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

Date of Report (Date of earliest event reported): **October 21, 2026**

KARTOON STUDIOS, INC.

(Exact name of registrant as specified in its charter)

Nevada	**001-37950**	**20-4118216**
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

190 N. Canon Drive, 4th Fl., **Beverly Hills, CA 90210**
(Address of principal executive offices) (Zip Code)

(310) 273-4222
Registrant's telephone number, including area code

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))

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 Stock, par value $0.001 per share	**TOON**	**NYSE American LLC**
Preferred Stock Purchase Rights	**N/A**	**NYSE American LLC**

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 21, 2026, at the 2026 Annual Meeting of Stockholders (the "Annual Meeting") of Kartoon Studios, Inc. (the "Company"), the Company's stockholders approved an amendment (the "Amendment") to the Company's Amended and Restated 2020 Incentive Plan, as amended (the "2020 Plan"), increasing the number of shares of the Company's common stock, par value $0.001 per share ("Common Stock"), available for awards under the 2020 Plan by 4,000,000 shares. A summary of the 2020 Plan is included in the Company's definitive proxy statement for the Annual Meeting, filed with the SEC on September 4, 2026 (the "Proxy Statement"), and is incorporated herein by reference. The Amendment is filed as Exhibit 10.1 hereto and is incorporated herein by reference.

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

At the Annual Meeting, the Company's stockholders approved the following proposals, each described in more detail in the Proxy Statement:

1. Election of Joseph "Gray" Davis, David Neumann, and Dr. Cynthia Turner-Graham as Class I directors to serve until the 2027 annual meeting of stockholders, and Andy Heyward, Anthony Thomopoulos, and Jeffrey Schlesinger as Class II directors to serve until the 2028 annual meeting of stockholders, in each case until their respective successors are elected and qualified or until their earlier resignation or removal;

2. Ratification of the appointment of WithumSmith+Brown, PC as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2026;

3. Approval of the Amendment to the 2020 Plan to increase the aggregate number of shares of Common Stock available for awards under the 2020 Plan by 4,000,000 shares;

4. Approval, on an advisory basis, of the compensation of the Company's named executive officers, as disclosed in the Proxy Statement; and

5. Approval of the adjournment of the Annual Meeting, if necessary, to solicit additional proxies in favor of Proposal 3.

The complete voting results with respect to these proposals are filed as Exhibit 99.1 hereto and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
10.1	Amendment No. 4 to the Kartoon Studios, Inc. 2020 Incentive Plan, effective October 21, 2026
99.1	Voting Results for the Annual Meeting of Stockholders of Kartoon Studios, Inc. Held on October 21, 2026
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL

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.

KARTOON STUDIOS, INC.

Date: October 27, 2026

By: /s/ Andy Heyward
Name: Andy Heyward
Title: Chief Executive Officer

Exhibit 10.1

AMENDMENT NO. 4 TO THE
KARTOON STUDIOS, INC.
2020 INCENTIVE PLAN

WHEREAS, the Board of Directors (the "***Board***") of Kartoon Studios, Inc. (the "***Company***") heretofore established the Kartoon Studios, Inc. 2020 Incentive Plan, as amended and restated effective May 23, 2024, as amended by Amendment No. 1 thereto effective December 12, 2024, Amendment No. 2 thereto effective May 14, 2025 and Amendment No. 3 effective March 30, 2026 (the "***Plan***");

WHEREAS, the Board desires to amend the Plan to increase the maximum number of shares of the Company's common stock, par value $0.001 per share (the "***Common Stock***") available for grants of Awards (as such term is defined in the Plan) thereunder by an additional 4,000,000 shares of Common Stock;

WHEREAS, pursuant to Section 12.7(a) of the Plan, the Board has the right to amend the Plan with respect to certain matters;

WHEREAS, the Board has approved and authorized this Amendment No. 4 to the Plan (the "***Amendment No. 4***") and has recommended that the stockholders of the Company approve this Amendment No. 4.

NOW, THEREFORE, BE IT:

RESOLVED, that the Plan is hereby amended, subject to and effective as of the date of stockholder approval hereof, in the following particulars:

1. Subject to approval of the Company's stockholders, Section 4.1(a) of the Plan is hereby amended by increasing the share references in such section by an additional 4,000,000 shares of Common Stock, such that Section 4.1(a), as amended and restated, reads in its entirety as follows:

   "Subject to the provisions of this Article 4, the maximum number of shares of Common Stock with respect to which Awards may be granted during the term of the Plan shall be the sum of (i) 17,000,000 Shares and (ii) the shares of Common Stock remaining available for issuance under the Company's 2015 Incentive Plan, subject to adjustment in accordance with Section 4.1(c) hereof. 17,000,000 Shares shall be available for the grant of Incentive Stock Options and other awards hereunder."

2. Except as specifically set forth herein, the terms of the Plan shall be and remain unchanged, and the Plan as amended shall remain in full force and effect.

[Signature page follows.]

IN WITNESS WHEREOF, the Company has caused this Amendment No. 4 to be signed this 21st day of October, 2026.

Kartoon Studios, Inc.

By: /s/ Andy Heyward
Name: Andy Heyward
Title: Chief Executive Officer

Exhibit 99.1

KARTOON STUDIOS, INC.
ANNUAL MEETING RESULTS

On October 21, 2026, Kartoon Studios, Inc. (the "Company") held its 2026 Annual Meeting of Stockholders (the "Annual Meeting"). At the Annual Meeting, the Company's stockholders voted on five proposals, each described in more detail in the Company's definitive proxy statement for the Annual Meeting, filed with the SEC on September 4, 2026 (the "Proxy Statement"). As of August 31, 2026, the record date, there were 62,204,105 shares of the Company's common stock, par value $0.001 per share ("Common Stock") outstanding and entitled to vote at the Annual Meeting.

The following are the final results of voting on each of the proposals presented at the Annual Meeting:

Proposal No. 1: Election of Directors

The stockholders elected Joseph "Gray" Davis, David Neumann, and Dr. Cynthia Turner-Graham as Class I directors to serve until the 2027 annual meeting of stockholders, and Andy Heyward, Anthony Thomopoulos, and Jeffrey Schlesinger as Class II directors to serve until the 2028 annual meeting of stockholders, in each case until their respective successors are elected and qualified or until their earlier resignation or removal.

Nominee	Class	Votes For	Votes Withheld	Broker Non-Votes
Joseph "Gray" Davis	I	17,632,435	4,874,797	17,093,710
David Neuman	I	21,207,478	1,299,754	17,093,710
Dr. Cynthia Turner-Graham	I	20,783,399	1,723,833	17,093,710
Andy Heyward	II	20,011,721	2,495,511	17,093,710
Anthony Thomopoulos	II	16,961,701	5,545,531	17,093,710
Jeffrey Schlesinger	II	18,204,415	4,302,817	17,093,710

Proposal No. 2: The Auditor Ratification Proposal

The stockholders ratified the appointment of WithumSmith+Brown, PC as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2026.

Votes For	Votes Against	Abstentions	Broker Non-Votes
36,890,665	1,398,163	1,312,114	–

Proposal No. 3: The Incentive Plan Increase Proposal

The stockholders approved an amendment to the Company's Amended and Restated 2020 Incentive Plan, as amended (the "2020 Plan"), increasing the number of shares of Common Stock available for awards under the 2020 Plan by 4,000,000 shares.

Votes For	Votes Against	Abstentions	Broker Non-Votes
19,411,145	3,040,365	55,722	17,093,710

Proposal No. 4: The Say-on-Pay Proposal

The stockholders approved, on an advisory basis, the compensation of the Company's named executive officers, as disclosed in the Proxy Statement.

Votes For	Votes Against	Abstentions	Broker Non-Votes
19,739,784	2,666,708	100,740	17,093,710

Proposal No. 5: The Adjournment Proposal

The stockholders approved the adjournment of the Annual Meeting, if necessary, to solicit additional proxies in favor of Proposal 3. Because Proposal 3 was approved, no adjournment was necessary.

Votes For	Votes Against	Abstentions	Broker Non-Votes
19,524,687	2,903,627	78,918	17,093,710