service marks of other companies appearing in this press release are the property of their respective holders.*

###

Contacts  
Media  
Diane Carlini  
dcarlini@Roku.com  
Investor Relations  
ir@Roku.com

