# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G
(Amendment No. 1)*
Under the Securities Exchange Act of 1934
Gaia, Inc.
(Name of Issuer)
Class A Common Stock, par value \$0.0001 per share
(Title of Class of Securities)
36269P104
(CUSIP Number)
December 3, 2018
(Date of Event Which Requires Filing of this Statement)
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 (the "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).

	NAME OF RE	PORTIN	GPERSONS				
1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)						
1	Muhadala Inve	atmant (	Company DISC				
		Mubadala Investment Company PJSC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)					
2	(a) □						
3	SEC USE ON	SEC USE ONLY					
3							
	CITIZENSHIP	CITIZENSHIP OR PLACE OF ORGANIZATION					
4	The Emirate of	The Emirate of Abu Dhabi, United Arab Emirates					
	The Emirate of	Aou Di	SOLE VOTING POWER				
		5	SOLL VOTINGTOWER				
NUM	BER OF		Not applicable				
SH	ARES		SHARED VOTING POWER				
	FICIALLY NED BY	6	1,251,221				
E	ACH		SOLE DISPOSITIVE POWER				
	ORTING RSON	G 7 8					
	/ITH		Not applicable SHARED DISPOSITIVE POWER				
			SHARED DISPOSITIVE POWER				
			1,251,221				
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
9	1,251,221						
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See □						
10	Instructions)						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	10.007						
	10.0%  TYPE OF REPORTING PERSON (See Instructions)						
12	TITE OF REFORTING LEADON (See Instructions)						
	СО						

	NAME OF RE	PORTIN	IG PERSONS			
1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)					
1						
		Mubadala Development Company PJSC				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) □					
	(b) $\square$					
	SEC USE ONLY					
3						
	CITIZENSHIP OR PLACE OF ORGANIZATION					
4	CITIBELVOIII	01112	102 01 01012 1221101			
	The Emirate of	Abu Dh	abi, United Arab Emirates			
		_	SOLE VOTING POWER			
		5	Not applicable			
	BER OF ARES		SHARED VOTING POWER			
	AKES ICIALLY	6				
	ED BY		1,251,221			
	ACH DRTING	7	SOLE DISPOSITIVE POWER			
PER	RSON	/	Not applicable			
W	TTH		SHARED DISPOSITIVE POWER			
		8				
			1,251,221			
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	1,251,221					
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See □					
10	Instructions)					
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
11						
	10.0%					
12	TYPE OF REPORTING PERSON (See Instructions)					
12	со					

	1					
1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)					
1	MDC Conital	, , , , , , , , , , , , , , , , , , ,				
	_	MDC Capital LLC				
2	$(a) \square$	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)				
2	(b) $\square$					
	SEC USE ONLY					
3						
4	CITIZENSHIE	OR PL	ACE OF ORGANIZATION			
4	The Emirate of	f Abu Dl	nabi, United Arab Emirates			
			SOLE VOTING POWER			
		5				
NUM	IBER OF		Not applicable			
SH	ARES	_	SHARED VOTING POWER			
	FICIALLY NED BY	6	1,251,221			
	ACH		SOLE DISPOSITIVE POWER			
	ORTING	7				
	RSON VITH		Not applicable			
		0	SHARED DISPOSITIVE POWER			
		8	1,251,221			
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING LEASON					
	1,251,221	1,251,221				
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See □					
10	Instructions)					
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
11						
11	10.0%					
	TYPE OF REPORTING PERSON (See Instructions)					
12	The street street (see mondations)					
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	T					
		NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
1	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)					
		MDC Capital (Cayman) Limited, as trustee for Fifty First Investment Company LLC				
		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)				
2	(a) □ (b) □					
	SEC USE ONLY					
3						
4	CITIZENSHIP	OR PL	ACE OF ORGANIZATION			
4	Cayman Island	Cavman Islands				
	1		SOLE VOTING POWER			
		5				
NUM	BER OF		Not applicable			
	ARES	6	SHARED VOTING POWER			
	ICIALLY IED BY	Y U	1,251,221			
	ACH		SOLE DISPOSITIVE POWER			
	ORTING RSON	7	N 1. 11			
W	TTH		Not applicable SHARED DISPOSITIVE POWER			
		8	SHARED DISPOSITIVE FOWER			
		,	1,251,221			
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
9	1,251,221					
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See					
10	Instructions)					
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
11	LKCLIVI OI	CLAIDE	KEI KESENTED DI AMOGNI IIV KOW (7)			
	10.0%					
12	TYPE OF REPORTING PERSON (See Instructions)					
	CO					
	1					

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This Amendment No. 1 amends and restates in its entirety the statement on Schedule 13G filed by the Reporting Persons listed in Item 2 with the Securities and Exchange Commission (the "Commission") on October 2, 2018, which relates to the Common Stock, par value \$0.0001 per share, of Gaia, Inc. (the "Issuer"). The information set forth herein regarding percentages of beneficial ownership is based upon information obtained from the Issuer regarding the number of shares of Common Stock, par value \$0.0001 per share, disclosed as outstanding as of November 2, 2018 by the Issuer in its quarterly report on Form 10-Q for the quarterly period ended September 30, 2018, and filed with the Commission on November 6, 2018.

### Item 1.

(a) Name of Issuer:

Gaia, Inc.

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

833 West South Boulder Road, Louisville, CO 80027

#### Item 2.

- (a) Name of Person Filing:
  - (i) Mubadala Investment Company PJSC
  - (ii) Mubadala Development Company PJSC
  - (iii) MDC Capital LLC
  - (iv) MDC Capital (Cayman) Limited, as trustee for Fifty First Investment Company LLC
- (b) Address of Principal Business Office or, if none, Residence:
  - (i) P.O. Box 45005, Abu Dhabi, United Arab Emirates
  - (ii) P.O. Box 45005, Abu Dhabi, United Arab Emirates
  - (iii) P.O. Box 45005, Abu Dhabi, United Arab Emirates
  - (iv) Intertrust Corporate Services (Cayman) Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9005, Cayman Islands
- (c) Citizenship:
  - (i) The Emirate of Abu Dhabi, United Arab Emirates
  - (ii) The Emirate of Abu Dhabi, United Arab Emirates
  - (iii) The Emirate of Abu Dhabi, United Arab Emirates
  - (iv) Cayman Islands
- (d) Title of Class of Securities:

Class A Common Stock, par value \$0.0001 per share

(e) CUSIP Number:

36269P104

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### Item 3.

Not applicable.

### Item 4. Ownership.

(a) Amount Beneficially Owned:

1,251,221 shares are held of record by MDC Capital (Cayman) Limited ("MDC Capital (Cayman)"), as trustee for Fifty First Investment Company LLC. MDC Capital (Cayman) is a direct wholly-owned subsidiary of MDC Capital LLC. MDC Capital LLC, MDC Capital (Cayman) and Fifty First Investment Company LLC are controlled subsidiaries of Mubadala Development Company PJSC. Mubadala Development Company PJSC is wholly owned by Mubadala Investment Company PJSC.

- (b) Percent of Class: The responses of the Reporting Persons to Row (11) of the cover pages of this Statement are incorporated herein by reference.
- (c) Number of shares as to which the person has: The responses of the Reporting Persons to Rows (5) through (8) of the cover pages of this Statement are incorporated herein by reference.

### 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.

Not applicable.

## Item 8. Identification and Classification of Member of the 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 not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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# **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.

MUE	BADALA INVESTMENT COMPANY PJSC
	December 7, 2018
	Date
	/s/ Christopher Fazekas
	Signature
	Signatur C
	Christopher Fazekas / Authorized Signatory Name/Title
	Name/ Little
MUE	BADALA DEVELOPMENT COMPANY PJSC
	December 7, 2018
	Date
	(/6):
	/s/ Christopher Fazekas Signature
	Signature
(	Christopher Fazekas / Authorized Signatory
	Name/Title
	December 7, 2018
	Date
	/s/ Christopher Fazekas
	Signature
(	Christopher Fazekas / Authorized Signatory
	Name/Title
TRU	C CAPITAL (CAYMAN) LIMITED, AS STEE FOR FIFTY FIRST INVESTMENT IPANY LLC
	December 7, 2018
	Date
	/a/ Chairteanh E h
	/s/ Christopher Fazekas Signature
	Signature
	Christopher Fazekas / Authorized Signatory
	Name/Title

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# AGREEMENT OF JOINT FILING

Pursuant to Rule 13d-1(k)(1) of the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, each of the undersigned agrees that the statement on Schedule 13G filed herewith shall be filed on behalf of each of the undersigned.

MUBADALA INVESTMENT COMPANY PJSC
December 7, 2018
Date
/s/ Christopher Fazekas
Signature
Christopher Fazekas / Authorized Signatory
Name/Title
MUBADALA DEVELOPMENT COMPANY PJSC
December 7, 2018
Date
/s/ Christopher Fazekas
Signature
Christopher Fazekas / Authorized Signatory
Name/Title
MDC CAPITAL LLC  December 7, 2018  Date
/s/ Christopher Fazekas Signature
Signature
Christopher Fazekas / Authorized Signatory Name/Title
Name/ I itle
MDC CAPITAL (CAYMAN) LIMITED, AS TRUSTEE FOR FIFTY FIRST INVESTMENT COMPANY LLC
December 7, 2018
Date
/s/ Christopher Fazekas
Signature
Christopher Fazekas / Authorized Signatory
Name/Title