

## **SECURITIES & EXCHANGE COMMISSION EDGAR FILING**

# **Mobiquity Technologies, Inc.**

Form: 4/A

Date Filed: 2014-02-19

Corporate Issuer CIK: 1084267

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Check this box if no
longer subject to Section
16. Form 4 or Form 5
obligations may continue.
See Instruction 1(b).

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

OMB APPROVA	L
OMB Number:	3235-0287
Estimated average burden	hours
per response	0.5

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses	3)											
1. Name and Address of Arnost Thomas M	Reporting Person <sup>*</sup>	2. Issuer Name <b>and</b> Ticker or Trading Symbol Mobiquity Technologies, Inc. [MOBQ]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner			
(Last) 600 OLD COUNTR	<sup>(First)</sup> Y RD., STE. 541		Date of Earliest Tra 2/10/2013	ansaction (Mo	nth/C	)ay/Year)			(specify below)			
GARDEN CITY, NY	(Street) 11530		If Amendment, Dat 2/13/2013	e Original File	e <b>d</b> Mon	th/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)		Table I - N	on-D	erivative	Securitie	s Acq	uired, Disposed of, or Beneficially Owned			
(Instr. 3) Date		2. Transaction Date (Month/Day/Year)	Execution Date, if	3. Transactio Code (Instr. 8)	ode		ies Acquii posed of 1 and 5)	(D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership	7. Nature of Indirect Beneficial	
			(Month/Day/Year)	Code	V	Amount	(A) or (D)	Price		Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid

SEC 1474 (9-02)

OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

	(e.g., puts, calls, warrants, options, convertible securities)														
1. Title of	2.	3. Transaction	3A. Deemed	4.		5. Number of		6. Date Exercisable and		7. Title and Amount of		8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transact	ion	Derivative		Expiration Dat	e	Underlying S	Securities	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code		Securities (1		(Month/Day/Ye	ear)	(Instr. 3 and	4)	Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)		Acquired (A) or						(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative					Disposed of (	(D)						Owned	Security:	(Instr. 4)
	Security					(Instr. 3, 4, a	nd						Following	Direct (D)	
						5)							Reported	or Indirect	
								Date	Expiration		Amount or		Transaction(s)	• /	
								Exercisable	Date	Title	Number of		(Instr. 4)	(Instr. 4)	
				Code	۷	(A)	(D)		Ballo		Shares				
Convertible	<b>*</b> • • • •	10/11/0010		-		1 100 007		10/11/0010		Common	4 4 0 0 0 0 7	\$	0.000.001	<b>_</b>	
Note (1)	\$ 0.30	12/11/2013		Р		1,166,667		12/11/2013	06/12/2014	Stock	1,166,667	350,000	2,300,001	D	
Options	\$ 0.40	12/13/2013		٨		250.000		10/10/0010	12/12/2023	Common	250,000	\$0	2 550 001	D	
Options	φ 0.40	12/13/2013		A		250,000		12/13/2013	12/12/2023	Stock	250,000	φU	2,550,001	D	

## **Reporting Owners**

Banadian Orman Nama ( Addaese	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
Arnost Thomas M 600 OLD COUNTRY RD., STE. 541 GARDEN CITY, NY 11530	х								

## Signatures

/s/ Thomas N. Arnost	02/18/2014	
-Signature of Reporting Person	Date	

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Mr. Arnost purchased from the issuer's secured lender a promissory note in the principal amount of \$350,000, which is convertible at \$.30 per share into 1,166,667 shares. The foregoing table does not reflect the possible conversion of accrued interest on the note into additional shares of common stock at the same conversion price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

(Print or Type Responses)

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1. Name and Address of Re Arnost Thomas M	eporting Person-	2. Issuer Name <b>and</b> Iobiquity Techno		-	•		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
600 OLD COUNTRY	<sup>(First)</sup> RD., STE. 541		Date of Earliest Tra 2/10/2013	ansaction (Mo	nth/D	ay/Year)				(specify below)	
GARDEN CITY, NY 1	(Street) 1530		If Amendment, Dat 2/13/2013	e Original File	dMon	th/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)		Table I - N	lon-D	erivative	Securitie	s Acqı	uired, Disposed of, or Beneficially Owned		
(Instr. 3) Date		2. Transaction Date (Month/Day/Year)	Execution Date, if any	Code (Instr. 8)		(A) or Disposed of (D)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Form:	Beneficial
			(Month/Day/Year)	Code	V	Amount	(A) or (D)	Price		Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Derivative	Conversion	Date	Execution Date, if	Transact	ion	Derivative		Expiration Dat	e	Underlying S	Securities	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code		Securities		(Month/Day/Ye	ear)	(Instr. 3 and	4)	Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)		Acquired (A) or					(Instr. 5)	Beneficially	Derivative	Ownership	
	Derivative					Disposed of (D)							Owned	Security:	(Instr. 4)
	Security					(Instr. 3, 4, and							Following	Direct (D)	
						5)							Reported	or Indirect	
								Date	Expiration		Amount or		Transaction(s)	``	
				Code	v	(A)			Date		Number of Shares		(Instr. 4)	(Instr. 4)	
Convertible Note (1)	\$ 0.30	12/11/2013		Ρ		1,166,667		12/11/2013	06/12/2014	Common Stock	1 166 667	\$ 350,000	2,300,001	D	
Options	\$ 0.40	12/13/2013		А		250,000		12/13/2013	12/12/2023	Common Stock	250,000	\$0	2,550,001	D	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Arnost Thomas M 600 OLD COUNTRY RD., STE. 541 GARDEN CITY, NY 11530	х			

#### Signatures

/s/ Thomas N. Arnost	02/18/2014	
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