

Form 5500-SF

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation

Short Form Annual Return/Report of Small Employee Benefit Plan

This form is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA), and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

Complete all entries in accordance with the instructions to the Form 5500-SF.

OMB Nos. 1210-0110 1210-0089

2024

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024

A This return/report is for: [X] a single-employer plan [] a multiple-employer plan (not multiemployer) (Pension Plan filers checking this box must attach Schedule MEP. Other plans must attach a list of participating employer information in accordance with the form instructions.)

B This return/report is [] the first return/report [] the final return/report [] an amended return/report [] a short plan year return/report (less than 12 months)

C Check box if filing under: [X] Form 5558 [] automatic extension [] DFVC program [] special extension (enter description)

D If the plan is a collectively-bargained plan, check here []

E If this is a retroactively adopted plan permitted by SECURE Act section 201, check here []

Part II Basic Plan Information—enter all requested information

1a Name of plan SMULE, INC. 401(K) PLAN 1b Three-digit plan number (PN) 001

1c Effective date of plan 01/01/2009

2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) SMULE, INC.

2b Employer Identification Number (EIN) 26-2854400

2c Sponsor's telephone number 914-216-1035

2d Business code (see instructions) 511210

386 W 500 S SUITE 300 SALT LAKE CITY, UT 84101

3a Plan administrator's name and address [X] Same as Plan Sponsor.

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report.

4b EIN

4d PN

a Sponsor's name c Plan Name

5a Total number of participants at the beginning of the plan year 95

b Total number of participants at the end of the plan year 67

c(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) 77

c(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) 67

d(1) Total number of active participants at the beginning of the plan year 35

d(2) Total number of active participants at the end of the plan year 20

e Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested 2

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including, if applicable, a Schedule SB or Schedule MB completed and signed by an enrolled actuary, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

Table with 4 columns: SIGN HERE, Signature of plan administrator, Date, Enter name of individual signing as plan administrator. Includes a second row for the employer/plan sponsor.

- 6a** Were all of the plan's assets during the plan year invested in eligible assets? (See instructions.) Yes No
- b** Are you claiming a waiver of the annual examination and report of an independent qualified public accountant (IQPA) under 29 CFR 2520.104-46? (See instructions on waiver eligibility and conditions.) Yes No
- If you answered "No" to either line 6a or line 6b, the plan cannot use Form 5500-SF and must instead use Form 5500.**
- c** If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? Yes No Not determined
- If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____ (See instructions.)

Part III Financial Information			
7 Plan Assets and Liabilities		(a) Beginning of Year	(b) End of Year
a Total plan assets	7a	6655409	6577132
b Total plan liabilities	7b	0	0
c Net plan assets (subtract line 7b from line 7a)	7c	6655409	6577132
8 Income, Expenses, and Transfers for this Plan Year		(a) Amount	(b) Total
a Contributions received or receivable from:			
(1) Employers	8a(1)	0	
(2) Participants	8a(2)	148195	
(3) Others (including rollovers)	8a(3)	0	
b Other income (loss)	8b	945625	
c Total income (add lines 8a(1), 8a(2), 8a(3), and 8b)	8c		1093820
d Benefits paid (including direct rollovers and insurance premiums to provide benefits)	8d	1147633	
e Certain deemed and/or corrective distributions (see instructions) .	8e	0	
f Administrative service providers (salaries, fees, commissions)	8f	24464	
g Other expenses	8g	0	
h Total expenses (add lines 8d, 8e, 8f, and 8g)	8h		1172097
i Net income (loss) (subtract line 8h from line 8c)	8i		-78277
j Transfers to (from) the plan (see instructions)	8j	0	

Part IV Plan Characteristics	
9a	If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions: 2E 2F 2G 2J 2T 3B 3D 3F
b	If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

Part V Compliance Questions				
10 During the plan year:		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program)	10a		X	
b Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 10a.)	10b		X	
c Was the plan covered by a fidelity bond?	10c	X		500000
d Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	10d		X	
e Were any fees or commissions paid to any brokers, agents, or other persons by an insurance carrier, insurance service, or other organization that provides some or all of the benefits under the plan? (See instructions.)	10e		X	
f Has the plan failed to provide any benefit when due under the plan?	10f		X	
g Did the plan have any participant loans? (If "Yes," enter amount as of year-end.)	10g		X	
h If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	10h		X	
i If 10h was answered "Yes," check the box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	10i			

Part VI Pension Funding Compliance

11 Is this a defined benefit plan subject to minimum funding requirements? (If "Yes," see instructions and complete Schedule SB (Form 5500) and lines 11a and b below.) If this is a defined contribution pension plan, leave line 11 blank and complete line 12 below. Yes No

a Enter the unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 **11a**

b PBGC missed contribution reporting requirements. If the plan is covered by PBGC and the amount reported on line 11a is greater than \$0, has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

Yes.

No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

No. Other. Provide explanation _____

12 Is this a defined contribution plan subject to the minimum funding requirements of section 412 of the Code or section 302 of ERISA? (If "Yes," complete line 12a or lines 12b, 12c, 12d, and 12e below, as applicable.) If this is a defined benefit pension plan, leave line 12 blank and complete line 11 above. Yes No

a If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions, and enter the date of the letter ruling granting the waiver. Month _____ Day _____ Year _____

If you completed line 12a, complete lines 3, 9, and 10 of Schedule MB (Form 5500), and skip to line 13.

b Enter the minimum required contribution for this plan year **12b**

c Enter the amount contributed by the employer to the plan for this plan year **12c**

d Subtract the amount in line 12c from the amount in line 12b. Enter the result (enter a minus sign to the left of a negative amount) **12d**

e Will the minimum funding amount reported on line 12d be met by the funding deadline? Yes No N/A

Part VII Plan Terminations and Transfers of Assets

13a Has a resolution to terminate the plan been adopted in any plan year? Yes No

a If "Yes," enter the amount of any plan assets that reverted to the employer this year. **13a**

b Were all the plan assets distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? Yes No

c If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

13c(1) Name of plan(s):	13c(2) EIN(s)	13c(3) PN(s)

Part VIII IRS Compliance Questions

14a Does the plan satisfy the coverage and nondiscrimination tests of Code sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules? Yes No

14b If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2).

Design-based safe harbor method

"Prior year" ADP test

"Current year" ADP test

N/A

15 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter 11 / 14 / 2022 (MM/DD/YYYY) and the Opinion Letter serial number Q702518A.

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

Smule, Inc. 401(k) Plan
01-JAN-24 to 31-DEC-24

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
IRFJTX			13.81	82.52
IRFDTX			112,837.61	117,328.16
IRFFTX			330,889.38	385,198.59
IRFHTX			226,105.63	280,719.96
IRFKTX			328,701.40	376,536.70
IPCCEX			12,839.11	12,891.88
IPAAEX			5,116.13	5,331.91
IPAEEX			19,747.13	20,627.93
IRLLGX			35,593.14	42,358.59
IDFEMX			77,192.63	77,202.04
IMXJVX			372,165.62	322,197.51
IMGRDX			140,025.88	128,379.52
IVTIAX			387,577.20	395,127.45
IDFREX			54,068.37	57,725.23
IDFSVX			29,380.03	31,103.69
IPRDSX			139,637.53	146,650.57
IVSMAX			407,213.29	590,699.20
IOTCHX			89,266.33	104,797.86
IVIMAX			212,357.77	309,484.28
IVEVIX			39,323.77	43,898.97
IFSPGX			226,121.71	346,044.34
IFXAIX			1,151,916.03	1,892,056.79
IVEIRX			76,381.68	78,925.22
IDIPSX			25,852.56	24,058.95
IFAGIX			77.06	88.91
IMXUGX			5,615.96	5,644.20
IVBTLX			160,677.65	149,003.70
IKGPF		1.450	588,993.91	632,959.38
			5,255,688.32	6,577,124.05
FORFEITURES			7.94	8.26

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SCHEDULE OF ASSETS (HELD AT END OF YEAR)

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Smule, Inc. 401(k) Plan
01-JAN-24 to 31-DEC-24

17-JAN-25 09:33:53

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
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LEGEND

INVESTMENT OPTION:

1RFJTX	American Funds 2015 Trgt Date Retire R6	1RFDTX	American Funds 2025 Trgt Date Retire R6
1RFFT	American Funds 2035 Trgt Date Retire R6	1RFHTX	American Funds 2045 Trgt Date Retire R6
1RFKTX	American Funds 2055 Trgt Date Retire R6	1PCCEX	Putnam Dynamic Asset Allocation Cnsv R6
1PAAEX	Putnam Dynamic Asset Allocation Bal R6	1PAEEX	Putnam Dynamic Asset Alloc Growth R6
1RLLGX	American Funds SMALLCAP World R6	1DFEMX	DFA Emerging Markets I
1MXJVX	Empower International Value Instl	1MGRDX	MFS International Growth R6
1VTIAX	Vanguard Total Intl Stock Index Admiral	1DFREX	DFA Real Estate Securities I
1DFSX	DFA US Small Cap Value I	1PRDSX	T Rowe Integr US Small-Cap Grwt Eqty Inv
1VSMAX	Vanguard Small Cap Index Adm	1OTCHX	MFS Mid Cap Growth R3
1VIMAX	Vanguard Mid Cap Index Fund - Admiral	1VEVIX	Victory Sycamore Established Value I
1FSPGX	Fidelity Large Cap Growth Index	1FXAIX	Fidelity 500 Index
1VEIRX	Vanguard Equity-Income Adm	1DIPSX	DFA Inflation-Protected Securities I
1FAGIX	Fidelity Capital & Income	1MXUGX	Empower Multi-Sector Bond Inst
1VBTLX	Vanguard Total Bond Market Index Admiral	1KGP	Key Guaranteed Portfolio Fund

COST OF ASSETS: The original cost of the assets in each investment option as of the last day of the plan year

CURRENT VALUE: The value of all assets in each investment option as of the last day of the plan year