

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Mobiquity Technologies, Inc.

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U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): July 18, 2012 (July 11, 2012)

Ace Marketing & Promotions, Inc.

(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction
of incorporation)

000-51160
(Commission
File Number)

11-3427886
(IRS Employer
Identification No.)

600 Old Country Road, Suite 541, Garden City, NY 11530

(Address of principal executive offices (Zip Code))

Registrant's telephone number: (516) 256-7766

(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 (17CFR 240.14d-2(b))
 - £ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act(17CFR 240.13e-4(c))
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Item 3.02 Unregistered Sales of Equity Securities

On July 10, 2012, the Company sold 1,347,201 shares of its Common Stock to various investors at \$.45 per share. The Company received gross proceeds of \$606,240 before offering costs. Each investor received Fixed Price Warrants to purchase 50% of the number of shares of Common Stock purchased in the Offering. The Fixed Price Warrants are exercisable at any time from the date of issuance through July 10, 2017 at an exercise price of \$.55. Each investor also received a Warrant to purchase 20% of the number of shares that were purchased in the Offering (the "Milestone Warrants"). The Milestone Warrants will automatically be exercised without any additional consideration to be paid in the event the Company reports audited gross revenues of less than \$5,000,000 for the period July 1, 2012 through June 30, 2013 unless the volume weighted average price for the Company's Common Stock exceeds \$1.00 per share for a period of at least 30 trading days prior to January 5, 2013. Exemption from registration for the sale of securities is claimed under Rule 506 of Regulation D promulgated pursuant to Section 4(2) of the Securities Act of 1933, as amended.

Item 7.01. Regulation FD Disclosure

On July 18, 2012, the Company issued a press release, a copy of which is appended hereto.

Item 8.01 Other Events

In June 2011, the Company entered into a one-year contract to engage Legend Securities to perform certain public relation services. In June 2012, the Company entered into a new one-year contract with Legend to continue to perform certain public relations services on substantially similar terms as those provided for in the prior contract.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
99.1	Press release dated July 18, 2012. (Filed herewith.)

SIGNATURE

Pursuant to the requirements of Section 13 or 15(b) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ACE MARKETING & PROMOTIONS, INC.

Dated: July 18, 2012

By: /s/ Dean L. Julia
Dean L. Julia, Co-Chief Executive Officer

Eye and Mobiquity Networks partner with TEEN VOGUE to promote Back to School Saturday event at Malls

NEW YORK, July 18, 2012 -- Ace Marketing & Promotions, Inc. (OTC.BB: AMKT) announces today that they and Mall media provider, Eye (@EYE_OutofHome) have teamed up with TEEN VOGUE to promote the brand's inaugural Back-to-School Saturday initiative. TEEN VOGUE Back-to-School Saturday™ will take place on August 11, providing consumers with exclusive shopping incentives, special offers, events and more, from dozens of retailers, brands, and shopping centers nationwide.

The campaign will feature custom TEEN VOGUE Back-to-School Saturday™ promotions throughout Eye properties in the top 20 DMAs, reaching over 58 million visitors a month with backlit posters and mobile messaging, powered by Mobiquity Networks. The promotion will run from July 2nd to August 12th offering teen shoppers - and their parents – special sales, free samples and events from participating retailers.

“All of Eye's Out-of-Home assets, from mobile to in-mall, are the perfect complement to the excitement we are looking to create on Back-To-School Saturday”, says TEEN VOGUE VP/Publisher, Jason Wagenheim.

Jeff Gunderman, SVP and General Manager at Eye USA says, “We are excited about partnering with TEEN VOGUE to bring this initiative to the malls where so much Back to School shopping occurs. It will get prominent placement in iconic mall properties across the country to help drive local awareness and activation. The impact of Back to School shopping is in the billions, so this is a fantastic initiative for retailers and brands to grow sales during this critical time.”

[Click here](#) to find out more about Teen Vogue's Back-to-School Saturday.

ABOUT Ace Marketing & Promotions, Inc. (OTC.BB: AMKT)

Established in 1998, Ace Marketing & Promotions, Inc. is a full-service integrated marketing solutions company that leverages technology. Ace offers a wide array of business solutions, which include: Branding and Branded Merchandise, Website Development (CMS), Direct Relationship Marketing and Mobile Marketing Solutions. Ace's wholly owned subsidiary, Mobiquity Networks is a leader in Proximity Marketing with proprietary Bluetooth and Wi-Fi integrated technology that establishes the benchmark for how multimedia messages are being delivered to mobile devices. Ace's Corporate Overview is available at www.acemarketing.net on the "About Us" tab. For a demo of Mobiquity Networks you can visit: www.mobiquitynetworks.com.

ABOUT EYE

At EYE, we understand how mall media impacts shoppers better than anyone else. With over 300 malls covering over half of the top centers in the top DMA's, we offer both hyper-local targeting and national coverage in some of America's most iconic retail environments. We are number one in the US for mall media solutions. Our diverse offering of backlit posters, high definition digital screens, mobile connectivity and banners means we can create a customized and integrated solution for every marketing challenge. www.eyecorp.com

Eye Corp Pty Ltd is a wholly owned subsidiary of Ten Network Holdings Limited, a publicly listed company which also operates Network Ten, the broadcaster of Australian free-to-air channels ONE, TEN and ELEVEN.

SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995.

Certain statements in this press release constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the company to be materially different from any future results, performances or achievements express or implied by such forward-looking statements. The forward-looking statements are subject to risks and uncertainties including, without limitation, changes in levels of competition, possible loss of customers, and the company's ability to attract and retain key personnel.

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