

Mobiquity Technologies, Inc.
Form 8-K
February 01, 2019

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.

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

Exhibit No, Description

3.1 Certificate of Amendment to Certificate of Incorporation dated February 1, 2019.

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