

MobileSmith, Inc.  
Form 8-K  
May 18, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

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

Date of report (Date of earliest event reported): May 17, 2016

MOBILESMITH, INC.  
(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of Incorporation)

001-32634                      95-4439334  
(Commission File Number) (IRS Employer Identification No.)

5400 Trinity Road, Suite 208                      27607  
Raleigh, North Carolina  
(Address of Principal Executive Offices) (Zip Code)

(855) 516-2413  
(Registrant's Telephone Number, Including Area Code)

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:

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))





Item 1.01 Entry into a Material Definitive Agreement.

On May 17, 2016, MobileSmith, Inc. (the "Company"), entered into the Ninth Amendment (the "Ninth Amendment") to Convertible Secured Subordinated Note Purchase Agreement dated November 14, 2007 (the "2007 Note Purchase Agreement"), the Seventh Amendment to the Convertible Secured Subordinated Promissory Notes (the "2007 Notes") issued by the Company under the 2007 Note Purchase Agreement and Sixth Amendment to Registration Rights Agreement, with the holders of a majority of the aggregate outstanding principal amount of the 2007 Notes. The Ninth Amendment extends the maturity date of the outstanding 2007 Notes from November 14, 2016 to November 14, 2018, and amends the 2007 Note Purchase Agreement and the Registration Rights Agreement, dated November 14, 2007, to reflect this extension.

In addition, on May 17, 2016 the Company entered into First Amendment (the "First Amendment") to Convertible Subordinated Note Purchase Agreement dated December 11, 2014, (the "2014 Note Purchase Agreement") and First Amendment to Amendment to the Convertible Secured Subordinated Promissory Notes (the "2014 Notes") issued by the Company under the 2014 Note Purchase Agreement with the holders of a majority of the aggregate outstanding principal amount of the 2014 Notes. The First Amendment extends the maturity date of the outstanding 2014 Notes from November 14, 2016 to November 14, 2018, and amends the 2014 Note Purchase Agreement to reflect this extension.

Except as so amended, all of the terms relating to the outstanding 2007 Notes and the 2014 Notes continue in full force and effect. The Company is entitled to utilize the amounts available for future borrowing under each of the 2007 Note Purchase Agreement and the 2014 Note Purchase Agreement through November 14, 2018.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information contained in Item 1.01 hereof is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

10.1 Ninth Amendment to Convertible Secured Subordinated Note Purchase Agreement, Seventh Amendment to Convertible Secured Subordinated Promissory Notes and Sixth Amendment to Registration Rights Agreement, dated May 17, 2016, by and among MobileSmith, Inc., Grasford Investments LTD. and Union Bancaire Privee ("UBP").

10.2 First Amendment to Convertible Subordinated Note Purchase Agreement and First Amendment to Convertible Subordinated Promissory Notes, dated May 17, 2016, by and among MobileSmith, Inc., and UBP.



SIGNATURES

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

Date: May 18, 2016 By: /s/ Gleb Mikhailov  
Name: Gleb Mikhailov  
Title: Chief Financial Officer