

IDW MEDIA HOLDINGS, INC.

**A Delaware Corporation
Incorporated May 2009**

**11 Largo Drive South
Stamford, CT 06907**

Telephone: (203) 323-5161

**Federal EIN: 26-4831346
NAICS: 551112
SIC Code: 7310**

Quarterly Report For the Three and Nine Months Ended July 31, 2017

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Item 1 The exact name of the issuer and the address and telephone number of the issuer's principal executive offices

IDW Media Holdings, Inc.

Address of the issuer's principal executive offices

Company Headquarters

Address 1: 11 Largo Drive South

Address 2: Stamford, CT 06907

Address 3:

Phone: (203) 323-5161

Email: lrozner@idwmediaholdings.com

Website(s): www.idwmediaholdings.com

IR Contact

Name: Leslie Rozner

Address 1: 11 Largo Drive South

Address 2: Stamford, CT 06907

Address 3:

Phone: (203) 323-5161

Email: lrozner@idwmediaholdings.com

Website(s): www.idwmediaholdings.com

Item 2 Shares outstanding

Trading Symbol: IDWM

Exact title and class of securities outstanding: Class B Common Stock

CUSIP: 44951N 106

Par or Stated Value: \$0.01

Total shares authorized: Class B Common Stock – 12,000,000, Class C Common Stock – 2,500,000 as of: July 31, 2017

Total shares outstanding: Class B Common Stock 5,525,331 shares (excluded from these numbers are 519,360 shares of Class B common stock held in treasury by IDW Media Holdings, Inc.), Class C Common Stock 545,360 shares as of: July 31, 2017

Transfer Agent

Name: American Stock Transfer & Trust Company, LLC

Address 1: 6201 15th Avenue

Address 2: Brooklyn, NY 11219

Address 3:

Phone: (877) 248-6417

Is the Transfer Agent registered under the Exchange Act?* Yes: No:

The following table sets forth information concerning the equity securities of IDW Media Holdings, Inc. as of July 31, 2017

Class	As of	Number of Shares Authorized	Number of Shares Outstanding	Freely Tradable Shares (public float)	Total Number of Beneficial Shareholders (1)	Total Number of Shareholders of Record
Class B Common Stock	7/31/17	12,000,000	5,525,331	2,050,057	766	107
Class C Common Stock	7/31/17	2,500,000	545,360	-	1	1
Preferred Stock	7/31/17	500,000	-	-	-	-

(1) Estimate of the number of shareholders owning at least 100 shares.

Item 3 Unaudited interim condensed consolidated financial statements

See attached Interim Condensed Consolidated Financial Statements

Item 4 Management's discussion and analysis

See attached Management's discussion and analysis

IDW

IDW is a publishing company that includes IDW Publishing and IDW Games. IDW Publishing boasts high-profile titles such as Star Wars, G.I. Joe, Locke and Key, Star Trek, The Transformers, Teenage Mutant Ninja Turtles, My Little Pony, Classic Disney characters including Mickey Mouse, Donald Duck and Uncle Scrooge, Powerpuff Girls, X-Files, and Orphan Black. IDW is also the home to the Library of American Comics imprint, which publishes classic comic strip reprints, Yoe! Books, a partnership with Yoe! Studio and the multiple award-winning Artist's Edition imprint. IDW Games produces card and board games including games based on X-Files, The Godfather, Back to the Future, Teenage Mutant Ninja Turtles, and new properties like Machi Koro.

On June 21, 2016, the Company increased its ownership interest in IDW from approximately 83% to 100% through an exchange of the Company's Class B common stock..

IDW and its imprint, Top Shelf, is one of the premiere publishers of comic books and graphic novels and was the fourth largest publisher in 2016. IDW has been named Publisher of the Year five times by Diamond Comic Distributors. IDW and Top Shelf titles have won 43 Eisner Awards and 27 Harvey Awards.

IDW's comic book and trade paperback print publications are distributed through three channels: (i) to comic book specialty stores on a non-returnable basis (the "direct market") (ii) to traditional retail outlets, including bookstores and mass market stores, on a returnable basis (the "non-direct market") and (iii) to ebook distributors ("digital publishing"). In addition, IDW provides clients with custom comic books and artwork/graphic design services ("creative services").

In the three and nine months ended July 31, 2017, respectively, direct market revenue accounted for 47.1% and 46.6% as compared to 48.9% and 50.6% of IDW's revenue for the three and nine months ended July 31, 2016, respectively. Non-direct market revenue accounted for 21.7% and 28.5% of IDW's revenue in the three and nine months ended July 31, 2017, respectively, as compared to 16.6% and 19.5% for the three and nine months ended July 31, 2016, respectively. IDW's revenue from IDW Games accounted for 4.4% and 6.7% of IDW's revenue for the three and nine months ended July 31, 2017, respectively, as compared to 8.0% and 8.4% for the three and nine months ended July 31, 2016, respectively. Digital publishing revenue accounted for 11.3% and 8.9% of IDW's revenue in the three and nine months ended July 31, 2017, respectively, as compared to 11.4% and 10.0% for the three and nine months ended July 31, 2016, respectively. Other publishing revenue, which includes new product launches and specialty sales, accounted for 4.8% and 3.2% of IDW's revenue in the three and nine months ended July 31, 2017, respectively, as compared to 2.5% and 1.7% for the three and nine months ended July 31, 2016, respectively. Licensing and royalty revenue accounted for 3.7% and 3.4% of IDW's revenues in the three and nine months ended July 31, 2017, respectively, as compared to 5.6% and 6.0% for the three and nine months ended July 31, 2016, respectively. IDW's other sources of revenue include direct to consumer sales, creative services revenue, conventions and other, which accounted for 7.1% and 2.6% of IDW's revenues for the three and nine months ended July 31, 2017, respectively as compared to 7.0% and 3.8% for the three and nine months ended July 31, 2016, respectively.

IDW Games products (included in other publishing revenue) have greatly expanded the number of distributors and accounts that IDW sells to directly. IDW's primary customers are Diamond Comic Distributors, Inc. ("Diamond"), and effective April 1, 2017, Penguin Random House, both unaffiliated entities. Diamond handles the vast majority of comic publishers' direct market distribution. Diamond and Penguin Random House purchase IDW's publications and subsequently sell them to IDW's markets; the non-direct market for Penguin Random House, the direct market for Diamond. Retail stores are also non-direct IDW customers.

In an effort to increase availability of versions of its content at retail outlets, IDW has entered into a number of digital distribution agreements, and IDW's publications are currently available for purchase via handheld devices, including iPhones, iPod Touch, iPad, Amazon Kindle, Nokia, Kobo Arc, Blackberry and Google Android devices. IDW titles are also available direct-to-desktop via several websites.

IDW faces significant competition from other publishers such as Marvel Comics and DC Comics, which are substantially larger than IDW and have much greater resources than IDW.

IDW Entertainment

IDW Entertainment ("IDWE") is a company that was created in fiscal 2013 to leverage IDW's properties in television series developing, producing and distributing original content worldwide.

IDWE sold the U.S. broadcast rights to "Wynonna Earp", a live-action television series based on the IDW Publishing comic, to the Syfy Network where season one's 13 one-hour episodes aired in fiscal 2016 and season two's 12 episodes have all aired as of July 31, 2017. IDWE is the worldwide distributor of the series and Dynamic TV is handling foreign sales for the series, and has sold the broadcast rights to the series in the UK and other territories to Spike TV (a Viacom company) and Netflix for multiple international territories. The "Wynonna Earp" second season was also renewed by Netflix and Viacom.

IDWE, in partnership with Universal Cable Productions, sold the U.S. broadcast rights to "Brooklyn Animal Control" to USA Network and a one-hour pilot has been produced.

IDWE, in partnership with Ideate Media, sold the U.S. broadcast and subscriber-video-on-demand rights to "Dirk Gently", a live-action series based on the Douglas Adams novels, which have also been published as comic books by IDW, to BBC America with an initial order of 8 one-hour episodes. The series premiered October 22, 2016 in the U.S. and December 11, 2016 worldwide on Netflix, as a co-production with AMC Studios. WME/IMG is handling foreign sales for the series. The series has been renewed for a second season and production has started on 10 one-hour episodes, with a premiere date on BBC America in October 2017.

IDW Entertainment's television licensing revenue accounted for 100% of its sales in the three and nine months ended July 31, 2017 and 2016. During the three and nine months ended July 31, 2017, IDW Entertainment's revenue was principally derived from the domestic and foreign licensing of the television broadcasting rights to completed productions delivered during those periods.

IDWE also has theatrical film projects in development, including Chris Ryall and Ashley Wood's Zombies vs. Robots with Michael Bay's Platinum Dunes and Sony, and Aleistair Arcane with Amblin Entertainment and Jim Carrey.

In April 2017, IDWE announced it had entered into an agreement with Hulu to produce "Locke and Key". Pre-production has begun with production anticipated to start in October 2017.

CTM

CTM Media Group, Inc. ("CTM") develops and distributes print based advertising and information in targeted tourist markets. Advertisers include entertainment venues, tourist attractions, and cultural sites as well as their related service providers including dining, lodging, and transport services. CTM leverages its regional network of more than 14,000 proprietary brochure display stations to distribute printed brochures, magazines and rack cards to the traveling public.

CTM also develops and distributes digital advertising and information through its affiliate Etractions Inc.'s website, ettractions.com and its ExploreBoard network of inter-active touch screen kiosks throughout its market areas.

CTM has grown both geographically and by developing related lines of business. Geographic growth had been driven both by organic expansion to new territories and through selective purchases of regional businesses.

On February 13, 2015, CTM acquired the assets of the brochure distribution network of a company in New England. This acquisition expanded CTM's network in the area adding over 1,200 display stations.

On February 16, 2016, CTM acquired the assets of a publishing, digital web and distribution service company on Cape Cod in Massachusetts. This acquisition expanded CTM's network by several hundred display stations and widened CTM's service area in New England.

On July 16, 2016, CTM acquired the assets of a brochure distribution company in Cape Cod, Massachusetts further expanding CTM's network with the addition of over 190 distribution locations in Cape Cod.

CTM's client base includes advertisers in 32 states and provinces in the United States and Ontario, Canada. Its distribution territory in the United States includes the Northeast, Southeast, Mid-Atlantic and Midwestern states, as well as Southeast Florida. CTM is a brochure distribution market leader in each of the following greater metro areas: New York City, Boston, Toronto, Ottawa, Miami, Ft. Lauderdale, Philadelphia, Chicago, St. Louis, Kansas City, Minneapolis/St. Paul, Pittsburgh, Detroit, Milwaukee, Cleveland and Atlanta.

Throughout its operating region, CTM operates four integrated and complimentary business lines: Brochure Distribution, Digital Distribution, Publishing and RightCard™.

Brochure Distribution

CTM distributes client brochures through its network of more than 14,000 strategically located display stations. Brochure distribution is CTM's largest line of business generating approximately 78.4% and 79.6% of CTM's revenues in the three and nine months ended July 31, 2017, respectively as compared to 76.9% and 78.2% in the three and nine months ended July 31, 2016, respectively.

CTM's extensive distribution and display station network is the key value driver and differentiator in the CTM's distribution line of business. The large quantity and diversity of its display station locations allows CTM to segment its visitor audience and tailor targeted marketing programs for its clients. Locations are typically hosted within facilities serving the travel, tourism and entertainment industry, including hotels and other lodgings, corporate and community venues, transportation terminals and hubs, tourist attractions and entertainment venues. CTM also has agreements with public transportation authorities, business improvement districts, public tourism authorities and high volume retail chains to host a small percentage of its brochure display stations.

CTM has developed strong relationships with its display station hosts and its regional client advertisers. These relationships constitute a significant barrier to entry that CTM believes provides it with a competitive advantage over new entrants into the industry or movement by other industry participants into certain metropolitan markets.

As of July 31, 2017, CTM remained one of the largest travel and tourism brochure display companies in the Eastern and Midwestern United States, and the second largest nationally. Privately held Certified Folder Display ("Certified") is the national market leader with over 21,000 display station locations, primarily in the Western United States. Certified's key metropolitan areas include San Francisco, Seattle, Los Angeles, Phoenix and Las Vegas. An estimated 20 to 30 other distribution companies competing from smaller regional bases comprise the remainder of the brochure distribution and display industry.

Digital Distribution

CTM's digital marketing platform is offered in association with CTM's affiliate, Ettractions Inc. The Ettractions Digital Distribution program offers CTM's customers a multi-channel marketing platform that includes the web, mobile internet and the ExploreBoard interactive touch screens of varying sizes. Digital distribution revenues accounted for approximately 10.4% and 11.3% of CTM's revenues in the three and nine months ended July 31, 2017, respectively as compared to 11.0% and 12.7% in the three and nine months ended July 31, 2016, respectively.

Digital revenue is primarily generated from 458 Ettractions ExploreBoard interactive touch screens in place as of July 31, 2017. Additional advertisers, more advertising opportunities and increased traffic are contributing factors for revenue growth in CTM's digital distribution business. During the nine months ended July 31, 2017, historically a lower volume travel period, internet traffic was approximately 232,000 active in-market visitors, approximately 652,000 page views, and ExploreBoard profile views totaled approximately 6,077,000 views.

Publishing, Design & Print

CTM publishes maps with integrated display advertising and identified tourist locations. Current maps cover key metropolitan areas within CTM's distribution territory including Boston/New England, Chicago, Kansas City, Minneapolis/St. Paul, New York City, Philadelphia, Southeast Florida, St. Louis, and Toronto. CTM also leveraged its in-house design team and large print volumes to provide clients with cost-effective custom design and print referral services, and earns a referral fee for this service. Publishing, Design & Print accounted for approximately 9.3% and 7.1% of CTM's revenues in the three and nine months ended July 31, 2017, respectively as compared to 10.6% and 7.3% in the three and nine months ended July 31, 2016, respectively.

RightCard™

CTM designs and prints the RightCard™ – pocket-sized cards in a consistent format distributed through a network of specialized display stations in high-traffic areas. The RightCard™ content format can include a discount or value

offer, map and contact information. The RightCard™ program contributed approximately 1.8% and 1.9% of CTM's revenues for the three and nine months ended July 31, 2017, respectively as compared to 1.6% and 1.9% for the three and nine months ended July 31, 2016, respectively.

The issuer's fiscal year end date: October 31
Issuer's Facilities

IDW is headquartered in 18,344 square feet of leased space at 2765/2785 Truxtun Road, San Diego, CA. In addition, IDW leases 18,000 square feet of warehouse space at 4937 Market Street, San Diego CA. As of July 31, 2017, IDW had 70 full time employees and 2 part time employee.

IDW Entertainment is headquartered in IDW's office space in San Diego, CA, and as of July 31, 2017 had 4 full time employees.

CTM is headquartered at 11 Largo Drive South, Stamford, Connecticut. As of July 31, 2017, CTM had 176 employees, including 161 full time employees and 15 part time employees, and leases 19 field offices and about 40 distribution facilities within its territory. CTM's strategically located display stations are managed by a dedicated organization utilizing about 40 leased warehouses, branded delivery vans, and uniformed distribution and delivery teams.

Item 5 Legal proceedings

None

Item 6 Defaults upon senior securities

None

Item 7 Other information

On July 19, 2017, the Company closed on the first of two rounds of the previously announced non-brokered private placement offering to certain existing stockholders at \$29.50 per share. The Company issued 317,520 shares of Class B Common Stock for \$9,366,840. On August 2, 2017, the Company closed on the second round of the previously announced non-brokered private placement offering. As a result of this second round of the offering there were an additional 40,154 shares of Class B Common Stock issued for \$1,184,543, for a total of 357,674 shares of Class B Common Stock and proceeds totaling \$10,551,383. The shares may be subject to restrictions on transfer under applicable securities laws. The proceeds from the offering were used by the Company to finance IDW Entertainment and for general working capital purposes.

Item 8 Exhibits

None

Item 9) Issuer Certification

We, Theodore B. Adams and Leslie Rozner certify that:

1. We have reviewed this quarterly disclosure statement of IDW Media Holdings, Inc.;
2. Based on our 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 our 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.

September 14, 2017 [Date]

/s/ Theodore B. Adams [CEO's Signature]

/s/ Leslie Rozner [CFO's Signature]