

Mobiquity Technologies, Inc.  
 Form 4  
 December 15, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Arnost Thomas M

2. Issuer Name and Ticker or Trading Symbol  
 Mobiquity Technologies, Inc.  
 [MOBQ]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 600 OLD COUNTRY ROAD,  
 SUITE 541  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/14/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Executive Chairman

GARDEN CITY, NY 11530

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 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) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount  | (D) | Price |

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)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount Underlying Security |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|

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| Security (Instr. 3)              | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |                  |                 |              |                         |
|----------------------------------|--|----------------------|-----------------|---|------------------|------------------|------------------|-----------------|--------------|-------------------------|
|                                  |  |                      | Code            | V   | (A)              | (D)              | Date Exercisable | Expiration Date | Title        | Amount Number of Shares |
| Convertible Notes <sup>(3)</sup> | \$ 0.2                                   | 12/14/2015           | A               |   | 322,000          |                  | 12/11/2013       | 12/31/2016      | Common Stock | 1,610,000               |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                    |       |
|---|---------------|-----------|--------------------|-------|
|   | Director      | 10% Owner | Officer            | Other |
| Arnost Thomas M<br>600 OLD COUNTRY ROAD, SUITE 541<br>GARDEN CITY, NY 11530 | X             | X         | Executive Chairman |       |

## Signatures

/s/ Thomas N. Arnost  
12/15/2015

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).
- (1) Not applicable.
- (2) Includes shares issuable upon exercise of notes (1,610,000 shares), options (1,750,000 shares), warrants (1,000,001 shares) and 4,500,000 shares issuable in the event Mr. Arnost agrees to convert \$1,350,000 which Mr. Arnost provided pursuant to a letter of credit. These notes were originally purchased on December 11, 2013 when they were convertible at \$1.00 per share. The conversion price of the notes was then lowered to \$.30 per share and on December 14, 2014, the conversion price was lowered to \$.20 per share. Table II reflects the lowering of the notes to the new conversion price.
- (3) These notes were originally purchased on December 11, 2013 when they were convertible at \$1.00 per share. The conversion price of the notes was then lowered to \$.30 per share and on December 14, 2014, the conversion price was lowered to \$.20 per share. Table II reflects the lowering of the notes to the new conversion price.

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.