

COMMERCETEL CORP
Form 10-Q/A
September 01, 2011

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q/A
Amendment No.1

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

For the fiscal quarterly period ended June 30, 2011

Commission file number 000-53851

CommerceTel Corporation
(Exact Name of Registrant as Specified in Its Charter)

Nevada
(State or Other Jurisdiction of
Incorporation or Organization)

26-3439095
(I.R.S. Employer
Identification No.)

8929 Aero Drive, Suite E
San Diego, CA 92123
(Address of Principal Executive Offices & Zip Code)

(866) 622-4261
(Telephone Number)

Dennis Becker
CommerceTel Corporation.
8929 Aero Drive, Suite E
San Diego, CA 92123

Telephone & Facsimile (866) 622-4261

(Name, Address and Telephone Number of Agent for Service)

Securities registered pursuant to Section 12(b) of the Act:
None

Securities registered pursuant to section 12(g) of the Act:
Common Stock, \$.001 par value

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was

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required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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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. (Check one):

| | | | |
|-------------------------|-----------------------|---------------------------|----------------------------------|
| Large accelerated filer | <input type="radio"/> | Accelerated filer | <input type="radio"/> |
| Non-accelerated filer | <input type="radio"/> | Smaller reporting company | <input checked="" type="radio"/> |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of August 15, 2011, the registrant had 22,314,150 shares of common stock issued and outstanding.

EXPLANATORY NOTE

This amendment to the Quarterly Report on Form 10-Q of CommerceTel Corporation (the "Form 10-Q") is being filed to include in the exhibit index a reference to the XBRL files only. No other changes were made to the Form 10-Q.

Item 6.

Exhibits.

The exhibits listed in the Exhibit Index immediately preceding the exhibits are filed as part of this Quarterly Report on Form 10-Q and such Exhibit Index is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized

CommerceTel Corporation

Date: September 1, 2011

By:

/s/Dennis Becker
Dennis Becker
Chief Executive Officer
(Principal Executive Officer)

Date: September 1, 2011

By:

/s/Matthew Szot
Matthew Szot
Chief Financial Officer
(Principal Financial Officer)

Exhibit Index

| Exhibit Number | Description |
|----------------|--|
| 4.1 | Form of Warrant* |
| 4.2 | Secured Subordinated Promissory Note Dated as of April 1, 2011** |
| 10.1 | Asset Purchase Agreement dated as of March 3, 2011 by and among the Company, Adsparg Limited and certain shareholders identified therein* |
| 10.2 | Form of Subscription Agreement* |
| 10.3 | Acquisition Agreement dated April 8, 2011, by and among the Company, Mobile Visions, Inc., Mobivity LLC and the shareholders identified therein** |
| 31.1 | Certification of Dennis Becker, Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002* |
| 31.2 | Certification of Matthew Szot, Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002* |
| 32.1 | Certification of Dennis Becker, Chief Executive Officer, and Matthew Szot, Chief Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002* |
| 101.INS | XBRL Instance Document*** |
| 101.SCH | XBRL Taxonomy Extension Schema*** |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase*** |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase*** |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase*** |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase*** |

* Incorporated by reference to the Company's Quarterly Report Form 10-Q for the quarter ended June 30, 2011.

** Incorporated by reference to the Company's Current Report on Form 8-K filed April 11, 2011

*** Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability.