

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Mobiquity Technologies, Inc.

Form: 8-K/A

Date Filed: 2020-09-09

Corporate Issuer CIK: 1084267

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities and Exchange Act of 1934

Date of Report (Date of earliest event reported): August 7, 2020

Commission File Number 000-51160

MOBIQUITY TECHNOLOGIES, INC.

(Exact name of small business issuer as specified in its charter)

New York

(State or other jurisdiction of incorporation or
organization)

35 Torrington Lane, Shoreham, NY 11786

(Address of principal executive offices)

516-246-9422

(Issuer's telephone number)

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 Instructions 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 (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On August 12, 2020, the board of directors approved filing an amendment to its Restated Certificate of Incorporation to effectuate a 1-for-400 Reverse Stock Split and to decrease the number of authorized shares of common stock to 100 million. A copy of the Certificate of Amendment is filed below as Exhibit 3.1.

On September 8, 2020, FINRA announced an effective date for the Reverse Stock Split of September 9, 2020. It also announced that commencing September 9, 2020 and for a period of 20 business days, a "D" will be placed on the ticker symbol "MOBQD." After 20 business days, the symbol will change back to "MOBQ."

Item 5.07 Submission of Matters to a Vote of Security Holders

On August 7, 2020, the Company announced that the stockholders ratified, adopted and approved through a Proxy Statement Consent Solicitation, the following proposals: (i) a certificate of amendment (the "Certificate of Amendment") to the Company's restated certificate of incorporation to effectuate a Reverse Split of our common stock at a ratio of not less than one-for-100 and no more than one-for 500, which such ratio to be determined at the sole discretion of the Board and with such Reverse Split to be effected at such time and date, if at all, as determined by the Board at its sole discretion; and (ii) a Certificate of Amendment to the Company's restated certificate of incorporation to decrease the number of shares of common stock, par value \$.0001 per share, of the Company ("Common Stock") from two billion to 100 million with the number of authorized shares of Preferred Stock, \$.0001 par value, remaining at 5 million, it being understood that the second action would only be implemented in the event the Board effectuates the Reverse Split.

Proposal No. 1 was approved by 99.7% of the voting capital stock (i.e. 905,848,550 shares in favor). 1,660,785 shares voted against Proposal No. 1 and 1,106,734 shares abstained from voting.

Proposal No. 2 was approved by 99.7% of the voting capital stock (i.e. 905,897,528 shares in favor). 1,859,781 shares voted against Proposal No. 2 and 858,760 shares abstained from voting.

Item 9.01. Financial Statements and Exhibits.

<u>Exhibit</u>	<u>Description</u>
3.1	Amendment to Restated Certificate of Incorporation. (Filed herewith)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: September 8, 2020

MOBIQUITY TECHNOLOGIES, INC.

By: /s/ Dean L. Julia
Name: Dean L. Julia
Title: Chief Executive Officer

CERTIFICATE OF AMENDMENT
OF
MOBIQUITY TECHNOLOGIES, INC.

Under Section 805 of the Business Corporation Law

IT IS HEREBY CERTIFIED THAT:

1. The name of the corporation is MOBIQUITY TECHNOLOGIES, INC.
2. The certificate of incorporation was filed by the New York Department of State on the 26th day of March 1998 under the Corporation's original name Ace Marketing & Promotions, Inc., and was amended and restated thereafter prior to the date hereof (as amended and restated, the "Certificate of Incorporation").
3. The Corporation shall amend the Certificate of Incorporation by amending and restating the first paragraph of Article FOURTH which shall read as follows:

"FOURTH: The total number of shares of stock which the corporation shall have authority to issue is one hundred five million (105,000,000), of which one hundred million (100,000,000) shares, par value of one-tenth of a mil (\$.0001) each, amounting in the aggregate to ten thousand (\$10,000) dollars, shall be common stock and of which five million (5,000,000) shares, par value of one tenth of a mil (\$.0001) each, amounting in the aggregate to five hundred (\$500) dollars, shall be preferred stock. One million five hundred thousand (1,500,000) of the authorized shares of Preferred Stock are hereby designated "Series AA Preferred Stock." One Million two hundred fifty thousand (1,250,000) of the authorized shares of Preferred Stock are hereby designated "Series AAA Preferred Stock." One Thousand two hundred fifty (1,250) of the authorized shares of Preferred Stock are hereby designated "Series AAAA Preferred Stock." One Thousand five hundred (1,500) of the authorized shares of Preferred Stock are hereby designated "Series C Preferred Stock." Two (2) of the authorized shares of Preferred Stock are hereby designated "Class B Preferred Stock." Seventy Thousand (70,000) of the authorized shares of Preferred Stock are hereby designated "Series E Preferred Stock."

4. Upon filing of this Certificate of Amendment to the Certificate of Incorporation, the Certificate of Incorporation shall be further amended to add a new Section 7 to Article FOURTH which shall read as follows:

"Pursuant to the Business Corporation Law, upon the filing of this Certificate of Amendment (this "Amendment") to the Certificate of Incorporation with the New York Department of State (the "Effective Time"), each 400 shares of the corporation's common stock, par value \$0.0001 per share, issued and outstanding immediately prior to the Effective Time (the "Old Shares") shall automatically be combined into one validly issued, fully paid and non-assessable share of common stock without any further action by the corporation or the holder thereof, subject to the treatment of fractional share interests as described below (the "Reverse Stock Split"). The corporation shall not issue fractional shares in connection with the Reverse Stock Split. Holders of Old Shares who would otherwise be entitled to receive a fraction of a share on account of the Reverse Stock Split shall have their fractional share rounded up to the nearest whole number as of the Effective Time."

5. This Certificate of Amendment was duly adopted in accordance with Section 803 of the Business Corporation Law of the State of New York (the "BCL") by the Board of Directors of the corporation by unanimous written consent of the Board of Directors of the corporation pursuant to Section 708(b) of the BCL, and by affirmative vote of the holders of a majority of all outstanding shares of Common Stock entitled to vote thereon by written consent of stockholders of the corporation in accordance with Section 615 of the BCL.
6. The effective date of this filing shall be the later of September 2, 2020 or the date as established by Financial Industry Regulatory Authority, Inc.

IN WITNESS WHEREOF, the undersigned hereby affirms that comments made herein are true and under penalties of perjury.

Dated: August 18, 2020

/s/ Dean L. Julia
DeanL. Julia, CEO/Secretary