

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Mobiquity Technologies, Inc.

Form: 8-K

Date Filed: 2018-07-16

Corporate Issuer CIK: 1084267

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 16, 2018 (July 12, 2018)

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)

35 Torrington Lane, Shoreham, NY 11786

(Address of principal executive offices (Zip Code))

Registrant's telephone number: (516) 246-9422

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 4.01. Changes in Registrant's Certifying Accountant

(1) Previous Independent Auditors:

- a. On July 12, 2018, Sadler, Gibb & Associates, L.L.C. ("SGA") and the Company mutually agreed that SGA would no longer serve as the Company's independent accountants.
- b. SGA's report on the financial statements for the years ended December 31, 2016 and 2017 contained no adverse opinion or disclaimer of opinion and was not qualified or modified as to audit scope or accounting.
- c. On July 12, 2018, our Board of Directors was notified of the mutual decision for us to have a change independent accountants. Through the period covered by the financial review of financial statements of the quarterly period ending March 31, 2018, there have been no disagreements with SGA on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of SGA, would have caused them to make reference thereto in their report on the financial statements. Through the interim period July 12, 2018, there have been no disagreements with SGA on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements if not resolved to the satisfaction of SGA would have caused them to make reference thereto in their report on the financial statements.
- d. We have authorized SGA to respond fully to the inquiries of the successor accountant.
- e. During the interim period through July 12, 2018, there have been no reportable events with us as set forth in Item 304(a)(1)(iv) of Regulation S-K.
- f. The Company provided a copy of the foregoing disclosures to SGA prior to the date of the filing of this Report and requested that SGA furnish a letter addressed to the Securities & Exchange Commission stating whether or not it agrees with the statements in this Report. A copy of such letter is filed as Exhibit 16.1 to this Form 8-K.

(2) New Independent Accountants:

- a. On July 16, 2018, the Company engaged BF Borgers CPA PC of Lakewood, CO as its new registered independent public accountant. During the years ended December 31, 2016, and 2017, and prior to July 16, 2018 (the date of the new engagement), we did not consult with BF Borgers CPA PC regarding (i) the application of accounting principles to a specified transaction, (ii) the type of audit opinion that might be rendered on the Company's financial statements by BF Borgers, in either case where written or oral advice provided by BF Borgers would be an important factor considered by us in reaching a decision as to any accounting, auditing or financial reporting issues or (iii) any other matter that was the subject of a disagreement between us and our former auditor or was a reportable event (as described in Items 304(a)(1)(iv) or Item 304(a)(1)(v) of Regulation S-K, respectively).

Item 7.01. Regulation FD Disclosure

On July 16, 2018, the Company issued a press release, a copy of which is appended hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>NUMBER</u>	<u>EXHIBIT</u>
16.1	Letter from Sadler, Gibb & Associates L.L.C. dated July 16, 2018, regarding Change in Certifying Accountant (filed herewith.)
99.1	Press Release dated July 16, 2018 (filed herewith.)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

MOBIQUITY TECHNOLOGIES, INC.

Dated: July 16, 2018

/s/ Dean L. Julia

Dean L. Julia, Chief Executive Officer



July 16, 2018

Securities and Exchange Commission
100 F Street, N.W.
Washington, D.C. 20549

Re: Mobiquity Technologies, Inc.

We have read the statements of Mobiquity Technologies, Inc. included under Item 4.01 of Form 8-K dated July 16, 2018 and agree with such statements as they pertain to our firm.

Sincerely,

/s/ Sadler, Gibb & Associates, LLC

Sadler, Gibb & Associates, LLC

Mobiquity Networks adds SoMedia to Client Roster

NEW YORK, July 16, 2018 (GLOBE NEWSWIRE) -- Mobiquity Technologies, Inc. (OTCQB: MOBQ), a leading mobile location data intelligence company today announced a platform partnership with SoMedia, a leading international media technology solutions company focusing on Latin America, whose clients include Fortune 500 companies. The partnership gives SoMedia access to Mobiquity Networks' platform to run media campaigns for their clients and gives Mobiquity a strong initial foothold in Latin America and an immediate new revenue stream.

The Mobiquity platform provided to SoMedia is a full end-to-end media solution, which includes its own AdServer, DSP, DMP and Ad-quality control solution. Mobiquity's platform is also integrated into hundreds of supply and demand side partners and offers extremely precise location-based audiences and targeting, machine learning for optimization and post campaign attribution.

"SoMedia is a cutting-edge media company with an outstanding staff and impressive client roster. We believe this relationship will be extremely beneficial to all parties and we look forward to working with SoMedia in both the USA and Latin America to bring a cost-effective media solution to their clients" stated Mobiquity Technologies CEO, Dean Julia. He continued, "As we recently announced in our Shareholder update, we are highly focused on getting to cash flow positive by year end. I believe this new revenue stream will get us one step closer to achieving that goal."

Andrea Tonicelo founder of SoMedia, said "We always put our client's needs first and our goal is to provide outstanding campaign results, with full transparency and increased ROI for our client, and I believe working with Mobiquity Networks and their very impressive state-of-the-art platform allows us to do that".

About Mobiquity Networks (www.mobiquitynetworks.com)

Mobiquity Networks, a wholly owned subsidiary of Mobiquity Technologies, Inc. (MOBQ), is a next generation mobile location data intelligence company. The company provides precise, unique, at-scale location data and insights on consumer's real-world behavior and trends for use in marketing and research. With our combined exclusive data set and first party location data via our advanced SDK; Mobiquity Networks provides one of the most accurate and scaled solution for mobile data collection and analysis.

About SoMedia (www.sogroup.media)

SoMedia is a technological media solutions company. Every day billions of consumer interactions happen around the world, with diverse interests and behaviors. We exist to connect this audience to your brand at the right time with the right message. Reach customers who are genuinely interested in what your company offers. We target scale data, using as a basis content with which they actively interact, engaging and increasing their conversion potential. Not only with technology but with constant strategic intelligence

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 of competition, possible loss of customers, and the company's ability to attract and retain key personnel.

Media Contact:

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