

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Mobiquity Technologies, Inc.

Form: 4/A

Date Filed: 2014-06-20

Corporate Issuer CIK: 1084267

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

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

(Print or Type Responses)

| 1. Name and Address of Reporting Person Arnost Thomas M | | 2. Issuer Name and Ticker or Trading Symbol Mobiquity Technologies, Inc. [MOBQ] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | | | | | |
|---|--------------------------------------|---|--------------------------------|---|---|------------|-------|---|--|---|
| (Last) (First) (Middle) 600 OLD COUNTRY ROAD, SUITE 541 | | 3. Date of Earliest Transaction (Month/Day/Year) 12/10/2013 | | | | | | | | |
| (Street) GARDEN CITY, NY 11530 | | 4. If Amendment, Date Original Filed (Month/Day/Year) 12/13/2013 | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | | | | | |
| (City) (State) (Zip) | | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | |
| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code | V | Amount | (A) or (D) | Price | | | |

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 OMB control number. SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |
| Convertible Note (1) | \$ 0.30 | 12/11/2013 | | P | | 1,166,667 | | 12/11/2013 | 12/12/2014 (2) | Common Stock | \$ 350,000 | 2,800,001 | D | |
| Options | \$ 0.40 | 12/13/2013 | | A | | 250,000 | | 12/13/2013 | 12/12/2023 | Common Stock | \$ 0 | 3,050,001 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Arnost Thomas M 600 OLD COUNTRY ROAD, SUITE 541 GARDEN CITY, NY 11530 | X | | | |

Signatures

| | |
|--|---------------------|
| /s/ Thomas N. Arnost | 06/20/2014 |
| <small>Signature of Reporting Person</small> | <small>Date</small> |

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.
- (2) The expiration date of this note was extended on June 12, 2014 for an additional six months.

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

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| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |
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|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Arnost Thomas M 600 OLD COUNTRY ROAD, SUITE 541 GARDEN CITY, NY 11530 | X | | | |

Signatures

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| <small>Signature of Reporting Person</small> | <small>Date</small> |

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