

WORLD WRESTLING ENTERTAINMENTINC
Form SC 13G
December 10, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934

(Amendment No.: 0)*

Name of issuer: World Wrestling Entertainment Inc

Title of Class of Securities: Common Stock

CUSIP Number: 98156Q108

Date of Event Which Requires Filing of this Statement: **November 30, 2015**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on the following page(s))

13G

CUSIP No.: 98156Q108

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Vanguard Group - 23-1945930

2. CHECK THE APPROPRIATE [LINE] IF A MEMBER OF A GROUP

A.

B.

3. SEC USE ONLY

4. CITIZENSHIP OF PLACE OF ORGANIZATION

Pennsylvania

(For questions 5-8, report the number of shares beneficially owned by each reporting person with:)

5. SOLE VOTING POWER

66,860

6. SHARED VOTING POWER

7. SOLE DISPOSITIVE POWER

3,426,511

8. SHARED DISPOSITIVE POWER

64,760

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,491,271

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

N/A

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.20%

12. TYPE OF REPORTING PERSON

IA

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Act of 1934

Check the following [line] if a fee is being paid with this statement N/A

Item 1(a) - Name of Issuer:

World Wrestling Entertainment Inc

Item 1(b) - Address of Issuer's Principal Executive Offices:

1241 East Main Street

Stamford, CT 06902

Item 2(a) - Name of Person Filing:

The Vanguard Group - 23-1945930

Item 2(b) - Address of Principal Business Office or, if none, residence:

100 Vanguard Blvd.

Malvern, PA 19355

Item 2(c) – Citizenship:

Pennsylvania

Item 2(d) - Title of Class of Securities:

Common Stock

Item 2(e) - CUSIP Number

98156Q108

Item 3 - Type of Filing:

This statement is being filed pursuant to Rule 13d-1. An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).

Item 4 - Ownership:

(a) Amount Beneficially Owned:

3,491,271

(b) Percent of Class:

10.20%

(c) Number of shares as to which such person has:

(i) sole power to vote or direct to vote: 66,860

(ii) shared power to vote or direct to vote:

(iii) sole power to dispose of or to direct the disposition of: 3,426,511

(iv) shared power to dispose or to direct the disposition of: 64,760

Comments:

Item 5 - Ownership of Five Percent or Less of a Class:

Not Applicable

Item 6 - Ownership of More Than Five Percent on Behalf of Another Person:

Not applicable

Item 7 - Identification and Classification of the Subsidiary Which Acquired The Security Being Reported on by the Parent Holding Company:

See Attached Appendix A

Item 8 - Identification and Classification of Members of Group:

Not applicable

Item 9 - Notice of Dissolution of Group:

Not applicable

Item 10 - Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: 12/10/15

By /s/ F. William McNabb III*

F. William McNabb III

President and Chief Executive Officer

*By: /s/ Glenn Booraem

Glenn Booraem, pursuant to a Power of Attorney filed September 9, 2013, see File Number 005-56905, Incorporated by Reference

Appendix A

Vanguard Fiduciary Trust Company ("VFTC"), a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 64,760 shares or .18% of the Common Stock outstanding of the Company as a result of its serving as investment manager of collective trust accounts.

Vanguard Investments Australia, Ltd. ("VIA"), a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 2,100 shares or .00% of the Common Stock outstanding of the Company as a result of its serving as investment manager of Australian investment offerings.

By /s/ F. William McNabb III*

F. William McNabb III

President and Chief Executive Officer

*By: /s/ Glenn Booraem

Glenn Booraem, pursuant to a Power of Attorney filed September 9, 2013, see File Number 005-56905, Incorporated by Reference

ext-align: left">% Greater than 5% Shareholders Amy Thai and LMK Capital LLC 20,644,733 7.61%

Shares of Common Stock beneficially owned and the respective percentages of beneficial ownership of Common Stock assume the exercise of all options, warrants and other securities convertible into Common Stock beneficially owned by such person or entity currently exercisable or exercisable within 60 days of August 31, 2018. Shares 1) issuable pursuant to the exercise of stock options and warrants exercisable within 60 days are deemed outstanding and held by the holder of such options or warrants for computing the percentage of outstanding Common Stock beneficially owned by such person but are not deemed outstanding for computing the percentage of outstanding Common Stock beneficially owned by any other person.

As of the date of this filing, Jimmy Chan's holdings represent 5.19% of the Company. He is currently a consultant for LMK Capital LLC. LMK is a California Limited Liability Company, managed under an Operating Agreement wherein management is by all members. The sole Member of LMK consists Amy Thai. Jimmy Chan is the management consultant and may participate, directly or indirectly, in the profits of LMK. He disclaims membership in LMK but he participates in the allocation of net profits, income, gains, net losses and deductions of LMK equal to that of the members pursuant to an agreement with Amy Thai.

Amy Thai and LMK Capital LLC.'s holdings are 9,378,066 and 11,266,667 respectively, as of the date of this filing the aggregated amount represents 7.61% of the Company.

Subsequent to June 30, 2017 and as of the date hereof, Jimmy Chan is owed 5,000,000 shares of common shares, earned for services rendered. Chen Long Tan, the founder of BizRight, with which the Company signed a Master Marketing Agreement on December 13, 2017 is owed 59,138,705 shares of Common Stock, earned pursuant to said Master Marketing Agreement. These shares of Common Stock are both restricted shares and deemed to be control shares. Restricted securities are securities acquired in an unregistered private sale from the issuer or from an affiliate of such an issuer. Control securities are those held by an affiliate of the issuing company. An affiliate is a person such as a director or large shareholder in the relationship of control of or with the issuer. Control means the power to direct the management and policies of the company in question, whether through the ownership of voting securities, by contract, or otherwise. If the investor buys securities from a controlling person or "affiliate," he or she takes restricted securities, even if they were not restricted in the affiliate's hands. All stock acquired by an affiliate in the open market becomes subject to Rule 144 as "control securities."

Except as indicated herein, we believe, based on the information furnished to us, that the persons and the entities named in the table have sole voting and investment power with respect to all shares of Common Stock that they beneficially own, subject to applicable community property laws, and/or contractual or other obligations, if any. The table above is based upon the information supplied by our transfer agent, West Coast Transfer, Inc., the Company's records and from a Schedule 13G filed with the Securities and Exchange Commission (the "SEC"). We further believe that LMK Capital LLC, had filed an untimely Schedule 13G. LMK Capital LLC owns 20,644,733 shares of the Common Stock. Notwithstanding the untimely filing of the Schedule 13G, all information disclosed therein was disclosed in SEC filings (and appear in the Company's records).

WHERE YOU CAN FIND MORE INFORMATION

We are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended, and file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy these reports, proxy statements and other information at the SEC's public reference facilities at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. You can request copies of these documents by writing to the SEC and paying a fee for the copying cost. Please call the SEC at 1-800-SEC-0330 for more information about the operation of the public reference facilities. SEC filings are also available at the SEC's website at <http://www.sec.gov>. Our Common Stock is listed with the OTC Markets Group, Inc.

OTHER MATTERS

We have not received notice of, and are not aware of, any other matters that may properly be presented at the Special Meeting.

Stockholder Proposals for the 2019 Annual Meeting of Stockholders

We have not yet determined when we will hold the 2019 Annual Meeting of Stockholders, but we anticipate announcing such date when it is determined. With our year ended on June 30th of each year, we anticipate that the 2019 Annual Meeting of Stockholders will be held in August or September of 2019. Proposals of stockholders intended to be presented at the 2019 Annual Meeting pursuant to Rule 14a-8 under the Exchange Act must be received by us no later than the close of business on March 1, 2019 in order that they may be included in the proxy statement and form of proxy relating to that meeting. Proposals should be addressed to Sugarmade, Inc., Attention: Secretary

In addition, our bylaws require that we be given advance notice of stockholder nominations for election to our Board and of other business that stockholders wish to present for action at an annual meeting of stockholders (other than matters included in our proxy statement in accordance with Rule 14a-8).

The notice for any stockholder proposal must contain certain information set forth in our bylaws. In addition, stockholder proposals made under Rule 14a-8 under the Exchange Act are required to contain certain information. Therefore, we strongly encourage stockholders interested in submitting a proposal to contact legal counsel with regard to the detailed requirements of applicable securities laws. Copies of our bylaws can be obtained without charge from our corporate secretary or are available at the SEC's public reference facilities at 100 F Street, N.E., Room 1580, Washington, D.C. 20549.

Submitting a stockholder proposal does not guarantee that we will include it in our proxy statement.

ADDITIONAL INFORMATION

Communication with the Board of Directors

All communications should be in written form and directed to our corporate secretary at the following address:
Sugarmade, Inc., 750 Royal Oaks Drive, Suite 108, Monrovia, CA 91016, Attention: Secretary.

THE BOARD HOPES THAT STOCKHOLDERS WILL ATTEND THE MEETING IN PERSON. WHETHER OR NOT YOU PLAN TO ATTEND, YOU ARE URGED TO COMPLETE, SIGN, DATE AND RETURN THE ENCLOSED PROXY CARD IN THE ACCOMPANYING ENVELOPE. PROMPT RESPONSES WILL GREATLY FACILITATE ARRANGEMENTS FOR THE MEETING AND YOUR COOPERATION IS APPRECIATED. STOCKHOLDERS WHO ATTEND THE MEETING MAY VOTE THEIR STOCK PERSONALLY EVEN THOUGH THEY HAVE SENT IN THEIR PROXY CARDS.

By Order of the Board of Directors,
/s/ Jimmy Chan
Chairman of the Board of Directors

Dated: August 31, 2018

SUGARMADE, INC.

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

SPECIAL MEETING OF SHAREHOLDERS – on

OCTOBER 10, 2018 AT 8:00 AM PDT

The undersigned hereby revokes all appointments of proxies previously given and appoints Jimmy Chan and Giovanni Pierce (the "Proxy"), or any substitutes appointed by them, as the undersigned's attorneys and proxies, and authorizes any one or more of them to represent and vote, as directed on the reverse side of this proxy card, all of the outstanding shares of the Common Stock of SUGARMADE, INC. (the "COMPANY") held of record by the undersigned on August 23, 2018, at the Special Meeting of the Company's stockholders (the "Special Meeting") to be held at 750 Royal Oaks Drive, Monrovia, CA 91016 on October 10, 2018 at 8:00 AM PDT, and at any postponements or adjournments of the Special Meeting.

I (We) direct that the shares represented by this appointment of proxy be voted as directed on the reverse side. If no voting directions are given on a matter, the Proxies may vote those shares "FOR" in the case of the election of each nominee named in Proposal 1, and "FOR" in the case of Proposal 2. If, before the Special Meeting, any nominee listed in Proposal 1 becomes unable or unwilling to serve as a director for any reason, the Proxies are authorized to vote for a substitute nominee named by the Board of Directors. This appointment of proxy may be revoked by the undersigned at any time before the voting takes place at the Special Meeting by filing with the Company's proxy tabulator, West Coast Stock Transfer, Inc., or the Company's Corporate Secretary, a written instrument revoking it or a duly executed written or Internet appointment of proxy bearing a later date, or by attending the Special Meeting and voting in person.

(CONTINUED AND TO BE MARKED, DATED AND SIGNED ON REVERSE SIDE.)

VOTING INSTRUCTIONS

Read our proxy statement before you vote by proxy. Then, to ensure that your shares are represented at the Special Meeting we ask that you appoint the Proxy to vote your shares for you in one of the following ways.

MAIL: Please mark, sign, date, and return this Proxy Card promptly using the enclosed envelope.

<https://www.westcoaststocktransfer.com/proxy-sgmd/>

INTERNET:

00CONTROL NUMBER: 00

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Go to the above Internet website. Have your proxy card in hand when you access the website. Enter your "Control Number" printed above and then follow the instructions provided to appoint the Proxies and give them directions on how to vote your shares. If you appoint the Proxies by Internet, you need not return a proxy card. You will be appointing the Proxies to vote your shares for you on the same terms and with the same authority as if you marked, signed and returned a proxy card. You may appoint the Proxies by Internet only until 11:59 p.m. EDT on October 9, 2018, which is the day before the Special Meeting date.

**SPECIAL MEETING OF THE
STOCKHOLDERS OF**

SUGARMADE, INC.

CONTROL NUMBER:

**SPECIAL MEETING OF THE
STOCKHOLDERS OF**

SUGARMADE, INC.

**CONTROL NUMBER:
PLEASE COMPLETE, DATE, SIGN AND
RETURN IN THE ENCLOSED
ENVELOPE.**

PROXY SOLICITED ON BEHALF OF
THE BOARD OF DIRECTORS

**PLEASE MARK YOUR VOTE IN BLUE
OR BLACK INK AS SHOWN HERE: ý**

Proposal 1

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FOR AGAINST ABSTAIN

**Proposal
1**

APPROVAL OF AN AMENDMENT TO
THE CERTIFICATE OF
INCORPORATION TO INCREASE THE
NUMBER OF AUTHORIZED SHARES
OF COMMON STOCK.

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Proposal 2

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FOR AGAINST ABSTAIN

**Proposal
2**

ADJOURNMENT OF THE SPECIAL
MEETING

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Important Notice Regarding the
Availability of Proxy Materials for the
Special Meeting of Stockholders to be held
October 10, 2018.

**The proxy statement and our 2017
Annual Report to Stockholders are
available at**

**[https://www.
westcoaststocktransfer.com/proxy-sgmd/](https://www.westcoaststocktransfer.com/proxy-sgmd/)**

**MARK "X" HERE IF YOU PLAN TO
ATTEND THE MEETING: "**
MARK HERE FOR ADDRESS CHANGE "
New Address (if applicable):

IMPORTANT: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

Dated: _____, 2018
(Print Name of Stockholder and/or
Joint Tenant)

(Signature of Stockholder)

(Second Signature if held jointly)

APPENDIX A

STATE OF DELAWARE

CERTIFICATE OF AMENDMENT

OF CERTIFICATE OF INCORPORATION

SUGARMADE, INC.

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of Sugarmade, Inc, resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED: that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "VI" so that, as amended, said Article shall be and read as follows:

The total number of shares of stock which the Corporation shall have authority to issue is 2,000,000,000; 1,990,000,000 shares shall be designated common stock, par \$.001 per share and 10,000,000 shares shall be designated as preferred stock, par value \$.001 per share.

Preferred Stock.

The Board of Directors of the Corporation is vested with the authority to determine and state the designations and preferences, limitations, relative rights and voting rights, if any, of each series by the adoption and filing in accordance with the Delaware General Corporation Law, before the issuance of any shares of such series, of an amendment or amendments to this Certificate of Incorporation determining the terms of such series, which amendment need not be approved by the stockholders or the holders of any class or series of shares except as provided by law. All shares of preferred stock of the same series shall be identical.

No share shall be issued without consideration being exchanged, and it shall thereafter be non-assessable.

The following is a description of each class of stock of the Corporation with the preferences, conversion and other rights, restrictions, voting powers, limitations as to distributions, qualifications, and terms and conditions of redemption of each class:

FIRST: The Common Stock shall have voting rights such that each share of Common Stock duly authorized, issued and outstanding shall entitle its holder to one vote.

SECOND: Notwithstanding any provision of this Certificate of Incorporation to the contrary, the affirmative vote of a majority of all the votes entitled to be cast on the matter shall be sufficient, valid and effective, after due authorization, approval or advice of such action by the Board of Directors, as required by law, to approve and authorize the following acts of the Corporation;

(i) any amendment of this Certificate of Incorporation;

(ii) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

(iii) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;

(iv) the participation by the Corporation in a share exchange {as defined in Delaware General Corporation Law); and

(v) the voluntary or involuntary liquidation, dissolution or winding-up of or the revocation of any such proceedings relating to the Corporation.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 and Section 242 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

WITNESS WHEREOF, said corporation has caused this certificate to be signed this ____ day of _____, 2018.

By: _____

Jimmy Chan

President and Chief Executive Officer