

MOBIVITY HOLDINGS CORP.
 Form SC 13G
 August 01, 2013

**UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
 (Amendment No.)***

Mobivity Holdings Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

60743E105

(CUSIP Number)

June 17, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (A) or (D) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	06/01/2010		A	1,304 A \$ 1.15	27,934	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mayo Gary 21211 NORDHOFF STREET CHATSWORTH, CA 91311		X		

Signatures

Clarice Hovsepien, Power of Attorney for Gary Mayo, Reporting Person

06/03/2010

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

n;">Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5.

Sole Voting Power
2,125,000

6.

Shared Voting Power
0 (1)

7.

Sole Dispositive Power
0 shares

8.

Shared Dispositive Power
10,064,576(1)

9.

Aggregate Amount Beneficially Owned by Each Reporting Person
10,064,576 (1)

10.

Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11.

Percent of Class Represented by Amount in Row (9)
9.99% (1)*

12.

Type of Reporting Person (See Instructions)
PN

(1) Amir L. Ecker and Carol G. Frankenfield are each a General Partner of ACT Capital Management, LLLP. See Item 4 of this Schedule.

Explanation of Responses:

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CUSIP No. 60743E105

1. Names of Reporting Persons
Amir L. Ecker
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
United States
5. Sole Voting Power
3,875,000 (2)
6. Shared Voting Power
2,412,500 (2)
7. Sole Dispositive Power
0 shares (2)
8. Shared Dispositive Power
10,064,576(2)
9. Aggregate Amount Beneficially Owned by Each Reporting Person
10,064,576 (2)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
9.99 % (2)*
12. Type of Reporting Person (See Instructions)
IN

(2) Amir L. Ecker is a General Partner of ACT Capital Management, LLLP. See Item 4 of this Schedule 13G.

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CUSIP No. 60743E105

- | | | |
|-----|---|---|
| 1. | Names of Reporting Persons
Carol G. Frankenfield | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input type="radio"/> | o |
| | (b) <input type="radio"/> | o |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
United States | |
| 5. | Sole Voting Power
125,000 (3) | Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With |
| 6. | Shared Voting Power
2,125,000(3) | |
| 7. | Sole Dispositive Power
0 shares (3) | |
| 8. | Shared Dispositive Power
10,064,576 (3) | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
10,064,576 (3) | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9)
9.99% (3)* | |
| 12. | Type of Reporting Person (See Instructions)
IN | |

(3) Carol G. Frankenfield is a General Partner of ACT Capital Management, LLLP. See Item 4 of this Schedule 13G.

Item 1.

- (a) Name of Issuer
Mobivity Holdings Inc.
- (b) Address of Issuer's Principal Executive Offices
58 W. Buffalo Street, #200

Chandler, AZ 85225

Item 2.

- (a) Name of Person Filing
ACT Capital Management, LLLP

Amir L. Ecker
- (b) Address of Principal Business Office or, if none, Residence
Carol G. Frankenfield
2 Radnor Corporate Center, Suite 111

Radnor, PA 19087
- (c) Citizenship
ACT Capital Management, LLLP Delaware USA
- (d) Title of Class of Securities
Amir L. Ecker and Carol G. Frankenfield are U.S. Citizens
Common Stock
- (e) CUSIP Number
60743E105

Item 3.

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
 - (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
 - (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
 - (k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership

* ACT Capital Management, LLLP is the beneficial owner of 6,750,000 shares of common stock and 3,314,576 shares of the Issuer's common stock issuable upon exercise of warrants to purchase shares of the Issuer's common stock to the extent that after giving effect to such exercise, the holder of the warrant would not beneficially own in excess of 9.99% of the shares of the Issuer's common stock outstanding immediately after giving effect to such exercise. The holder of the warrant may remove such limitation on exercise of the warrant by providing 60 days prior written notice to the Issuer. Amir L. Ecker and Carol G. Frankenfield are the General Partners of ACT Capital Management, LLLP. Investment decisions made on behalf of ACT Capital Management, LLLP are made primarily by its General Partners.

(a) Amount beneficially owned:

(1) 10,064,576

(2) 10,064,576 (Mr. Ecker may be deemed a beneficial owner of the shares held by ACT Capital Management, LLLP solely because he is a General Partner of that partnership.)

(3) 10,064,576 (Ms. Frankenfield may be deemed a beneficial owner of the shares held by ACT Capital Management, LLLP solely because she is a General Partner of that partnership.)

(b) Percent of class:

(1) 9.99%*

(2) 9.99%*

(3) 9.99%*

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

(1) 2,125,000

(2) 3,875,000

(3) 125,000

(ii) Shared power to vote or to direct the vote

(1) 0

(2) 0

(3) 0

(iii) Sole power to dispose or to direct the disposition of

(1) 0

(2) 0

(3) 0

(iv) Shared power to dispose or to direct the disposition of

(1) 10,064,576

(2) 10,064,576

(3) 10,064,576

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The percentages set forth in this Schedule 13G are based upon the total number of shares of the Issuer's common stock outstanding of 97,071,767 shares based on information provided by the Issuer.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Item 8. Identification and Classification of Members of the Group

Item 9. Notice of Dissolution of Group

Item 10. Certification

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATE: July 24, 2013

By: /s/ Amir L. Ecker
Amir L. Ecker

DATE: July 24, 2013

By: /s/ Carol G. Frankenfield
Carol G. Frankenfield

ACT CAPITAL MANAGEMENT, LLLP, by its General Partner, Amir L. Ecker

DATE: July 24, 2013

By: /s/ Amir L. Ecker
General Partner

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).

JOINT FILING AGREEMENT

The undersigned, the Reporting Persons named in Schedule 13G, hereby agree that this Schedule 13G Amendment No. 2 is filed on behalf of them and that each Reporting Person is responsible for the timely filing of any other amendments to the Schedule 13G. Each Reporting Person further agrees that each of them is responsible for the completeness and accuracy of the information concerning such Reporting Person, respectively, contained in this Schedule 13G and that each of them is not responsible for the completeness or accuracy of the information concerning the other Reporting Persons.

IN WITNESS WHEREOF, the undersigned have executed this Joint Filing Agreement as of July 24, 2013.

DATE: July 24, 2013

By: /s/ Amir L. Ecker
Amir L. Ecker

DATE: July 24, 2013

By: /s/ Carol G. Frankenfield
Carol G. Frankenfield

ACT CAPITAL MANAGEMENT, LLLP, by its General Partner, Amir L. Ecker

DATE: July 24, 2013

By: /s/ Amir L. Ecker
General Partner