

**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): July 13, 2023

LEGACY EDUCATION ALLIANCE, INC.

(Exact name of registrant as specified in its charter)

Nevada (State or other jurisdiction of incorporation)	000-55790 (Commission File Number)	39-2079974 (IRS Employer Identification No.)
1490 N.E. Pine Island Road, Suite 5D Cape Coral, Florida (Address of principal executive offices)		33909 (Zip Code)

Registrant's telephone number, including area code: **(239) 542-0643**

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 (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.

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
N/A	N/A	N/A

Item 1.01 Entry Into a Material Definitive Agreement.

On July 13, 2023, Legacy Education Alliance, Inc. (the "Company") entered into a letter agreement dated July 11, 2023 (the "Letter Agreement") with Brian Page (the "Investor") providing, among other things, that:

- The Investor will fund or cause to be funded \$550,000, to purchase 9.5 million restricted shares of common stock of the Company (the "Shares").
- The Shares will be subject to registration rights, and will further be subject to lock-up and leak-out provisions as specified in the Letter Agreement.
- The Investor will assist the Company in future capital raises.

The foregoing is a brief description of the Letter Agreement, and is qualified in its entirety by reference to the full text of the Letter Agreement, which is included as Exhibit 10.1 to this Current Report on Form 8-K and which is incorporated herein by reference.

Item 3.02 Unregistered Sales of Equity Securities

Pursuant to the Letter Agreement, the Company will issue the Shares to the Investor. Such shares are issued in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended, as no general solicitation was used in the offer and sale of such securities.

Item 9.01 Financial Statements and Exhibits.

Exhibit	Description
10.1	Letter Agreement
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

LEGACY EDUCATION ALLIANCE, INC.

Date: July 20, 2023

By: /s/ Barry Kostiner
Name: Barry Kostiner
Title: Chief Executive Officer



Brian Page
Founder, BNB Formula

July 11, 2023

Dear Brian,

I am writing this letter to confirm the receipt of a wire for \$550,000 to ABJ Impact LLC, and to outline the terms, which we expect to be memorialized in a definitive agreement shortly.

- The \$550k wired by Brian will be used to fund the purchase of 9.5M newly-issued restricted shares of LEAI that will be immediately issued in Brian's or his designee's name. LEAI will promptly file a registration statement to register all of such shares for resale.
- Brian agrees to assist with the capital raise of an additional \$2M.
- The shares cannot be sold until January 2024. Leak-out provisions will be included to protect the company's value creation, limiting the release of shares to 25% of the previous monthly volume (for example: if 4M shares trade in Dec 23, Brian can sell 1M shares in Jan 24). Beyond an initial allocation of 2.375M shares, the leak-out shares will be pro rata based on completion of the \$2M investor raise. E.g. after \$1M has been raised, up to 2,375,000 plus 3,562,500 (which is half of the remaining 7.125M) may be sold.
- The investors introduced by Brian will invest in the LEAI Bridge to Nasdaq Round unless an alternative investment structure is mutually agreed.
 - Info on the LEAI Bridge to Nasdaq Round is available at: [Story – Legacy Education \(legacyliveinc.com\)](https://www.legacyeducation.com/story-legacy-education)
 - Gabe Stalcup's video at the bottom explains the mechanics of the Bridge to Nasdaq Round investment offering.
- Brian Page will work closely with Legacy Education to facilitate introductions to investors.
- The 9.5M shares will be fully free to be sold without regard to investment by 15 Dec 2025, subject to applicable securities laws.

We are looking forward to achieving great success together! Sincerely,

A handwritten signature in cursive script that reads "Barry Kostiner".

Barry Kostiner
CEO, Legacy Education Alliance, Inc.

Acknowledged and agreed to:

A handwritten signature in cursive script that reads "Brian Page".

