

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## Mobiquity Technologies, Inc.

**Form: 8-K**

**Date Filed: 2019-02-01**

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): February 1, 2019

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.

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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

See Item 5.07 below.

**Item 5.07 Submission of Matters to a Vote of Security Holders**

In December 2018, the Board of Directors approved and on February 1, 2019 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 certificate of incorporation to increase the number of authorized shares of common stock, par value \$0.0001 per share, of the Company ("Common Stock"), from 900,000,000 to 2,000,000,000, with the number of authorized shares of Preferred Stock, \$.0001 par value remaining at 5,000,000 and (ii) 2018 Employee Benefit and Consulting Services Compensation Plan (the "Plan") with 30 million shares of common stock underlying the Plan.

Proposal No. 1 was approved by 72.66% of the voting capital stock (i.e. 681,068,097 shares in favor). 1,340,705 shares voted against Proposal No. 1 and 211,680 shares abstained from voting.

Proposal No. 2 was approved by 71.24% of the voting capital stock (i.e. 667,794,483 shares in favor). 1,284,205 shares voted against Proposal No. 2 and 229,680 shares abstained from voting.

As the expiration date of the solicitation was terminated early on February 1, 2019, the solicitation ended with a broker non-vote of 13,312,114 shares.

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

(d) Exhibits

<b>Exhibit No,</b>	<b>Description</b>
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3.1	<a href="#"><u>Certificate of Amendment to Certificate of Incorporation dated February 1, 2019.</u></a>
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**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: February 1, 2019

**MOBIQUITY TECHNOLOGIES, INC.**

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

CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF INCORPORATION  
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 of the Corporation was filed by the Department of State on March 26, 1998 under the name Ace Marketing & Promotions, Inc.

3. The Certificate of Incorporation is amended as follows:

To amend Article FOURTH of the Certificate of Incorporation to increase the authorized number of shares of Common Stock. Currently the corporation is authorized to issue 900,000,000 common shares at \$.0001 par value. The corporation shall add 1,100,000,000 common shares at a \$.0001 par value for a total of 2,000,000,000 common shares with a \$.0001 par value. The corporation's authorized 5,000,000 preferred shares at \$.0001 par value shall remain unchanged. Accordingly, Article FOURTH of the Certificate of Incorporation is hereby amended and changed in its entirety, to now read as follows:

"FOURTH. The total number of shares of stock which the corporation shall have authority to issue is two billion and five million (2,005,000,000), of which two billion (2,000,000,000) shares, par value of one-tenth of a mil (\$.0001) each, amounting in the aggregate to two hundred thousand (\$200,000) 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.

The voting powers, designations, preferences and relative, participating optional or other rights, if any, and the qualifications, limitations or restrictions, if any, of the preferred stock, in one or more series, shall be fixed by one or more resolutions providing for the issue of such stock adopted by the Corporation's board of directors, in accordance with the provisions of Section 502 of the Business Corporation Law of New York and the board of directors is expressly vested with authority to adopt one or more such resolutions."

4. Pursuant to Section 803(a) of the Business Corporation Law, this amendment to the Certificate of Incorporation was authorized by unanimous consent of the board of directors of the Corporation in December 2018 pursuant to Section 708(b) of the Business Corporation Law and by a majority of the outstanding shares entitled to vote at a meeting of stockholders of the Corporation pursuant to Section 602(c) of the Business Corporation Law.

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

Dated: February 1, 2019

MOBIQUITY TECHNOLOGIES, INC.

By: /s/ Dean L. Julia  
Dean L. Julia, Chief Executive Officer