

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## **Mobiquity Technologies, Inc.**

**Form: 8-K**

**Date Filed: 2018-11-27**

Corporate Issuer CIK: 1084267

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

**FORM 8-K**

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): November 26, 2018 (November 20, 2018)

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)

**11-3427886**

(I.R.S. Employer Identification No.)

**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. ☐

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**Item 1.01 Entry Into a Material Definitive Agreement.**

On November 20, 2018 Mobiquity Technologies, Inc., Glen Eagles Acquisition LP, AVNG Acquisition Sub, LLC and Advangelists, LLC entered into an Agreement and Plan of Merger. Under the merger agreement, Mobiquity will become the 48% member, and Glen Eagles will become a 52% member, of Advangelists at the effective time of the merger. Mobiquity will be the manager of Advangelists following the merger. In addition to customary grounds for the parties to terminate the merger agreement prior to closing, either party may terminate the merger agreement if conditions to closing are not met by December 31, 2018. In consideration for the merger:

- Mobiquity will issue warrants for 90 million shares of Mobiquity common stock at an exercise price of \$0.09 per share, and, subject to the vesting threshold described below, Mobiquity will transfer 11,111,111 shares of Gopher Protocol, Inc. common stock, to the pre-merger Advangelists members. The transfer of the Gopher common stock will be unvested and will vest in February 2019 only if Advangelists' combined revenues for the months of December 2018 and January 2019 are at least \$250,000.
- Glen Eagles will pay the pre-merger Advangelists members \$10 million in cash. \$500,000 will be paid at closing and \$9,500,000 will be paid in 19 monthly installments of \$500,000 each, represented by a promissory note. The promissory note will provide that as sole remedy for a payment default:
  - o if there is a payment default and less than \$1 million in total cash consideration has been tendered for payment, Glen Eagles will return its 52% membership interest in Advangelists to the Advangelists pre-merger members. In that case, the Advangelists pre-merger members may elect to return to Mobiquity the Mobiquity warrants, or Mobiquity common stock issued upon the exercise of the Mobiquity warrants, and the Gopher common stock transferred by Mobiquity, and Mobiquity will return its 48% membership interest in Advangelists to the Advangelists pre-merger members.
  - o if there is a payment default and more than \$1 million but less than \$2,500,000 in total cash consideration has been tendered for payment, Glen Eagles will return its 52% membership interest in Advangelists to the Advangelists pre-merger members. In that case, none of Mobiquity warrants, or Mobiquity common stock issued upon the exercise of the Mobiquity warrants, and none of the Gopher common stock transferred by Mobiquity, shall be returned by the Advangelists pre-merger members to Mobiquity, and none of Mobiquity's 48% membership interest in Advangelists shall be returned by Mobiquity to the Advangelists pre-merger members, unless Mobiquity on the one hand, and the Advangelists pre-merger members on the other hand, mutually consent otherwise.
  - o if there is a payment default and more than \$2,500,000 in total cash consideration has been tendered for payment Glen Eagles will return to the Advangelists pre-merger members a portion of Glen Eagles' membership interest in Advangelists equal to a 3% membership interest for each the defaulted installments and the remaining installments. In that case, any return of Mobiquity warrants, or Mobiquity common stock issued upon the exercise of the Mobiquity warrants, and Gopher common stock transferred by Mobiquity, and Mobiquity's 48% membership interest in Advangelists shall be subject to the same Mobiquity and Advangelists pre-merger members mutual consent as above.

Deepanker Katyal, a 47.5% pre-merger member of Advangelists, has been appointed as representative of the Advangelists' pre-merger members, and all Advangelists pre-merger member consents or decisions shall be given or made by Mr. Katyal in that capacity.

Until the merger consideration is paid in full, Advangelists may not take certain major actions without the consent of Mr. Katyal, acting as representative of the Advangelists' pre-merger members.

At the effective time of the merger, Mr. Katyal, and Lokesh Mehta, also a 47.5% pre-merger member of Advangelists, will be employed by Advangelists as Advangelists' CEO and CTO respectively under three-year employment agreements. Mr. Katyal and Mr. Mehta will each be entitled to \$400,000 in annual salary and benefits which are substantially similar to the Mobiquity executive management benefits. The employment agreements will include customary provisions regarding restrictive covenants, intellectual property and grounds for early termination. Additionally, Mr. Katyal and Mr. Mehta will each be issued Mobiquity Class B preferred stock (to be authorized) which will provide for dividends equal to 10% of the gross revenue of Mobiquity or Advangelists, whichever is higher and capped at \$600,000 each, for each of its 2019 and 2020 fiscal years.

**Item 8.01 Other Events.**

On November 20, 2018 Mobiquity issued a press release announcing the entry into the merger agreement. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No,	Description
99.1	<a href="#">Press Release, dated November 20, 2018.</a>

## 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.

MOBIQUITY TECHNOLOGIES, INC.

By: /s/ Dean L. Julia

Name: Dean L. Julia

Title: Chief Executive Officer

Date: November 27, 2018

## Mobiquity Technologies and Advangelists Sign Definitive Merger Agreement

### ***Creating the first end-to-end programmatic ecosystem addressing the \$84.6 Billion global programmatic advertising market***

NOVEMBER 20, 2018 – NEW YORK, N.Y. – Mobiquity Technologies (OTCQB: MOBQ), a leader in mobile location data intelligence, announced it is merging privately held Advangelists into the publicly traded entity. Advangelists is a next generation technology platform for digital programmatic advertisers. The two companies will provide the first completely integrated end-to-end platform for programmatic media buying in the \$84.6 Billion global programmatic advertising market.

Programmatic media buying is the use of automation in the buying, selling or fulfillment of digital display advertising. According to eMarketer, four out of every five digital display ad dollars in the US today transact via programmatic means. By 2020, the vast majority of U.S. digital display ad dollars (86.3 percent) will transact programmatically; two-thirds of which will go to mobile and other connected devices, not desktop.

Traditionally, advertising campaigns were built over time using behavior marketing and customer research. Through this merger, consumer's behavior and trends can be measured to optimize campaigns in real-time using advanced AI and Machine Learning. Personalized ad messages can then be deployed by way of programmatic advertising through a single platform.

"While companies like The Trade Desk) and AppNexus forged ground in the space, we found there were efficiencies to be created that both significantly enhance performance, while also reducing costs," said Mobiquity Technologies CEO Dean Julia. "We spent several months working with the leadership at Advangelists, bringing in new business and integrating our capabilities. We've seen how effective our partnership can be at growing significant market share."

Brands, agencies, and publishers seeking to deploy programmatic media would often spend months, even years, building an advertising tech stack with capabilities that could develop strategic audiences, bid, buy and report on campaign performance, as well as monitor for fraud, capture viewable impressions, and provide full transparency into every dollar spent.

"In every instance, marketers would need to sacrifice one capability to exceed at another, never being able to achieve the full vision of a single integrated tech stack," said Advangelists' CEO Deep Katyal, an Ad Tech veteran who built the Advangelists platform. "Together with integrated location capabilities from Mobiquity, we are reducing the tech set-up time to mere days, automating execution and providing a transparent understanding of every dollar spent along the supply chain with a location informed feedback loop to drive better ROI for our clients."

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The Mobiquity-Advangelists ecosystem is improving operational efficiency for clients and providing precise measurement of in-store/in-location foot traffic, allowing advertisers with both digital and brick-n-mortar destinations full attribution of their media dollars.

"This merger represents a major milestone for Mobiquity's many loyal shareholders," said Thomas M. Arnost, Executive Chairman of Mobiquity Technologies, Inc. "The merger comes with a solid base of clients already successfully utilizing our next generation technology platform. These active clients provide an excellent base from which to continue ramping up revenues in Q4 and well beyond. Our growth will be fueled by the continued explosive growth of the mobile ad tech industry, as well as our unique ability to grow our market share within the soon to be \$100B+ programmatic advertising marketplace."

**About Mobiquity Networks** ([www.mobiquitynetworks.com](http://www.mobiquitynetworks.com))

Mobiquity Technologies, Inc. (OTCQB: MOBQ), is a mobile first, next generation, Software-as-a-Service (SaaS) platform for data and advertising. The Company provides precise mobile location data and insights on consumer's real-world behavior on a single platform that's easy to use and includes all the necessary features and tools required to run a successful mobile ad campaign. Our goal is to help advertisers deliver the right message to the right person at the right time more efficiently and effectively than ever before.

Information Video: [https://youtu.be/M81eMJ\\_ymo8](https://youtu.be/M81eMJ_ymo8)

**About Advangelists** ( [www.advangelists.com](http://www.advangelists.com) )

Advangelists is a team of veterans from the tech ecosystem, uniting experiences in ad tech, programmatic solutions, automation, NLP, machine learning, rich media and mobile video technologies. Advangelists believes that advertising should be an amalgamation of great features, great usability and have all the tools needed in one single platform. The Advangelists' Advantage is that all of its tech is proprietary, automated, built in house and is highly cost effective.

Information Video: [https://www.youtube.com/watch?v=LI\\_QjjNTouM](https://www.youtube.com/watch?v=LI_QjjNTouM)

**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.

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For more information contact Brian Stollner, email: [brian@mobiquitynetworks.com](mailto:brian@mobiquitynetworks.com)