

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Mobiquity Technologies, Inc.

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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): December 16, 2013 (December 10, 2013)

Mobiquity Technologies, Inc.

(Exact name of registrant as specified in its charter)

New York

(State or jurisdiction of incorporation or organization)

000-51160

(Commission File Number)

11-3427886

(I.R.S. Employer Identification Number)

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 1.01 Entry into a Material, Definitive Agreement

Since June 2012, Mobiquity Technologies, Inc. ("Mobiquity") has been indebted to TCA Global Credit Master Fund LP ("Assignor") in the amount of \$350,000. The Promissory Note became due and payable on December 12, 2013 and the Assignor refused to grant Mobiquity a six-month extension of said Note. Mobiquity's obligations under the Note are secured by the following: (i) Security Agreement dated as of May 31, 2012 from Borrower in favor of the Assignor (the "Security Agreement"); (ii) Guaranty Agreement dated as of May 31, 2012 (the "Subsidiary Guaranty") from Mobiquity Networks, Inc., a New York corporation ("Subsidiary Guarantor"), in favor of Assignor; (iii) Security Agreement dated as of May 31, 2012 from the Subsidiary Guarantor in favor of the Assignor (the "Sub Security Agreement"); (iv) UCC-1 Financing Statement from the Borrower, as debtor, and Assignor, as secured party, filed with the Secretary of State of the State of New York under filing no. 201206120332704 (the "Borrower UCC"); and (v) UCC-1 Financing Statement from the Subsidiary Guarantor, as debtor, and Assignor, as secured party, filed with the Secretary of State of the State of New York under filing no. 201206120332689 (the "Guarantor UCC") (the Security Agreement, the Subsidiary Guaranty, the Sub Security Agreement, the Borrower UCC, and the Guarantor UCC being collectively hereinafter referred to as the "Ancillary Security Documents").

On December 12, 2013, Thomas Arnost, a director of the Company ("Assignee"), purchased Mobiquity's Promissory Note from the Assignor and had all the Ancillary Security Documents assigned to the Assignee in exchange for \$350,000, which was paid by Assignee. Contemporaneous with this transaction, Mobiquity recognized Assignee as the owner of the Note and the beneficiary of the Ancillary Security Documents. Mobiquity and Assignee also agreed to modify the terms of the Note as follows:

- a. The maturity date of the note is extended until June 12, 2014.
- b. The interest rate set forth in the Note is amended to provide for an interest rate of 15% per annum.
- c. The Note is convertible at a fixed conversion price of \$.30 per share while the principal of the Note and accrued interest thereon are outstanding.
- d. Assignee has the right to demand prepayment of the Note as his discretion.

Item 5.02 Departure of Director or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers

On December 10, 2013, Domenico Iannucci resigned from the board of directors of Mobiquity Technologies, Inc. Mr. Iannucci was for personal reasons. A copy of this Form 8-K has been provided to Mr. Iannucci no later than the filing date of this Form 8-K. Mr. Iannucci has been asked to provide a letter to Mobiquity Technologies as to whether or not he agrees or disagrees with the statements above and the Company will file a copy of any such letter received within two business days after receipt by the Company.

Effective December 16, 2013, the Company appointed Robert Hussey as a director of the Company to fill the vacancy left by the resignation of Mr. Iannucci. Upon the effective date of his becoming a director of the Company, the Company granted him options to purchase 250,000 shares of common stock, exercisable at \$.40 per share from the date of vesting in December 2014 through the balance of said ten year term of such option.

Appended to this Form 8-K is a press release describing the Company's appointment of Mr. Hussey and certain biographical information. Prior to Mr. Hussey's appointment to the board, there have been no transactions between the Company and Mr. Hussey required to be reported under Item 404(a) of Regulation S-K of the Exchange Act of 1934, as amended. The Company does not have any committees of the board of directors at the current time.

On December 13, 2013, the board of directors of Mobiquity agreed to grant in the first quarter of each calendar year to each director of the Company who has served at least one year as a director, options to purchase 100,000 shares of the Company's common stock under the Company's 2009 Stock Option Plan. It is anticipated that Mr. Hussey will be able to participate in the grant of additional options commencing in the first quarter of 2015.

Item 7.01. Regulation FD Disclosure

On December 16, 2013, the Company issued a press release, a copy of which is appended hereto.

Item 9.01. Financial Statements and Exhibits.

Exhibit Description

99.1 Press release dated December 16, 2013. (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.

MOBIQUITY TECHNOLOGIES, INC.

By: /s/ Dean L. Julia

Dean L. Julia, Co-Chief Executive Officer

Date: December 16, 2013

Mobiquity Technologies Appoints Another Mobile Marketing Expert to its Board of Directors

Mobile marketing company taps Robert Hussey, former Augme Technologies/HipCricket CEO for Director Position

NEW YORK, Dec. 16, 2013 ~ Mobiquity Technologies, Inc. (OTCQB: MOBQ), the nation's largest location-based mobile Bluetooth network, today announced the appointment of Robert F. Hussey to its Board of Directors. Bob, former CEO of HipCricket.com, brings more than 30 years of brand management, media technology, in-store advertising and financial experience to Mobiquity Technologies.

"We are thrilled that Bob is joining the Board," said Thomas Arnost, Chairman of the Board of Mobiquity Technologies. "Bob's track record of management success at Fortune 100 CPG and media companies, combined with his entrepreneurial experience in all traditional media forms, plus on-line and mobile will serve the company well as mass market use of Bluetooth continues to explode from an advertising perspective. Mobiquity has added a tremendous asset with Bob."

As a Board member of Mobiquity Technologies, Bob will provide strategic leadership and guidance across all areas of the firm at this evolutionary time as Bluetooth (BLE) technology is gaining adoption. Most recently, Bob was the CEO of Hipcricket.com, assisting the company with its merger integration. To help the company's growth, he completed two successful equity capital raises, securing \$14 million in just 9 months from institutional investors. During that time, Hipcricket's mobile ad revenue grew 55% YOY, and new order bookings nearly doubled. Prior to this, Bob was President and CEO of Digital Lightwave, Inc., a leading provider of fiber optic technology and test equipment. Bob started his career at American Home Products, as a Senior Financial Analyst, then Group Product Manager. Next, he was recruited as Director of Product Marketing at EF Hutton, when just two years later, he was hired by Grey Advertising's Vice Chairman to lead the agency's Financial Services Account Group. During Bob's tenure at Grey, he was also responsible for CPG and Film and Entertainment industry clients, who together had media budgets of \$250 million.

Bob started his entrepreneurial career in 1985 as a founder of POP Radio Corp, the country's largest direct broadcast satellite (DBS) radio network, with over 20,000 drug, food and mass merchandise retail stores. He led POP Radio's IPO, helped grow its public market value and its eventual sale to Heritage Media / NewsCorp. Concurrent with his entrepreneurial years, Bob has held Board and Advisory positions with such well known Institutional Investors as Citibank Ventures, J. Wolfenshon/Amphion Capital Partners, Argentum Capital and HC Wainwright & Co.

"It's such an exciting time in the field of location-based mobile marketing right now, especially as Bluetooth (BLE) technology has transformed the mobile advertising landscape providing opportunities to reach the consumer with extremely relevant and immediate messages," said Robert Hussey. "Mobiquity Technologies has already established the largest Bluetooth mobile marketing network with presence in every major US market and I am honored to join the Board and help the company continue to grow."

About Mobiquity Technologies

Mobiquity is an ad technology company focusing on connecting Fans (consumers) and Brands through Online, Social and Mobile Platforms. Mobiquity Technologies is in position to revolutionize location-based mobile marketing platforms through social registration, gamification and rewards by creating a Universal Location Based Mobile Marketing Ecosystem that maximizes “Fan Engagement” through a single platform of Bluetooth (BLE), Wi-Fi, NFC, QR, Beacon Technology and a universal App.

For more information you can visit:

www.mobiquitytechnologies.com

www.mobiquitynetworks.com

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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