



TIX CORPORATION

ANNUAL INFORMATION AND DISCLOSURE STATEMENT

FOR THE FISCAL YEAR ENDED

DECEMBER 31, 2016

For more information:
www.otcmarkets.com Ticker: TIXC
or
www.tixcorp.com

TIX CORPORATION
ANNUAL INFORMATION AND DISCLOSURE STATEMENT
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2016

All information contained in the Annual Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of OTC Markets Group, Inc. The captions contained herein correspond to the sequential format as set forth in the applicable OTC Markets Group, Inc. disclosure guidelines.

Disclosure Regarding Forward-Looking Statements

Any references to “Tix” (which may be referred to as the “Company”, “we”, “us” or “our”) means Tix Corporation and its subsidiary, as the context requires. You should read the following discussion of our financial condition and results of operations together with the consolidated financial statements and notes to the consolidated financial statements included elsewhere in this annual report.

Forward-looking statements include, but are not limited to, statements about our financial position, business strategy, competitive position, potential growth opportunities, potential operating performance improvements, and the effects of competition, the effects of future legislation or regulations and plans and objectives of our management for future operations. We have based our forward-looking statements on our management’s beliefs and assumptions based on information available to our management at the time the statements are made. Use of the words “may,” “should,” “continue,” “plan,” “potential,” “anticipate,” “believe,” “estimate,” “expect,” “intend,” “outlook,” “could,” “project,” “seek,” “predict” or variations of such words and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements.

Forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties that could cause actual results to differ materially from those in such statements. Factors that could cause actual results to differ from those discussed in the forward-looking statements include, but are not limited to, those set forth in the Company’s 2016 Annual Report, herein incorporated by reference, and available at either www.otcm Markets.com or at www.otcqx.com, as well as other factors described herein or in our annual, quarterly and other reports we filed with the OTCQX (collectively, “Cautionary Statements”). Based upon changing conditions, should any one or more of these risks or uncertainties materialize, or should any underlying assumptions prove incorrect, actual results may vary materially from those described in any forward-looking statements. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the applicable Cautionary Statements. We do not intend to update these forward-looking statements, except as required by applicable law.

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PART A – GENERAL COMPANY INFORMATION

Item 1. The Exact Name of the Issuer and its Predecessor (if any)

Exact name of the issuer: Tix Corporation

Exact names of predecessor entities in the past five years and dates of name changes: N/A

Item 2. The Address of the Issuer's Principal Executive Offices

Principal Executive Offices: 12711 Ventura Blvd., Suite 340
Studio City, CA 91604

Telephone: (818)761-1002

Facsimile: (818)761-1072

Website: www.tixcorp.com

Investor Relations: Steve Handy, CFO

Tix Corporation

12711 Ventura Blvd., Suite 340

Studio City, CA 91604

Telephone: (818)761-1002

Email: steveh@tixcorp.com

Item 3. The Jurisdiction and Date of the Issuer's Incorporation or Organization

The Company was incorporated in the State of Delaware on April 6, 1993.

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PART B – SHARE STRUCTURE

Item 4. The Exact Title and Class of Securities Outstanding

The Company has only one class of securities currently outstanding.

Title:	Tix Corporation
Class:	Common Stock, par value \$0.08 (“Common Stock”)
CUSIP:	888733102
Trading Symbol:	TIXC

Item 5. Par or Stated Value and Description of the Security

The Company’s outstanding securities consist solely of shares of Common Stock, par value \$0.08 per share. The holders of Common Stock are entitled to one vote per share on all matters submitted to a vote of the stockholders. Holders of Common Stock do not have cumulative voting rights. Therefore, holders of more than 50% of the shares of Common Stock are able to elect all of the Company’s directors eligible for election in a given year. The holders of Common Stock are entitled to dividends if declared by the board of directors (the “Board of Directors” or the “Board”). There are no redemption or sinking fund provisions applicable to the Common Stock, and holders of Common Stock are not entitled to any preemptive rights with respect to additional issuances of Common Stock by the Company.

The Company’s Certificate of Incorporation authorizes 500,000 shares of preferred stock, par value \$0.01 per share. The Company may issue these shares of preferred stock without the approval of the holders of Common Stock. The Board of Directors has the discretion to issue the preferred stock in such series and with such preferences and rights as it may designate. There were no shares of preferred stock issued and outstanding as of December 31, 2016.

The Company’s by-laws require advance notice relating to certain stockholder business and Board of Directors nominees to be considered at stockholder meetings. Under the Company’s by-laws, stockholders are not permitted to call special meetings of stockholders. In addition, the Board of Directors has adopted a Rights Agreement as of April 1, 2011, as amended and restated on January 2, 2014, commonly known as a poison pill, which may delay or prevent a change of control and may also discourage or make difficult a merger or acquisition of the Company. The Rights Agreement is generally triggered when an “Acquiring Person” (as defined by the Rights Agreement) acquires beneficial ownership of 4.95% or more of the Common Stock, with certain limited exceptions. Persons or groups who held 4.95% or more of the Common Stock as of January 2, 2014 are grandfathered under the Rights Agreement, meaning that they are not deemed to be Acquiring Persons unless and until they become the beneficial owner of any additional shares of Common Stock or they are grouped together with other stockholders for purposes of triggering the rights. The preceding description of the Amended and Restated Rights Agreement is qualified in its entirety by reference to the terms of the Amended and Restated Rights Agreement, a copy of which is available at: www.irdirect.net/TIXC/corporate_overview/.

Item 6. The Number of Shares or Total Amount of Securities Outstanding for Each Class of Securities Authorized

Class	As of	Number of Shares Authorized	Number of Shares Outstanding	Freely Tradable Shares or Public Float (1)	Total Number of Beneficial Stockholders (2)	Total Number of Stockholders of Record
Common Stock	December 31, 2016	100,000,000	17,349,583	7,700,000	842	147
	December 31, 2015	100,000,000	17,280,009	4,700,000	590	155
Preferred Stock	December 31, 2016	500,000	-	-	-	-
	December 31, 2015	500,000	-	-	-	-

- (1) Defined as shares not held directly or indirectly by an officer, director, group, or any person who is the beneficial owner of more than 10 percent of the total shares outstanding. For shares owned by directors and executive officers, see also the section entitled “Equity Ownership of Directors and Executive Officers” under Item 11 below.
- (2) Estimate of individual participants represented by security position listings. Based on such security position listings, at least 100 beneficial shareholders each owns at least 100 shares of the Company’s Common Stock.

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Item 7. The Name and Address of the Transfer Agent

Computershare
250 Royall Street
Canton, MA 02021
(800)736-3001

Computershare is currently registered under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and is an authorized transfer agent subject to regulation by the U.S. Securities and Exchange Commission (“SEC”).

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PART C – BUSINESS INFORMATION

Item 8. The Nature of the Issuer’s Business

The Company is an entertainment company providing discount ticketing and discount dinner reservations. The Company is a corporation formed in the State of Delaware on April 6, 1993 and changed its name to Tix Corporation effective March, 3, 2005. The principal executive office of the Company is located at 12711 Ventura Blvd., Suite 340, Studio City, California 91604. Its principal website is www.tixcorp.com. The Company is listed on the OTCQX, trading under the symbol “TIXC.” The Company’s fiscal year-end is December 31.

Our Business Strategy

We provide discount ticketing services through our wholly owned subsidiary Tix4Tonight, LLC (“Tix4Tonight”). Our broad strategic goal is to be the leading discount ticket seller in the United States. We are pursuing this strategic goal through both internal and external means. Internally, we are looking at opportunities to enhance both revenue and operating income by increasing market share, focusing on internal cost controls and streamlining our operating procedures. Externally, we are looking for growth opportunities through the acquisition of complementary businesses and exploitation of new and existing market opportunities. In order to achieve our objectives and successfully implement our strategies, we have made and expect to continue to pursue investments and acquisitions that contribute to the above goal where the valuations, returns, and growth potential are consistent with our long-term goal of increasing shareholder value.

Primary SIC code

SIC code: 7999-73, Ticket Service

Our History

Since November 2002, our principal business activity has been the sale of tickets for Las Vegas shows at a discount from the original box office price primarily on the day of the performance, through our wholly-owned subsidiary, Tix4Tonight. The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Tix4Tonight. Intercompany transactions and balances are eliminated in consolidation.

In 2010, the Company deregistered its shares of Common Stock with the SEC, delisted from the NASDAQ Capital Market and listed on the OTCQX marketplace. By deregistering our Common Stock with the SEC, the Company is no longer required to file annual, quarterly and current reports with the SEC. As part of the OTCQX listing requirements, the Company is required to prepare and post material news, quarterly financial reports and annual audited financial reports on the OTCQX’s website.

In February 2011, our subsidiary Tix4Tonight acquired certain assets and assumed certain leases of VegasTix4Less, LLC (“VegasTix4Less”), an affiliate of Vegas.com. We granted a non-exclusive license to Vegas.com to use the “Ticket Distribution System” patent in connection with this acquisition. The acquisition of these assets and the assumption of the leases provide us with greater coverage of the Las Vegas area in which to sell our discount tickets. In connection with the acquisition, both parties terminated its litigation against each other.

In order to focus on our core discount ticket operations, the Company sold its former live entertainment subsidiary, Tix Productions, Inc. (“TPI”) in December 2010, and principally all of the assets of its exhibit merchandising subsidiary, Exhibit Merchandising, LLC (“EM”), in July 2012.

Employees

As of December 31, 2016, we had 145 employees of which 126 are full-time employees. At our corporate office we had six full time employees. Our employees are not represented by any unions and we believe that our relations with our employees are satisfactory.

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Item 9. The Nature of Products or Services Offered

Our wholly-owned subsidiary, Tix4Tonight, offers for sale discount show and discount dinner reservations. When selling last minute discounted tickets from our existing ten locations, Tix4Tonight sells them under short-term exclusive and non-exclusive agreements with nearly every Las Vegas show and numerous attractions and tours running at any one time. Tix4Tonight also offers discounted dinner reservations at various restaurants surrounding the Las Vegas Strip and downtown, with dining at specific times on the same day or in some cases the day after the sale.

Intellectual Property

We create and own intellectual property. It is our practice to protect our trademarks, brands, copyrights, patents and other original and acquired works, ancillary goods and services. Our trademarks include, among others, “Tix4”, “Tix4Tonight”, and “Tix4Dinners”. Additionally, the United States Patent and Trademark Office has issued two United States patents on a “Ticket Distribution System” that covers a number of the key aspects of premium and discount ticket brokerage operations and technological systems related to the sale and distribution of unused tickets. We believe the patent on the “Ticket Distribution System” for discount ticket brokerage broadly covers the way our Tix4Tonight subsidiary distributes discount tickets and encompasses our distribution methods. We have granted a non-exclusive license to use the “Ticket Distribution System” patent when our subsidiary Tix4Tonight acquired certain assets and assumed certain leases of VegasTix4Less, an affiliate of Vegas.com. We believe that our patents, trademarks and other proprietary rights have significant value and are important to our brand-building efforts and the marketing of our services.

Insurance

We maintain insurance coverage that we believe provides adequate coverage for all of our current operations. We maintain \$1.0 million of “key-man” life insurance on the life of Mitch Francis, our President and Chief Executive Officer, as to which we are the sole beneficiary.

Revenue Concentrations

During calendar years 2016 and 2015, Cirque du Soleil and MGM Resorts International were partners on six shows, which together represented approximately 14% and 18% of the number of show tickets we sold annually, respectively. If our existing relationships with MGM Resorts International or Cirque du Soleil materially deteriorate or are terminated and we are not successful in replacing lost business, our financial position, results of operations and cash flows could be materially and adversely affected. No single show, venue or theatre accounted for more than 10% of revenues.

Competition

Tix4Tonight sells unsold tickets on the same day of the performance, generally at 25% to 50% off the box office price. Producers provide such tickets to the Company both on an exclusive and non-exclusive basis. Therefore, new ticket brokers can enter into competition with the Company to offer the same or similar ticketing services to non-exclusive shows and customers. Tix4Tonight faces competition from venues and producers selling discount tickets direct to customers, from online discount ticket sellers and the possibility exists for other competitors to compete both in Las Vegas and in other markets targeted by the Company. Other competitors may possess longer operating histories, larger customer bases, longer relationships with producers, and significantly greater financial, technical, marketing, and public relations resources than the Company. Accordingly, we may not be able to compete successfully and competitive pressures may adversely affect our business, results of operations and financial condition.

Item 10. The Nature and Extent of the Issuer’s Facilities

Corporate Offices:

We lease office space at 12711 Ventura Blvd., Suite 340, Studio City, California 91604 as our corporate headquarters. The term of the lease is five years, with an option to extend the term of the lease up to one term for an additional five year period. In addition to the base annual rent, we are responsible for payment of certain operating expenses, including utilities and real estate taxes. It is expected that the Company will be able to renew this lease or to lease comparable facilities on terms commercially acceptable to us.

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Tix4Tonight:

We conduct the operations of Tix4Tonight at various leased locations including an administrative office in Las Vegas, Nevada. The leases have various terms primarily ranging from month-to-month to five years with options to extend. It is expected that Tix4Tonight will be able to renew each of its leases or to lease comparable facilities on terms commercially acceptable to us.

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PART D – MANAGEMENT STRUCTURE AND FINANCIAL INFORMATION

Item 11. The Name of the Chief Executive Officer, Members of the Board of Directors, as well as Control Persons

A. Directors and Executive Officers

1. Directors

The directors of the Company as of the date of this Annual Report, as well as certain information about them, are as follows:

Name	Position with Company	Director Since
Mitch Francis	Chairman and Chief Executive Officer	1993
Aaron S. Bregman	Director	2013
Norman Feirstein	Director	1995
Andrew Pells	Director	2007
Steven L. Zelinger	Director	2013

All correspondence to the Company's directors may be mailed to the Company's Corporate Headquarters at 12711 Ventura Blvd., Suite 340, Studio City, CA 91604.

Mitch Francis founded the Company in 1993 and has been the Chairman of the Board of Directors and Chief Executive Officer since its inception. Mr. Francis is an innovative leader whose inventions have yielded four United States patents with one invention patent pending. All of these inventions have contributed to the unique businesses and success of the Company. Mr. Francis was one of the first real estate majors in the United States at the University of Colorado and developed numerous shopping centers, office buildings and condominium projects. The Company believes that Mr. Francis' qualifications to serve on the Board include his long tenure as our Chief Executive Officer and Chairman during which time he gained a unique and extensive understanding of the Company and its long-term strategy. Additionally, his real estate expertise has been a valuable asset to the Company in identifying and negotiating its retail facilities which have been a significant component of the Company's success.

Aaron S. Bregman has been a director of the Company since October 2013. Mr. Bregman has been a practicing attorney from 1989 to the present. Since 1995, Mr. Bregman has been practicing law as a sole practitioner at the Aaron S. Bregman Law Offices. Mr. Bregman has extensive litigation and negotiating experience. In addition to his professional endeavors, Mr. Bregman is a founding director of the Grossman Burn Foundation and has been on their board of directors since its inception. The Company believes that Mr. Bregman's qualifications to serve on the Board include his extensive experience as a lawyer and a board member.

Norman Feirstein has been a director of the Company since March 1995. Mr. Feirstein has been practicing law as a sole practitioner from 1978 to the present. Mr. Feirstein currently practices law at The Feirstein Law Firm. Prior to practicing law, Mr. Feirstein supervised or assisted in numerous financial statement audits with a mid-sized CPA firm. Mr. Feirstein also served as a member of the Board of Directors for several privately owned companies. The Company believes that Mr. Feirstein's qualifications to serve on the Board include his extensive experience as a lawyer and in the field of public company oversight.

Andrew Pells has been a director of the Company since July 2007. From 1990 to December 2003, Mr. Pells served as an executive of Hotels.com and its predecessors in various management capacities. From January 2004 to the present, Mr. Pells has been an independent consultant to the Internet/Travel Industry. The Company believes that Mr. Pells' qualifications to serve on the Board include his extensive experience in the hospitality field.

Steven L. Zelinger has been a director of the Company since August 2013. Mr. Zelinger started his career at the law firm of Baker and McKenzie, serving as an associate attorney from 1985 until 1987. From 1987 until 1992, Mr. Zelinger served as Senior Trial Attorney for the U.S. Department of Justice in Washington, D.C. From 1992 until 1998, Mr. Zelinger was a partner at the law firm of Manatt, Phelps & Phillips. From 1998 until 2002, Mr. Zelinger served as Senior Vice President, Senior Counsel and Global Chief of Litigation, Regulatory, Risk, Brand & Product Affairs of Visa International. From 2003 until March 2008, Mr. Zelinger served as Executive Vice President, General Counsel and Corporate Secretary at Solidus Networks, Inc. d/b/a Pay By Touch, a biometric authentication

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and payments company. From March 2008 until April 2012, Mr. Zelinger served as General Counsel and a member of senior management of the healthcare company, Balance Health Corporation, and an advisor to its affiliates. From April 2012 through November 2012, and again in 2013, Mr. Zelinger served as interim General Counsel, board secretary and advisor to Starfish Holding, Inc. d/b/a YourOffers.com, a company providing coupon, loyalty and rewards platforms. In addition, in 2012-14, Mr. Zelinger has worked as an attorney with Axiom Global, Inc., providing legal services to Axiom's Fortune 100 clients. Since February 2009, Mr. Zelinger has served as an advisor to Carbon Tracing Inc., an early-stage company developing an online platform to monetize global carbon assets. From 2008-13, when it was acquired by Lifelock, Mr. Zelinger served as an advisor to Bling Nation, Inc. a/k/a Lemon, Inc., an innovative mobile, online receipts, payment and loyalty company. Since September 2008, Mr. Zelinger has served as an advisor to Shift Systems, LLC, an early-stage cybersecurity company. Mr. Zelinger is the co-founder and since May 2008 has served as an advisor and board member of Sweetspot, Inc., a company providing a wi-fi based mobile platform for delivery of rich media, including films, coupons, discounts, loyalty and payments, to consumers' smartphones at the purchase point of decision in retail and transit systems. Since 2015, Mr. Zelinger has served as a legal and strategic adviser to FUTR, an early-stage higher education finance platform, and to Hyperloop Transportation Technologies, Inc. Mr. Zelinger also is the co-founder of Clarity Systems, LLC, which facilitates establishment of a perimeter to secure the US energy grid. Mr. Zelinger is an active member of his community and currently serves on and advises numerous boards. The Company believes that Mr. Zelinger's qualifications to serve on the Board include his extensive experience as a lawyer, general counsel and advisor in the fields of payments, financial services, loyalty, healthcare, technology, cybersecurity, and media and entertainment.

2. Executive Officers

The executive officers and significant employees of the Company, as well as certain biographical information about them, are as follows:

Name	Position with Company	Officer Since
Mitch Francis	Chairman and Chief Executive Officer	1993
Steve Handy	Chief Financial Officer	2010
Kimberly Simon	Chief Operating Officer	2007

All correspondence to the Company's executive officers may be mailed to the Company's Corporate Headquarters at 12711 Ventura Blvd., Suite 340, Studio City, CA 91604.

Biographical information concerning Mitch Francis is set forth above under the caption "Directors."

Steve Handy has been employed by the Company since March 2010. Prior to his employment at the Company, Mr. Handy was a consultant to several public companies involved in the entertainment industry in the areas of business development and SEC reporting and compliance. From 2002 to 2007, Mr. Handy held positions of increasing responsibility, including Senior Vice President, Chief Financial Officer and Corporate Secretary of SM&A, a former publicly traded professional services firm. Previous to his employment with SM&A, Mr. Handy held various management roles in high technology manufacturing and service companies, including working abroad for a U.S. high technology manufacturer. Mr. Handy also served as Senior Auditor, Business Advisory and Audit Services, for Deloitte & Touche LLP. Mr. Handy holds the designation of a Certified Public Accountant (CPA) and a Chartered Global Management Accountant (CGMA).

Kimberly Simon has been employed by the Company since September 1997. Effective March 1, 2007, Ms. Simon was promoted to Chief Operating Officer and is responsible for all day-to-day operations. Prior to joining the Company, Ms. Simon gained managerial experience with several national companies.

3. Equity Ownership of Directors and Executive Officers

Please see Part D, Item 14, below.

4. Compensation of Directors and Executive Officers

The following table sets forth information concerning the compensation paid during the last fiscal year to directors and executive officers as a group serving at December 31, 2016:

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Name	Year	Fees Earned or Paid in Cash (\$)	Salaries (\$)	Bonus (\$)	Option Awards (2) (\$)	All Other Compensation (3) (\$)	Total (\$)
Non-Employee Directors (4 in Total) (1)	2016	\$112,000	-	-	-	-	\$112,000
Executive Officers (3 in Total) (4)	2016	-	\$1,232,000	\$861,000	\$86,000	\$136,000	\$2,315,000

- (1) Directors who are employed by the Company do not receive separate compensation for services on the Board of Directors. Members of the Board of Directors who are not employees of the Company receive \$25,000 annually which is paid ratably over four calendar quarters. In addition, members of the Board of Directors are reimbursed for any expenses incurred in attending the meetings. In 2016, the Chairman of the Audit Committee received an additional \$6,000 annually and the Corporate Secretary receives an additional \$6,000 annually.
- (2) See Note 9 to consolidated financial statements section of the Company's 2016 Annual Report incorporated herein by reference from the Company's 2016 Annual Report filed separately through the OTC Disclosure and News Service, available at www.otcm Markets.com.
- (3) The amounts listed under the column entitled "All Other Compensation" in the Summary Compensation Table above include matching contributions to the Company's 401(k) Plan, life insurance benefits, tax return preparation, short-term and long term disability insurance, health insurance and automobile allowances.
- (4) The Company has determined that compensation information regarding the executive officers as a group, given the modest aggregate amounts in every category, is sufficient to an understanding of the Company and that providing confidential information as to each individual executive officer would not contribute materially to an understanding of the Company. The Company's Chief Executive Officer, Chief Financial Officer and Chief Operating Officer have Employment Agreements with the Company. The general form of the employment agreements can be found in Item 18, below.

B. Legal/disciplinary history

None of the executive officers and directors have, in the last five years, been the subject of (1) a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses); (2) the entry of an order, judgment or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities and banking activities; (3) a finding or judgment by a court of competent jurisdiction (in a civil action), the SEC, the Commodity Futures Trading Commission or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended or vacated, or (4) the entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

C. Disclosure of family relationships:

Steven L. Zelinger, a director of the Company since August 2013, is a first cousin to Mr. Francis, the Company's Chief Executive Officer.

D. Disclosure of related party transactions:

The information required by this item is included in the notes to consolidated financial statements section of the Company's 2016 Annual Report and are incorporated herein by reference from the Company's 2016 Annual Report filed separately through the OTC Disclosure and News Service, available at www.otcm Markets.com.

E. Disclosure of Conflicts of Interests:

None.

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Item 12. Financial Information of the Issuer's Most Recent Fiscal Period

The Company's audited consolidated financial statements for the year ended December 31, 2016, are incorporated herein by reference from the Company's Annual Report filed separately through the OTC Disclosure and New Service, available at www.otcm Markets.com. The audited consolidated financial statements include the following reports:

1. Consolidated Balance Sheets
2. Consolidated Statements of Operations
3. Consolidated Statement of Changes in Stockholders' Equity
4. Consolidated Statements of Cash Flows
5. Notes to Consolidated Financial Statements, and
6. Report of Independent Public Accounting Firm

Item 13. Similar Financial Information for Such Part of the Two Preceding Years as the Issuer or its Predecessor Has Been in Existence

The Company's audited consolidated financial statements for the year ended December 31, 2016 and 2015, are incorporated herein by reference from the Company's 2016 Annual Report and 2015 Annual Report filed separately through the OTC Disclosure and News Service, available at www.otcm Markets.com. The audited financial statements include the following reports:

1. Consolidated Balance Sheets
2. Consolidated Statements of Operations
3. Consolidated Statement of Changes in Stockholders' Equity
4. Consolidated Statements of Cash Flows
5. Notes to Consolidated Financial Statements, and
6. Report of Independent Public Accounting Firm

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Item 14. Beneficial Owners

The following table sets forth, as of December 31, 2016, the equity ownership of (a) all persons or groups known by the Company to be the beneficial owners of 5% or more of its outstanding Common Stock and (b) all of the Company's directors and executive officers as a group. Because beneficial owners are not required to disclose their ownership interests publicly or to the Company, we may only rely on public sources and reports made directly to us when determining beneficial ownership, and, as a result, there may be other beneficial owner(s) of more than 5% of the Company's Common Stock that are not included in the following table.

PRINCIPAL BENEFICIAL OWNERS OF SHARES			
Name of Beneficial Owner	Relationship to Issuer	Amount and Nature of Beneficial Ownership (1)	Percent of Class (1)
All Directors & Executive Officers as a Group (7 in Total)	Directors and Executive Officers	7,010,248	35.2%
Bandera Master Fund LP (2)	Shareholder	2,766,558	15.9%
Boston Avenue Capital LLC (2)	Shareholder	2,467,585	14.2%
Private Group of Investors (2)	Shareholder	1,534,754	8.8%

(1) The Company has determined that beneficial ownership information regarding All Directors and Executive Officers as a Group is sufficient to an understanding of the Company and the degree to which management has a stake as shareholders of the Company. We deem shares subject to stock options and warrants that are exercisable as of or within 60 days after February 1, 2017 as outstanding for purposes of computing the share amount and the percentage ownership of All Directors and Executive Officers as a Group, but we do not deem them outstanding for purposes of computing the percentage ownership of any other person.

(2) Non-Objecting Beneficial Owner (NOBO) and Objecting Beneficial Owner (OBO) ownership information was obtained from Broadridge Financial Solutions, Inc.

Item 15. The Name, Address, Telephone Number, and Email Address of Each of the Following Outside Providers that Advise the Issuer on Matters Relating to Operations, Business Development and Disclosure

Designated Advisor for Disclosure: Stubbs Alderton & Markiles, LLP
c/o Greg Akselrud
15260 Ventura Blvd., 20th Floor
Sherman Oaks, CA 91403
(818)444-4503
gakselrud@stubbsalderton.com

Counsel: Stubbs Alderton & Markiles, LLP
c/o Greg Akselrud
15260 Ventura Blvd., 20th Floor
Sherman Oaks, CA 91403
(818) 444-4503
gakselrud@stubbsalderton.com

Tax Accountant: Weinberg & Co., PA
c/o Jeffrey Engler, Director of Tax
1925 Century Park East
Suite 1120
Los Angeles, CA 90067
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jeffreye@weinbergla.com
www.weinbergla.com

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Auditor:

Weinberg & Co., PA
c/o Corey Fischer, Managing Director
License #: CA 1118 (State of California)
1925 Century Park East
Suite 1120
Los Angeles, CA 90067
(310) 601-2200
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Weinberg & Co., PA conducted an audit of the consolidated financial statements of the Company in accordance with generally accepted auditing standards in the United States of America.

An independent auditor's objective in an audit is to obtain sufficient competent evidential matter to provide a reasonable basis for forming an opinion on the financial statements. In doing so, the auditor must work within economic limits; the opinion, to be economically useful, must be formed within a reasonable length of time and at reasonable cost. That is why an auditor's work is based on selected tests rather than an attempt to verify all transactions. Since evidence is examined on a test basis only, an audit provides reasonable assurance, rather than absolute assurance, that financial statements are free of material misstatement.

Management has the responsibility for adopting sound accounting policies, for maintaining an adequate and effective system of accounts, for the safeguarding of assets and for devising an internal control structure that will, among other things, help assure the proper recording of transactions. The transactions that should be reflected in the accounts and in the financial statements are matters within the direct knowledge and control of management. Accordingly, the fairness of representations made throughout the financial statements is an implicit and integral part of management's responsibility.

Item 16. Management's Discussion and Analysis or Plan of Operation

- A. This item is not applicable as the Company has had revenues in each of the last two fiscal years.
- B. Management's discussion and analysis of financial condition and results of operations

The Company's management discussion and analysis of financial condition and results of operations ("MD&A") for each of the fiscal years ended December 31, 2016 and 2015, required by this item are incorporated herein by reference from the Company's 2016 Annual Report filed separately through the OTC Disclosure and News Service, available at www.otcmarkets.com.

- C. Off-balance sheet arrangements

As of December 31, 2016, we did not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, change in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

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PART E – ISSUANCE HISTORY

Item 17. List of Securities Offerings and Shares Issued for Services in the Past Two Years

The following table sets forth information concerning the equity securities of Tix Corporation issued during fiscal years ended December 31, 2016 and 2015.

Date	Nature of Offering	Party Shares Issued To	Number of Shares Issued (1)	Trading Status of Shares	Certificates Issued With Restrictive Legends (2)
FY 2016:					
1/6/2016	Option Exercise	Employee	20,455	Restricted	Yes
4/5/2016	Option Exercise	Employee	20,893	Restricted	Yes
4/6/2016	Option Exercise	Non-Employee Director	33,334	Restricted	Yes
6/14/2016	Option Exercise	Officer	12,345	Restricted	Yes
FY 2015:					
4/10/2015	Option Exercise	Non-Employee Director	19,444	Restricted	Yes
7/28/2015	Option Exercise	Officer	131,792	Restricted	Yes
8/25/2015	Option Exercise	Non-Employee Director	70,075	Restricted	Yes
9/25/2015	Option Exercise	Officer	362,104	Restricted	Yes

- (1) Shares issued as a result of stock option exercises are net of shares tendered, if any, in payment of the exercise price of the underlying securities.
- (2) The certificates evidencing the shares contain a legend stating that the shares have not been registered under the Securities Act of 1933, as amended, or any state securities laws and setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act of 1933 or a Share Restriction Agreement, as the case may be.

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PART F – EXHIBITS

Item 18. Material Contracts

1. Employment Agreement, by and between the Company and Mitch Francis, Chief Executive Officer, dated March 1, 2015. See the section entitled “Item 18. Material Contracts” in the Company’s Annual Information and Disclosure Statement, dated March 31, 2015 which is incorporated herein by reference.
2. Employment Agreement, by and between the Company and Steve Handy, Chief Financial Officer, dated September 1, 2014. See the section entitled “Item 18. Material Contracts” in the Company’s Annual Information and Disclosure Statement, dated March 31, 2015 which is incorporated herein by reference.
3. Effective as of September 1, 2016, the Company entered into a new employment agreement with Kimberly Simon, the Company’s Chief Operating Officer (the “Simon Employment Agreement”). Ms. Simon’s prior employment agreement expired on August 31, 2016. The Simon Employment Agreement has a five-year term through August 31, 2021 and provides for Ms. Simon to receive an annual base salary, which remained the same as her prior year’s annual base salary, and is subject to annual increases based on a federal cost of living index. Ms. Simon is entitled to receive an annual incentive bonus based upon the Company’s annual consolidated free cash flow per share for such fiscal year. Ms. Simon was granted options to purchase shares of Common Stock (the “Options”), with 50,000 Options vesting and becoming exercisable on each anniversary date. The Company will also provide Ms. Simon certain other benefits. If Ms. Simon’s employment is terminated by the Company without “cause” (other than death and disability), or, if during the term and within six (6) months following the occurrence of a change in control, Ms. Simon terminates employment for any reason, she will be entitled to severance as defined in the Simon Employment Agreement.
4. In May 2016, the Company announced that its Tix4Tonight subsidiary had entered into an agreement with Expedia Local Expert, a division of Expedia, Inc., one of the world’s largest online travel agencies (the “Expedia Agreement”). Under the terms of the Expedia Agreement, Tix4Tonight will serve as the Official Las Vegas Guest Services Partner for Expedia and its other brands. The service will provide both pre-arrival concierge-type services and in-market concierge-type desk services and related customer service support at physical locations in Las Vegas, featuring Tix4Tonight’s inventory of discount show and attraction tickets, along with discount dining reservations. The project will also include some cross-sales efforts of online products. Tix4Tonight will operate all new co-branded locations and converted three of its existing locations to Expedia Local Expert. Tix4Tonight’s remaining locations will continue to be operated separately. The Expedia Agreement was effective as of July 15, 2016.
5. Amended and Restated Rights Agreement, dated January 2, 2014. See the Company’s Press Release, dated January 2, 2014. A copy of the Amended and Restated Rights Agreement is available at http://www.irdirect.net/TIXC/corporate_overview/ and incorporated herein by reference.

Item 19. Articles of Incorporation and Bylaws

1. Certificate of Incorporation, as filed with the State of Delaware on April 6, 1993. Previously filed with the SEC as an Exhibit to the Company’s Registration Statement on Form S-3 on June 16, 1997, and incorporated herein by reference.
2. Certificate of Amendment to Certificate of Incorporation of Cinema Ride, Inc., as filed with the State of Delaware on August 31, 1993. Previously filed with the SEC as an Exhibit to the Company’s Registration Statement on Form S-3 on June 16, 1997, and incorporated herein by reference.
3. Certificate of Amendment to Certificate of Incorporation of Cinema Ride, Inc., as filed with the State of Delaware on September 16, 1996. Previously filed with the SEC as an Exhibit to the Company’s Registration Statement on Form S-3 on June 16, 1997, and incorporated herein by reference.
4. Fourth Amendment to Certificate of Incorporation of Cinema Ride, Inc., as filed with the State of Delaware, effective March 3, 2005. Previously filed with the SEC as an Exhibit to the Company’s Annual Report on Form 10-KSB for the fiscal year ended December 31, 2004, and incorporated herein by reference.
5. Second Amended and Restated Bylaws, dated August 15, 2011. A copy of the Second Amended and Restated Bylaws is available at http://www.irdirect.net/TIXC/corporate_overview/ and incorporated herein by reference.

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6. Amendment No.1 to the Second Amended and Restated Bylaws, dated March 24, 2105. A copy of Amendment No. 1 to the Second Amended and Restated Bylaws is available at http://www.irdirect.net/TIXC/corporate_overview/ and incorporated herein by reference.

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Item 20. Purchases of Equity Securities by the Issuer and Affiliated Purchasers

ISSUER PURCHASES OF EQUITY SECURITIES				
Period (Fiscal Year 2016)	Column (a) Total Number of Shares (or Units) Purchased	Column (b) Average Price Paid per Share (or Unit)	Column (c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Column (d) Maximum Number of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs (1)
January 2016	7,292	\$2.20	7,292	1,090,538
February 2016	-	-	-	1,090,538
March 2016	-	-	-	1,090,538
April 2016	5,223	2.24	5,223	1,085,315
May 2016	-	-	-	1,085,315
June 2016	4,938	2.25	4,938	1,080,377
July 2016	-	-	-	1,080,377
August 2016	-	-	-	1,080,377
September 2016	-	-	-	1,080,377
October 2016	-	-	-	1,080,377
November 2016	-	-	-	1,080,377
December 2016	-	-	-	1,080,377
Total	17,453	\$2.23	17,453	1,080,377

- (1) The Company is also authorized to repurchase certain restricted shares of Common Stock from employees; provided, that the aggregate dollar amount that may be repurchased by the Company pursuant to this authorization must not exceed \$500,000 per annum and such amount may be further reduced based on certain minimum cash on hand thresholds. Such authority has been delegated to the Chief Executive Officer.

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Item 21. Issuer's Certification

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, Mitch Francis, certify that:

1. I have reviewed this annual disclosure statement of Tix Corporation;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: February 21, 2017 /s/ Mitch Francis
Mitch Francis
Chairman and Chief Executive Officer

CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, Steve Handy, certify that:

1. I have reviewed this annual disclosure statement of Tix Corporation;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: February 21, 2017 /s/ Steve Handy
Steve Handy
Chief Financial Officer