

Mobiquity Technologies, Inc.
Form S-1/A
April 30, 2015

As filed with the Securities and Exchange Commission on April 30, 2015

Registration No. 333-201340

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON D.C. 20549

AMENDMENT NO. 1

TO

FORM S-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

MOBIQUITY TECHNOLOGIES, INC.

(Name of registrant as specified in its charter)

New York	7310	11-3427886
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

600 Old Country Road, Suite 541

Garden City, NY 11530

(516) 256-7766

(Address, including zip code, and telephone number,

including area code, or registrant's principal executive offices)

Dean L Julia, Co-Chief Executive Officer

600 Old Country Road, Suite 541

Garden City, NY 11530

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(Name, address, including zip code, and telephone number,

including area code, of agent for service)

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Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box. x

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act:

Large accelerated filer ☐ Non-accelerated filer ☐
Accelerated filer ☐ Smaller reporting company ☒

CALCULATION OF REGISTRATION FEE

Title of Each Class of	Proposed Maximum	Amount of
Securities To Be Registered	Aggregate Offering	Registration Fee
	Price(1)(2)	
Common Stock, \$0.0001 par value per share(3)	\$11,500,000	\$1,336.30
Underwriter's Warrant to Purchase Common Stock(4)	\$100	\$0.01
Common Stock Underlying Underwriter's Warrant(5)(6)	\$460,000	\$53.46
Total	\$11,960,100	\$1,389.77(7)

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended (the "Securities Act").
- (2) Includes the offering price of shares that the underwriters have the option to purchase to cover over-allotments, if any.
- (3) Calculated pursuant to Rule 457(o) under the Securities Act based on an estimate of the proposed maximum aggregate offering price.
- (4) No registration fee pursuant to Rule 457(g) under the Securities Act.
- (5) Pursuant to Rule 416 under the Securities Act, the shares of common stock registered hereby also include an indeterminate number of additional shares of common stock as may from time to time become issuable by reason of stock splits, stock dividends, recapitalizations or other similar transactions.
- (6) Registration fee calculated pursuant to Rule 457(g) under the Securities Act.
- (7) Previously paid.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

The information in this preliminary prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell nor does it seek an offer to buy these securities in any state or other jurisdiction where the offer or sale is not permitted.

Subject to Completion

Preliminary Prospectus dated April 30, 2015

PROSPECTUS

Shares

Common Stock

We are selling shares of our common stock in a firm commitment underwritten offering.

Our common stock is quoted on the OTCQB under the symbol “MOBQ.” We intend to apply to list our common stock on the NYSE MKT with such listing to commence upon the closing of this offering. No assurances can be given that our application will be approved. On April, 2015, the last reported sale of our common stock on the OTCQB was \$.____ per share, after giving retroactive effect to a presumed one-for-twenty reverse stock split to be completed prior to the effectiveness of the registration statement of which this prospectus is a part.

Our business and an investment in our common stock involve significant risks. These risks are described under the caption “Risk Factors” beginning on page 9 of this prospectus.

Per Share	Total
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Public offering price	\$	\$ 10,000,000
Underwriting discount and commissions ⁽¹⁾	\$	\$ 800,000
Proceeds, before expenses, to us	\$	\$ 200,000

The representative of the underwriters or its designees will receive compensation in addition to the underwriting (1) discount. We refer you to “Underwriting” beginning on page ___ of this prospectus for additional information regarding total underwriting compensation.

The representative of the underwriters may also exercise its option to purchase up to an additional _____ shares of common stock from us, at the public offering price, less the underwriting discount and commissions, for 45 days after the date of this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the common shares to purchasers on or about _____, 2015.

National Securities Corporation

Sole Book–Running Manager

H.C. Wainwright & Co.

Co-Manager

The date of this prospectus is _____, 2015.

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For investors outside the United States: neither we nor the underwriters have done anything that would permit this offering or possession or distribution of this prospectus or any free writing prospectus we may provide to you in connection with this offering in any jurisdiction where action for that purpose is required, other than in the United States. You are required to inform yourselves about and to observe any restrictions relating to this offering and the distribution of this prospectus and any such free writing prospectus outside of the United States.

We have not, and the underwriters have not, authorized any other person to provide you with different information than that contained in this prospectus and any related free writing prospectus that we may provide to you in connection with this offering. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus is accurate only as of the date on the front cover of this prospectus. Our business, financial condition, results of operations and prospects may have changed since that date.

Unless otherwise indicated, information contained in this prospectus concerning our industry and the markets in which we operate, including our general expectations and market position, market opportunity and market size, is based on information from various sources, on assumptions that we have made that are based on those data and other similar sources and on our knowledge of the markets for our services. These data involve a number of assumptions and limitations. We have not independently verified the accuracy of any third party information. In addition, projections, assumptions and estimates of our future performance and the future performance of the industry in which we operate is necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described in “Risk Factors” and elsewhere in this prospectus. These and other factors could cause results to differ materially from those expressed in the estimates made by the independent parties and by us.

PROSPECTUS SUMMARY

This summary provides an overview of selected information contained elsewhere in this prospectus and does not contain all of the information you should consider before investing in our common stock. You should carefully read this prospectus and the registration statement of which this prospectus is a part in their entirety before investing in our common stock, including the information discussed under “Risk Factors” beginning on page 9 and our consolidated financial statements and notes thereto that appear elsewhere in this prospectus.

On November 17, 2014, we held a special meeting of our stockholders to approve authorizing our board of directors to effectuate a reverse stock split in its sole discretion of not less than 1-for-5 and not greater than 1-for-20 for the purpose of attempting to obtain a listing of our common stock on the NYSE MKT. Such approval was obtained, and this prospectus assumes the completion of a reverse stock split in a ratio of 1-for-20. Unless otherwise indicated, all share and per share amounts in this prospectus including market information, except for the historical consolidated financial statements and notes thereto have been retroactively adjusted to reflect such 1-for-20 reverse stock split.

As used in this prospectus, the terms “we,” “our,” “us,” “Mobiquity Technologies,” or “the company” refer to Mobiquity Technologies, Inc. and its subsidiaries, taken as a whole, unless the context otherwise requires it.

Overview

We operate a national location-based mobile advertising network and have developed a consumer-focused proximity network which we believe is unlike any other in the United States. Our integrated suite of proprietary location based mobile advertising technologies allows clients to execute more personalized and contextually relevant experiences, driving brand awareness and incremental revenue.

Leveraging our agreement with Simon Property Group, Inc. (which we refer to herein as Simon or Simon Property), the largest mall operator in the U.S. in terms of number of properties, we have installed our location-based mobile advertising solutions in the common areas of approximately 240 Simon retail destinations across the U.S. to create “smart malls” using Bluetooth-enabled iBeacon compatible technology. In April 2015, we entered into an agreement with Macerich Partnership, L.P. (which we refer to herein as Macerich) to expand our mall footprint into approximately 55 Macerich malls by June 1, 2015. We plan to expand our mall footprint into the common areas of other malls and outside of malls with additional synergistic venues that will allow for cross marketing opportunities, including venues such as stadiums, arenas, additional college campuses, airports and retail chains. For example, we have entered into an agreement with the New York State University at Stony Brook to deploy a mobile advertising network in their new arena. This type of installation will enable fan engagement, cross-marketing opportunities, sponsorship activation and create interactive event experiences. This is our first installation in the university market.

We operate through our wholly-owned subsidiaries, Ace Marketing & Promotions, Inc. and Mobiquity Networks, Inc. Ace Marketing is our legacy marketing and promotions business which provides integrated marketing services to our commercial customers. While Ace Marketing currently represents substantially all of our revenue, we anticipate that activity from Ace Marketing will represent a diminishing portion of corporate revenue as our attention is now principally focused on developing and executing on opportunities in our Mobiquity Networks business.

We believe that our Mobiquity Networks business represents our greatest growth opportunity going forward. We believe this business unit is well positioned as a result of our early mover status and novel technology integration to address a rapidly growing segment of the digital advertising market – location based mobile marketing. We expect that Mobiquity Networks will generate the majority of our revenue by the end of 2015, although no assurances can be given in this regard.

Mobiquity Hardware Solutions

Our Mobiquity hardware solutions are currently deployed in retail locations (and in the future may be deployed at other venues such as stadiums, arenas, college campuses and airports) to create the Mobiquity network. Our hardware solutions include Mobi-Units, Mobi-Beacons and Mobi-Tags, which can be used in different combinations as the setting requires.

Mobi-Units utilize both Bluetooth and Wi-Fi to communicate with all mobile devices, including smart phones and feature phones. When our Mobi-Units are in use, consumers have the choice through an opt-in process to receive only desired content and offers. Additionally, through the use of Wi-Fi, consumers can connect to view content and receive special offers.

Mobi-Beacons, which utilize Bluetooth LE 4.0 technology, can dramatically enhance the in-app experience through the use of hyper accurate location event data. Our Mobi-Beacons have been developed to meet or exceed all iBeacon standards. Importantly, we have also developed a proprietary method for encrypting and decrypting our beacon signals on a rolling basis to ensure that its beacon network remains fully secure, and exclusively for the beneficial use of our clients.

Mobi-Tags interact with smart phones utilizing quick response codes and near field communication and can promote app downloads, social media engagement and database building.

Our Single Integrated Platform

Our Mobiquity Platform employs a number of core mobile solutions such as; Bluetooth, Wi-Fi, Near Field Communication and Quick Response Codes in order to engage with nearly 100% of mobile device types. The platform also allows for plug-in solutions to be added to increase our service offerings and add complementary revenue streams. For example, in addition to our advertising network, numerous plug-ins can be added for services such as loyalty programs, indoor mapping and mobile payments. We have developed an online platform that integrates the hardware and facilitates campaign management and reporting across the installed network. Our clients can use the network to deploy mobile ad campaigns simultaneously across multiple delivery methods, paying a cost per engagement fee. Alternatively, clients can subscribe to our Location Signal Service to access real-time contextual beacon signals to drive localized in-app user activity. Management believes that no other competitive solution offers a platform that integrates the depth and range of mobile advertising tools combined with a nationally deployed hardware network.

A diagram of our basic network architecture is as follows:

The following graphic depicts a typical mall-shopper engagement from our customers' viewpoint:

Our Mobiquity Networks business monetizes its network by providing clients with access to our exclusive common-area beacon signals. By incorporating our software development kit (or SDK), the client app (or campaign-specific third party app) can access the beacon signals provided by our network, and leverage those signals plus the associated contextual information provided by our platform to trigger location-based campaign messaging. We plan to generate revenue several ways including by collecting a fee based on the engagement rate of our customer advertising campaigns, selling the data gathered by our network and licensing our location signals.

In order to expand our customer reach and potential app engagement, we are currently in discussions with numerous third party app publishers, and we entered into agreements with app publishers in January and February 2015, including with Relevant Solutions and ShopAdvisor, among others. In November 2014, we entered into a partnership agreement with Mobile Roadie, one of the largest mobile app and marketing platforms with clients in over 70 countries. By integrating the Mobiquity Networks SDK with the Mobile Roadie platform, Mobile Roadie clients will have the ability to add beacon campaigns to their existing mobile marketing applications, and will be able to leverage our public beacon network. Mobile Roadie has powered thousands of apps in the Apple App Store and Google Android Market. Mobile Roadie clients will be able to use their platform and our Mobi-Beacons to power the clients' own private networks in their respective locations. Our relationship with Mobile Roadie and its client base potentially brings significant additional reach to our advertisers. Additionally, the context provided by our network gives shoppers more value as their app experiences are made more expansive and relevant as they shop. Each Mobile Roadie app can potentially be an advertiser or publisher on our network. We will continue to attempt to enter into agreements with other app publishers, as the more apps containing our SDK integration, the greater chance of triggering a beacon engagement for which we get compensated by the advertiser.

Our Agreements with Mall Property Owners/Managers and IBM

Simon Properties

We entered into an initial agreement with Simon Property in April 2011. This agreement was amended in September 2013 and July 2014 to, among other things, expand the number of Simon mall properties covered by the agreement. Pursuant to our agreement with Simon, we have the right, on an exclusive basis, to install Bluetooth proximity marketing equipment to send information across the air space of the common areas of our Simon mall network, which includes approximately 240 malls across the United States. Under a master agreement and related agreements between us and Simon covering approximately 240 Simon malls, Simon is entitled to receive fees from us equal to a minimum fee plus the greater of a pre-set, per mall fee or a percentage of revenues derived from within the Simon mall network as well as certain commission fees based on revenues generated through Simon's sales efforts. We believe that the revenue share in which Simon participates will exceed the minimum annual mall fees if we generate revenues within the Simon network of approximately \$14 million or more in a calendar year. Our agreement with Simon requires us to maintain letters of credit for each calendar year under the agreement represented by the minimum amount of fees due for such calendar year as well as certain levels of insurance. The agreement also provides for Simon to adjust the number of malls subject to the agreement from time to time based upon changes in its beneficial ownership interest in the malls. Our agreement with Simon expires on December 31, 2017. Our agreement with Simon is subject to earlier termination by either us or Simon following a notice and cure period in the event of a material breach of the agreement.

Macerich

In April 2015, we entered into a license agreement with Macerich. Pursuant to our agreement with Macerich, we have the right to install Mobi-Beacons to send information across the air space of the common areas of our Macerich mall network, which will, when fully installed we estimate to include approximately 55 malls, across the United States. Our right to install our Mobi-Beacons to market and sell third party paid advertising in the interior common areas of these malls shall be exclusive. Under a Macerich license agreement between us and Macerich currently covering 55 malls, Macerich is entitled to receive fees from us equal to a minimum fee plus the greater of a pre-set per mall fee or a percentage of revenues derived from within the Macerich mall network as well as certain commission fees based on revenues generated through Macerich's sales efforts. We believe that the revenue share in which Macerich participates will exceed the minimum annual mall fees if we generate revenues with the Macerich network of approximately \$3 million or more in a calendar year. The agreement also provides for Macerich to adjust the number of malls subject to the agreement from time-to-time based upon changes in its beneficial ownership in the malls. Our agreement with Macerich has a term of three years but is subject to earlier termination (i) with cause following a notice and cure period in the event of material breach of the agreement or (ii) without cause by Macerich after one year on 90 days' prior written notice to us. In the event of termination of the agreement without cause, Macerich will reimburse us for certain out-of-pocket expenses.

IBM

In April 2015, we entered into a Joint Initiative Agreement with IBM and enrolled as an IBM Business Partner through IBM's PartnerWorld program. We are teaming with IBM to deliver jointly developed solutions for mall-based tenants, including retail clients. These solutions leverage the Mobiquity Networks beacon platform deployed exclusively in the common areas of our mall footprint across the United States, as well as our SDK which can be embedded within mall clients' mobile apps, to deliver relevant content in real time to shoppers' smart phones as they visit these malls. IBM has agreed to work with these clients to provide the analytics solutions needed to deliver personalized, one-on-one content to shoppers through our platform, and to help clients obtain insights from shopper transactions to drive improved customer experience and business performance. IBM services will also provide the integration capabilities needed to combine the Mobiquity Network platform in the mall common areas with the in-store server and network infrastructure, to optimize delivery of context-relevant content for the shopper. Together, our Joint Initiative Agreement with IBM can help their mall clients provide enhanced omni-channel marketing solutions and optimize business results. The agreement has an initial terms of two years and may be extended by agreement of the parties.

The Mall Network

Through our agreement with Simon, we have installed our Mobiquity hardware solutions in about 240 of Simon's top shopping malls across the United States. As a result of our recently executed agreement with Macerich, we intend to install our Mobiquity hardware solutions in about 55 of their top malls across the United States. Our agreements with Simon and Macerich provide exclusive Bluetooth advertising rights in the common areas of each such malls. Our hardware solutions mesh together to create our network, which according to Simon, provides advertisers the opportunity to reach approximately 2.6 billion annual mall visits with mobile content and offers when they are most receptive to spending, while located in the Simon malls. The 2014 annual report for the International Council of Shopping Centers (ICSC) indicates that shoppers spend on average over \$97 per shopping mall visit in 2013, which represents over \$250 billion of annual spending. We believe our network provides advertisers the ability to influence

a percentage of these shoppers who carry smartphones.

Mobiquity Advantages

We believe our agreements with Simon and Macerich provide us with a major advantage over our competitors as it gives us a national network. Our technology allows us the opportunity to reach nearly 100% of mobile device types by utilizing our Mobiquity hardware solutions integrated into a single platform. Our platform monitors and reports hardware activity in real time, manages campaigns, delivers highly targeted content and provides third party access to our Mobiquity network through licensing of our SDK, and the integration of an application program interface. Specifically as it relates to our lead service offering – Location Signals and Campaign Management via Beacons – campaigns require an app that has integrated our SDK in order to engage with our network. The more apps that have integrated the Mobiquity SDK, the more opportunities to engage with mall shoppers in our network. We are carefully selecting app partners that have a direct relevance to the mall shopping experience and to the mall shopper demographic. For example, the apps of retailers and brands are obvious partners. Additionally, we intend to partner with shopping apps such as coupon distribution platforms, and apps targeting mall-related audiences in fashion and entertainment. Our SDK is currently installed in various mobile retail related apps. We are in various stages of SDK integration with dozens of additional mobile app properties that represent tens of millions of active app users, and we are in negotiations with various venues in regard to network expansion. Management believes that our ability to deliver a significant national audience via a single network is a significant advantage when creating app relationships.

Favorable Industry Trends

We believe the demand for location based mobile marketing services represents a large and growing market opportunity. Consumers are increasingly using smartphones and, according to a December 2014 report by IAB Mobile Marketing Center of Excellence, 88% of consumer mobile internet time is spent in apps where we expect to derive the majority of our revenue. According to the blog Asymco, a comScore survey on smartphones shows that the smartphone penetration rate in the U.S. at the end of 2013 was approximately 62.5%, representing 149 million users and is expected to grow to 90% penetration or approximately 230 million users by December 2016.

Importantly, according to eMarketer, mobile ad spending grew 83% from 2013 to 2014 and the trend is expected to continue as the share of advertising spend on mobile is still disproportionately small relative to the amount of time spent by consumers on their mobile devices. A 2014 report by leading venture capital firm Kleiner Perkins reported that 20% of media time is spent on mobile however mobile represented only 4% of total advertising spending share.

Despite the growth in e-commerce, 90% of all purchases are still made in traditional brick and mortar stores according to A.T. Kearney and 75% of Americans visit a mall at least once a month according to JCDecaux. Smartphone devices were estimated to influence \$593 billion or 19% of in-store sales in 2013 and are expected to influence \$4.5 trillion or 81% of in-store sales by 2018 according to a survey commissioned by Deloitte Consulting LLP. Finally, 54% of marketers currently use or plan to use beacons in the next 12 to deliver location based content according to a 2014 Holiday Shopping Recap by Adobe Digital Index.

We believe these trends will help drive demand for our Mobiquity Networks business as consumers increasingly engage with advertising content on their mobile devices and marketers seek to increase both the share of advertising dollars spent on mobile as well as the use of location technologies to personalize content delivered to consumers.

Our Strategy

Our goal is to enhance the shopper experience with retail customers by providing valuable and relevant content in real-time based on location. We achieve this goal by providing our customers (such as retailers, brands, and the entertainment industry) with a highly targeted form of mobile marketing engagement. Our platform enables interaction and advertising based on time, location and personalization to create the most effective campaigns and experiences possible, in a way that is not possible without our network. We connect customers to brands in the retail space by increasing individual retail location app usage and driving foot traffic to such individual retail locations. We have deployed our Mobiquity hardware solutions in about 240 Simon malls in the United States and we intend to expand to 55 Macerich malls by June 1, 2015. We intend to utilize the proceeds of this offering to expand our sales and marketing human resource capability to focus on generating revenue over our network. Our sales and marketing team will be seeking to generate revenue over our network through five primary verticals:

- Retailers, Brands and Apps relevant to the shopping experience.
- Shopping/Coupon related Apps with relevant offers.
- Entertainment Apps relevant to the shopper demographic.
- Advertising Networks and Exchanges serving location relevant ads.
- Data Analytic and Social Media Apps requesting real-time location based signal.

We plan to expand on our current footprint into the common areas of other mall operations as well as outside of the malls with additional synergistic venues that will allow for cross marketing opportunities. Such venues include but are not limited to; stadiums, arenas, college campuses, airports and retail chains. The purpose of this type of expansion will be to create a unified network that will allow relevant beacon companies the opportunity to become part of our Mobiquity network. They may find it advantageous to become part of our network, so they will have the ability to drive traffic into their stores. In the future, we may also build a private advertising exchange system that would allow for programmatic buying where advertisers will be given permission to engage with shoppers through our Mobiquity network. Additionally, we plan to add other mobile services and plug-ins such as; loyalty programs, indoor mapping, security and mobile payments.

Sales and Marketing

We have allocated approximately \$1.5 million of the net proceeds of this offering to hire additional qualified sales and marketing personnel to generate revenue on our proximity mall network and to hire additional engineers, developers, computer and technology support personnel.

The key elements of our distribution and marketing strategy are as follows:

Direct Sales. Our internal salesforce will call on retailers, brands and relevant advertisers to advertise on the network.

Resellers. We intend to engage with third parties, such as advertising agencies and out-of-home companies to sell advertising on the network.

Publishers. We intend to engage with app developers, ad networks, ad exchanges and other companies that have existing relationships with access to a large number of apps to increase our reach and provide an alternative to advertisers with limited app downloads or no app.

Data Signals. We intend to engage with social media companies, ad networks and ad exchanges to provide real-time location-based data to increase the relevance and value of their in-app ad serving.

Data Platforms. We intend to engage with data management companies to provide historical location-based data which will enable personalized online, offline and mobile campaigns to targeted audiences.

Our Proprietary Technology

In March 2013, we formed Mobiquity Networks and Mobiquity Wireless, SLU (or Mobiquity Wireless) in Spain. Mobiquity Wireless then acquired our proximity marketing assets from FuturLink, a Spanish company who had been licensing such assets to us. These assets include, without limitation, the FuturLink technology which consists of patent applications, source codes and trademark(s). The patent applications acquired related to the hardware and associated process for identifying and acquiring connections to mobile devices and the process for delivering select content to users on an opt-in basis. Additionally, significant “know how” was acquired with respect to managing remote hardware across a large physical network. As the technology owner, we realized immediate benefits and will leverage the hardware and software included in our purchase to expand our mall-based footprint in the United States. Our acquisition of FuturLink’s technology and corresponding patent applications provided us with the flexibility and autonomy to improve, upgrade and integrate new ideas and cutting edge technologies into our existing platform. This

will allow us to evolve as new technologies emerge.

We believe that our intellectual property is a valuable asset to us as we move forward with our technology platform. Since we acquired this technology, we have further developed our ability to manage large networks of hardware to include beacon technology. Additionally, we have expanded campaign management tools to optimize them to meet the demands of our customers. Also, and importantly, we have developed a proprietary method for encrypting and decrypting the beacon signals on a rolling basis to ensure that our beacon network remains fully secure and exclusively for the beneficial use of our clients.

We believe our intellectual property gives us a lead in the industry with respect to the sophisticated management of large-scale network deployments and campaign management. Most beacon providers focus on single-store applications and are not capable of managing beacons across multiple locations, much less manage a public network that will be accessed by multiple advertisers versus a single retailer. Our network-focused platform approach is a key selling tool when presenting our capabilities to property owners, such as mall developers, who understand the challenge associated with managing a large number of hardware solutions across hundreds of properties.

Risks Associated with Our Business

Our business is subject to numerous risks, which are highlighted in the section entitled “Risk Factors” immediately following this prospectus summary. These risks represent challenges to the successful implementation of our strategy and to the growth and future profitability of our business. Some of these risks are as follows:

we have a history of operating losses and an accumulated deficit of approximately \$30.0 million at December 31, 2014 and our auditors have expressed a substantial doubt about our ability to continue as a going concern;

our business prospects and future growth could become dependent upon our rights licensing agreement with Simon and our rights agreement with Macerich, each a top mall developer, to create exclusively in the common areas a location-based marketing network called Mobiquity Networks in about 295 malls across the United States. We can provide no assurance that we will be able to comply with all the requirements of either agreement or extend the terms of either agreement. In the event that we lose our rights under either agreement, our business could be materially and adversely harmed. We intend to attempt to expand our mall network footprint into other malls and non-mall venues. We can provide no assurances that we will be able implement our expansion plans;

the location-based mobile marketing industry is relatively new and unproven. We will attempt to capitalize on our location-based mobile mall network footprint. We can provide no assurances that we will be able to generate substantial revenues to support our operations or to successfully compete against large, medium and small competitors that are in (or may enter) the proximity marketing industry with substantially larger resources and management experience;

our operations will require substantial additional financing to expand our mall footprint in other malls and in additional synergistic venues and to generally support our operations. The raise of additional required capital following this offering will likely involve substantial dilution to our stockholders. We can also provide no assurances that additional financing will be available to us on favorable terms, if at all;

our location-based mobile marketing technology is based upon intellectual property which we originally licensed from an unrelated company and subsequently purchased. Our success will depend upon our ability to have patents issued from patent applications filed in connection with such intellectual property and also to defend our intellectual property rights from challenges or circumvention of our intellectual property rights by third parties;

our future performance is materially dependent upon our management (in particular, Dean Julia and Michael Trepeta) and their ability to manage our growth as well as our ability to retain their services. The loss of our key management personnel could have a material adverse effect on our business. If we are unable to manage our expansion successfully and obtain substantial revenues for our location-based mobile mall network and outside of malls in other synergistic venues, the failure to do so could have a material adverse effect on our business, results of operations and financial condition; and

substantially all of our revenues to date have been generated by our integrated marketing subsidiary Ace Marketing. This subsidiary faces extensive competition with no company dominating the market in which this subsidiary operates.

Corporate Information

We were incorporated in New York in March 1998 as Ace Marketing & Promotions, Inc. and changed our name to Mobiquity Technologies, Inc. in September 2014. Our principal executive offices are located at 600 Old Country Road, Ste. 541, Garden City, NY 11530. Our telephone number is (516) 256-7766. Our website address is <http://www.mobiquitytechnologies.com>. Information contained on our website is not incorporated by reference into this prospectus, and should not be considered to be part of this prospectus. You should not rely on our website or any such information in making your decision whether or not to purchase our common stock.

“Mobiquity,” “Mobiquity Networks, Inc.,” “Mobiquity Technologies,” “Mobi-Beacons,” “Mobi-Units,” “Mobi-Tags,” “Mobi Rewards,” “Mobi Offers” and “Connecting Fans and Brands” are registered trademarks of Mobiquity Technologies. These service marks, trademarks, and tradenames referred to in this prospectus are the property of their respective owners. Except as set forth above and solely for convenience, the trademarks and tradenames in this prospectus are referred to without the ® and ™ symbols, but such references should not be construed as any indicator that their respective owners will not assert, to the fullest extent under applicable law, their rights thereto.

THE OFFERING

Common stock offered by us shares

Common stock to be shares. If the over-allotment option is exercised in full, the total number of outstanding after this offering common shares outstanding immediately after the offering would be .

Underwriters' option to purchase shares. We have granted the underwriters an option for a period of 45 days additional shares to purchase up to an additional shares.

Use of Although we will have broad discretion in how we allocate the proceeds of this offering, we intend to use proceeds the net proceeds from this offering to make payment of fees to secure and maintain our existing mall rights, to hire additional personnel for sales and marketing and human resources, to repay certain indebtedness, and for working capital and other general corporate purposes. See "Use of Proceeds."

Risk See the section entitled "Risk Factors" and other information included in this prospectus for a discussion of factors factors you should consider carefully before deciding to invest in shares of our common stock.

Lock-up We and our directors, executive officers and certain stockholders have agreed with the underwriters, provisions subject to specific exceptions, not to sell or transfer any common shares or securities convertible into or exercisable for common shares for a period of up to 180 days after the date of the prospectus. See "Underwriting."

Proposed We intend to apply to list our common stock on the NYSE MKT with such listing to commence upon Symbol and the closing of this offering. No assurances can be given that our application will be approved. Listing

Unless we indicate otherwise, all information in this prospectus, except for the consolidated financial statements and notes thereto and selected financial data extracted therefrom:

reflects a proposed 1-for-20 reverse stock split of our common shares to be effected prior to this offering (which may be in a ratio, to be determined by our board of directors, of between 1-for-5 and 1-for-20) and the corresponding adjustment of all share prices, all stock option and warrant exercise price per common share and all convertible note conversion prices per share;

· is based on 3,619,853 common shares issued and outstanding as of the date of this prospectus;

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excludes 1,557,030 common shares issuable upon exercise of outstanding warrants to purchase our common shares with a weighted average exercise price of approximately \$10.20 per share as of the date of this prospectus;

excludes 871,500 common shares issuable upon exercise of outstanding options to purchase our common shares with a weighted average exercise price of approximately \$9.80 per share as of the date of this prospectus;

excludes 25,000 common shares issuable upon conversion of outstanding convertible notes at a minimum of \$10.00 per share, 53,667 shares issuable upon conversion of notes at \$6.00 per share and 450,000 shares issuable upon conversion of \$2.7 million of letters of credit provided on our behalf by third parties, convertible at \$6.00 per share;

excludes up to 5,000 shares of common stock and warrants to purchase up to 2,500 shares of common stock at an exercise price of \$20 per share pursuant to the terms of a \$50,000 convertible note issued on December 29, 2014, noting that the foregoing amounts do not include the possible issuance of shares and warrants upon conversion of accrued interest due and payable on said note;

excludes up to 1,000,000 shares of common stock, warrants to purchase up to 500,000 shares of common stock at \$20.00 per share and additional warrants to purchase up to 150,000 shares at \$10.00 per share in the event that debt financing is provided to us of up to \$10 million as described under "Certain Relationships and Related Party Transactions," \$3,350,000 of which has been received by us, noting that we have the right to reject any debt financing that is provided to us; and

assumes no exercise by the underwriters of their option to purchase up to an additional common shares to cover over-allotments, if any.

SUMMARY CONSOLIDATED FINANCIAL DATA

The consolidated statements of operations data for the years ended December 31, 2014 and 2013 are derived from our audited consolidated financial statements included elsewhere in this prospectus. Our historical results are not necessarily indicative of the results that may be expected in the future. You should read this information together with our financial statements and related notes appearing elsewhere in this prospectus and the information under the caption “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

	Years Ended December 31,	
	2014	2013
	In thousands except share and per share amounts	
Consolidated Statements of Operations Data:		
Revenues, net	\$ 3,258	\$ 3,158
Cost of revenues	2,104	2,142
Gross Profit	1,154	1,015
Operating Expenses	11,087	6,877
Loss from operations	(9,933)	(5,862)
Other income (expense)	(573)	(227)
Net loss	(10,506)	(6,089)
Other Comprehensive Income (Loss)	(4)	

11.

Percent of Class Represented by Amount in Row (9):

53.0%⁹

12.

Type of Reporting Person (See Instructions):

OO

- ⁹ The calculation of the foregoing percentage is based on 101,473,253 shares of common stock outstanding as of October 31, 2013.

CUSIP No. 06647F102

13G

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1. Name of Reporting Persons:

Apax US VII GP, Ltd.

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:

England

5. Sole Voting Power:

NUMBER OF

SHARES

6. -0-
Shared Voting Power:

BENEFICIALLY

OWNED BY

EACH

7. 53,803,694
Sole Dispositive Power:

REPORTING

PERSON

8. -0-
Shared Dispositive Power:

WITH

53,803,694

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

53,803,694

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11. Percent of Class Represented by Amount in Row (9):

53.0%¹⁰

12. Type of Reporting Person (See Instructions):

OO

¹⁰ The calculation of the foregoing percentage is based on 101,473,253 shares of common stock outstanding as of October 31, 2013.

CUSIP No. 06647F102

13G

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1. Name of Reporting Persons:

Megrue, John F

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:

NUMBER OF

SHARES

-0-

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

53,803,694

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

-0-

8. Shared Dispositive Power:

WITH

53,803,694

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

53,803,694

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11. Percent of Class Represented by Amount in Row (9):

12. 53.0%¹¹
Type of Reporting Person (See Instructions):

CO

¹¹ The calculation of the foregoing percentage is based on 101,473,253 shares of common stock outstanding as of October 31, 2013.

CUSIP No. 06647F102

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This Amendment No. 1 is being filed to report the termination of the discretionary investment management arrangement with Apax Partners Europe Managers Ltd, which as a result, no longer beneficially owns any shares of Common Stock (as defined below).

Item 1.

(a). Name of Issuer

Bankrate, Inc. (the Company)

(b). Address of Issuer s Principal Executive Offices:

11760 U.S. Highway One, Suite 200
North Palm Beach, Florida 33408

Item 2(a). Name of Person Filing

Item 2(b). Address of Principal Business Office

Item 2(c). Citizenship

BEN HOLDING S.A.R.L.
1-3 BOULEVARD DE LA FOIRE
1-1528 LUXEMBOURG
PLACE OF ORGANIZATION: LUXEMBOURG

APAX EUROPE VII GP CO. LTD
THIRD FLOOR ROYAL BANK PLACE
1 GLATEGNY ESPLANADE
ST. PETER PORT, GUERNSEY X0 GY1 2HJ
PLACE OF ORGANIZATION: GUERNSEY

APAX EUROPE VII GP L.P. INC.
THIRD FLOOR ROYAL BANK PLACE
1 GLATEGNY ESPLANADE
ST. PETER PORT, GUERNSEY X0 GY1 2HJ
PLACE OF ORGANIZATION: GUERNSEY

APAX EUROPE VII-1, L.P.
THIRD FLOOR ROYAL BANK PLACE
1 GLATEGNY ESPLANADEST.
PETER PORT, GUERNSEY X0 GY1 2HJ
PLACE OF ORGANIZATION: ENGLAND

APAX EUROPE VII-A, L.P.
THIRD FLOOR ROYAL BANK PLACE
1 GLATEGNY ESPLANADE
ST. PETER PORT, GUERNSEY X0 GY1 2HJ
PLACE OF ORGANIZATION: ENGLAND

APAX EUROPE VII-B, L.P.
THIRD FLOOR ROYAL BANK PLACE
1 GLATEGNY ESPLANADE

ST. PETER PORT, GUERNSEY X0 GY1 2HJ
PLACE OF ORGANIZATION: ENGLAND

CUSIP No. 06647F102

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APAX GUERNSEY (HOLDCO) PCC LIMITED
 THIRD FLOOR, ROYAL BANK PLACE
 1 GLATEGNY ESPLANADE
 ST. PETER PORT, GUERNSEY X0 GY1 2HJ
 PLACE OF ORGANIZATION: GUERNSEY

APAX PARTNERS EUROPE MANAGERS LTD
 33 JERMYN STREET
 LONDON X0 SW1Y 6DN
 PLACE OF ORGANIZATION: ENGLAND

APAX US VII, L.P.
 P.O. BOX 908GT
 GEORGETOWN
 GRAND CAYMAN E9 KY1-9002
 PLACE OF ORGANIZATION: CAYMAN ISLANDS

APAX US VII GP, L.P. C/O WALKER SPV LIMITED
 WALKER HOUSE, PO BOX 908GT
 GEORGE TOWN, GRAND CAYMAN E9 KY1-9002
 PLACE OF ORGANIZATION: CAYMAN ISLANDS

APAX US VII GP, LTD.
 P.O. BOX 908GT
 GEORGE TOWN, GRAND CAYMAN E9 KY1-9002
 PLACE OF ORGANIZATION: CAYMAN ISLANDS

MEGRUE, JOHN F
 C/O APAX PARTNERS, L.P.
 601 LEXINGTON AVENUE, 53RD FLOOR
 CITIZENSHIP: UNITED STATES

The foregoing persons are hereinafter sometimes collectively referred to as the Reporting Persons. Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

Ben Holding S.a r.l. is owned by Apax US VII, L.P. (holding 7%) and Apax WW Nominees Ltd. (holding 93% as a nominee for Apax Europe VII-A, L.P., Apax Europe VII-B, L.P. and Apax Europe VII-1, L.P.). Apax Europe VII GP L.P. Inc. is the general partner of each of Apax Europe VII-A, L.P., Apax Europe VII-B, L.P. and Apax Europe VII-1, L.P. Apax Europe VII GP Co. Ltd is the general partner of Apax Europe VII GP L.P. Inc. Apax Europe VII GP Co. Ltd is a wholly owned subsidiary of Apax Guernsey (Holdco) PCC Limited. Apax US VII GP, L.P. is the general partner of Apax US VII, L.P. Apax US VII GP, Ltd. is the general partner of Apax US VII GP, L.P. John F. Megrue owns 100% of the equity interests of Apax US VII GP, Ltd.

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Apax Partners Europe Managers Ltd, had previously been appointed by Apax Europe VII GP L.P. Inc. as discretionary investment manager of the investments of Apax Europe VII-A, L.P., Apax Europe VII-B, L.P. and Apax Europe VII-1, L.P. As of January 1, 2014, Apax Partners Europe Managers Ltd no longer serves as discretionary investment manager of such funds. The applicable general partners of such funds are responsible for the investments and general administration of such funds.

Item 2(d). Title of Class of Securities:

Common Stock, \$0.01 par value (the Common Stock)

Item 2(e). CUSIP Number:

06647F102

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership.

(a) Amount beneficially owned:

Except as set forth below, as of the date hereof each of the Reporting Persons may be deemed to be the beneficial owner of the 53,803,694 shares of Common Stock held by Ben Holding S.a.r.l.

As of January 1, 2014, Apax Partners Europe Managers Ltd no longer serves as discretionary investment manager of Apax Europe VII-A, L.P., Apax Europe VII-B, L.P. and Apax Europe VII-1, L.P., and, as a result, does not have beneficial ownership of any shares of Common Stock.

(b) Percent of class:

See Item 11 of each cover page.

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

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

See Item 5 of each cover page.

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

See Item 6 of each cover page.

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

See Item 7 of each cover page.

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

See Item 8 of each cover page.

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

Apax Partners Europe Managers Ltd is no longer the beneficial owner of more than five percent of the outstanding shares of Common Stock.

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

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

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

DATED: February 14, 2014

BEN HOLDING S.A.R.L.

By: /s/ Geoffrey Linpach
Name: Geoffrey Linpach
Title: Class A Manager

By: /s/ Gerard Maitrejean
Name: Gerard Maitrejean
Title: Class B Manager

APAX EUROPE VII GP CO. LTD

By: /s/ A.W. Guille
Name: A.W. Guille
Title: Director

APAX EUROPE VII GP LP. INC.

By: /s/ Andrew W. Guille
Name: Andrew W. Guille
Title: Director

APAX EUROPE VII 1, L.P.

By: Apax Europe VII GP L.P. Inc.,
Its general partner

By: Apax Europe VII GP Co. Ltd,
Its general partner

By: /s/ A.W. Guille
Name: A.W. Guille
Title: Director

APAX EUROPE VII A, L.P.

By: Apax Europe VII GP L.P. Inc.,
Its general partner

By: Apax Europe VII GP Co. Ltd,
Its general partner

By: /s/ A.W. Guille
Name: A.W. Guille
Title: Director

APAX EUROPE VII B, L.P.

By: Apax Europe VII GP L.P. Inc.,
Its general partner

By: Apax Europe VII GP Co. Ltd,
Its general partner

By: /s/ A.W. Guille
Name: A.W. Guille
Title: Director

APAX GUERNSEY (HOLDCO) PCC LTD
AEVII CELL

By: /s/ A.W. Guille
Name: A.W. Guille
Title: Director

APAX PARTNERS EUROPE MANAGERS
LTD

By: /s/ Andrew Sillitoe
Name: Andrew Sillitoe
Title: POA

By: /s/ Martin Halusa
Name: Martin Halusa
Title: Director

APAX US VII, L.P.

By: Apax US VII GP, L.P.
Its General Partner

By: Apax US VII GP, Ltd.
Its General Partner

By: /s/ John Megrue
Name: John Megrue
Title: CEO

APAX US VII GP, L.P.

By: Apax US VII GP, Ltd.
Its General Partner

By: /s/ John Megrue
Name: John Megrue
Title: CEO

APAX US VII GP, LTD.

By: /s/ John Megrue
Name: John Megrue
Title: CEO

MEGRUE, JOHN F

By: /s/ John Megrue
Name: John Megrue