

GAIAM, INC  
Form 8-K/A  
March 19, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K/A**  
**(Amendment No.1)**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of Earliest Event Reported): March 6, 2012**

**GAIAM, INC.**

(Exact Name of Registrant as Specified in its Charter)

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(State or Other Jurisdiction  
of Incorporation)

(Commission File  
Number)

(IRS Employer  
Identification No.)

833 W. South Boulder Road, Louisville, CO 80027-2452

(Address of Principal Executive Offices; Zip Code)

Registrant's telephone number, including area code: (303) 222-3600

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))

**EXPLANATORY NOTE**

We are filing this amendment to our Current Report on Form 8-K originally filed with the Securities and Exchange Commission on March 15, 2012 (the Original 8-K ) for the purpose of amending Item 1.01. Entry into a Material Definitive Agreement as described below. Except as indicated below, no other amendments to the Original 8-K are being made.

**Item 1.01. Entry into a Material Definitive Agreement.**

In the Original 8-K, we stated that we intended to file a copy of the Purchase Agreement (as defined in the Original 8-K) with an amendment to the Original 8-K on March 19, 2012. We hereby delete the text , which will be filed by amendment on March 19, 2012 from the Original 8-K. In lieu of filing a copy of the Purchase Agreement with an amendment to the Original 8-K, we intend to file a copy thereof with our Quarterly Report on Form 10-Q for the first quarter of 2011 and, if the closing of the transactions contemplated by the Purchase Agreement is successfully consummated, which we cannot guarantee, a Current Report on Form 8-K reporting the closing, as permitted and required by the terms of Form 10-Q and Form 8-K and the Securities and Exchange Commission s rules and regulations.

**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.

**GAIAM, INC.**

By: /s/ Stephen J. Thomas  
Name: Stephen J. Thomas  
Title: Chief Financial Officer

Date: March 19, 2012