

MOBIVITY HOLDINGS CORP.  
Form 8-K/A  
October 12, 2012

---

---

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

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 9, 2011

Mobivity Holdings Corp.  
(Exact name of registrant as specified in its charter)

Nevada  
(State or Other Jurisdiction  
of Incorporation)

000-53851  
(Commission File  
Number)

26-3439095  
(I.R.S. Employer  
Identification Number)

58 West Buffalo Road, Suite 200  
Chandler, AZ 85225  
(Address of principal executive offices) (Zip code)

(866)622-4261  
(Registrant's telephone number, including area code)

Not applicable  
(Former name or former address, if changed since last report)

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 Instruction 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))
- 
- 
-

Explanatory Note

Mobivity Holdings Corp. a Nevada corporation formerly known as CommerceTel Corporation (the “Company”), hereby amends its Current Report on Form 8-K that was filed on June 10, 2011, for the purpose of filing the financial statements and pro forma financial information required by Item 9.01 of Form 8-K with respect to the acquisition from DigiMark, LLC (“DigiMark”) of substantially all of the assets of its BoomText interactive mobile marketing services business. Except for Item 9.01, there are no changes to the Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements of Business Acquired

The following financial statements of DigiMark are being filed with this report as Exhibit 99.1:

- Report of Independent Registered Public Accounting Firm;
- Balance Sheets at December 31, 2010 and 2009;
- Statements of Operations for the Years Ended December 31, 2010 and 2009;
- Statements of Changes in Members’ Deficit for the Years Ended December 31, 2010 and 2009;
- Statements of Cash Flows for the Years Ended December 31, 2010 and 2009;
- Notes to Financial Statements;

(b) The following pro forma financial information is being filed with this report as Exhibit 99.2:

- Unaudited Pro Forma Consolidated Balance Sheet as of June 30, 2011;
- Unaudited Pro Forma Consolidated Statement of Operations for the six months ended June 30, 2011;
- Unaudited Pro Forma Consolidated Statement of Operations for the year ended December 31, 2010;
- Notes to Unaudited Pro Forma Consolidated Financial Statements.

The unaudited pro forma consolidated financial information is presented for informational purposes only. The pro forma data is not necessarily indicative of what the Company’s financial position or results of operations actually would have been had the Company completed the acquisition as of the dates indicated. In addition, the unaudited pro forma consolidated financial information does not purport to project the future financial position or operating results of the consolidated company.

Exhibits

Exhibits Description

99.1 Financial Statements listed in Item 9.01(a)

99.2 Pro Forma Financial Information listed in Item 9.01(b)

SIGNATURES

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

MOBIVITY HOLDINGS CORP.

October 12, 2012

By: /s/ Timothy Schatz  
Chief Financial Officer