

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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 23, 2022

**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**  
(IRS Employer  
Identification No.)

**3133 West Frye Road, # 215**  
**Chandler, Arizona 85226**  
(Address of principal executive offices) (Zip Code)

**(877) 282-7660**  
(Registrant's telephone number, including area code)

**N/A**  
(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:

- 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))

**Securities registered pursuant to Section 12(b) of the Act:**

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
None	None	None

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On May 23, 2022, Mobivity Holdings Corp. (the "Company") announced that John Harris, a member of the Board of Directors (the "Board") of the Company, has resigned and will leave the Board effective May 23, 2022. Also on May 23, the Board elected Ben Weinberger to fill the newly created vacancy on the Board and to serve as a member of the Board, effective May 23. The Board appointed Mr. Weinberger to serve as Chairman of the Compensation Committee and to serve on the Audit Committee and the Governance and Nominating Committee.

There are no arrangements or understandings between Mr. Weinberger and any other persons pursuant to which he was selected as a director. Additionally, there are no transactions involving the Company and Mr. Weinberger that the Company would be required to report pursuant to Item 404(a) of Regulation S-K.

Mr. Weinberger was granted a Restricted Stock Unit award having a target equity value of \$65,000 (the "RSU Award"). The RSU Award will vest in four equal quarterly installments beginning on June 30, 2022, subject to continued service through each vesting date.

**Item 7.01. Regulation FD Disclosure**

On May 23, 2022, the Company issued a press release announcing the appointment of Mr. Weinberger to the Board and the resignation of Mr. Harris from the Board. The text of the press release is furnished as Exhibit 99.1 to this current report on Form 8-K and is incorporated herein by reference.

The information contained in this item 7.01 and Exhibit 99.1 is being furnished, and shall not be deemed to be "filed" for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to liability under Section 18. Furthermore, the information contained in this Item 7.01 and Exhibit 99.1 shall not be deemed to be incorporated by reference into the Company's filings under the Securities Act of 1933, as amended, or the Exchange Act.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release dated May 23, 2022</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**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.

**MOBIVITY HOLDINGS CORP.**

Date: May 26, 2022

By: /s/ Dennis Becker  
Dennis Becker  
*Chairman and Chief Executive Officer*

May 23, 2022



## **Mobivity Appoints Veteran Digital Media Executive Ben Weinberger to Board of Directors**

PHOENIX, May 23, 2022 (GLOBE NEWSWIRE) -- Mobivity Holdings Corp. (OTCQB: MFON), maker of the award-winning Recurrency platform that increases customer engagement through mobile messaging and personalized digital offers, today announced the appointment of digital media industry expert and product-focused entrepreneur, Ben Weinberger, to its Board of Directors.

Ben's distinguished 20-year career spans roles as founder, CEO and Chief Product Officer building and scaling digital media and entertainment businesses. He formerly served as founding SVP and Chief Product Officer at Sling TV where he helped redefine the next generation of television. Prior to Sling TV, Ben was the co-founder and CEO of Digitalsmiths, the product leader in the field of video search, recommendations and personalization. Under his leadership, Digitalsmiths developed video discovery solutions that have been adopted by several of the biggest names in cable, satellite, telco and broadcast media. In 2014, Digitalsmiths was acquired by TiVo for \$135 million.

Ben currently serves as an advisor to Drive by DraftKings and is on the board of directors of Librestream Technologies and FrndlyTV. Ben graduated with honors from the Department of Radio and Television at Southern Illinois University Carbondale in 2001.

Dennis Becker, CEO of Mobivity said, "Ben is a proven entrepreneur and operator who deeply understands the digital media and marketing technology industry. His proven experience innovating and bringing new technologies to market will be a huge asset to Mobivity as we pioneer real-world rewards for digital acquisition and retention. I couldn't be more excited to have Ben aboard at such a pivotal time. His experience and expertise will help us grow near-term and build our business for sustainable long-term growth."

Ben Weinberger commented, "Mobivity sits uniquely at the intersection of digital operators seeking better acquisition and retention, brands striving to increase sales and traffic and consumers seeking increased value. I see tremendous upside for the Company and am eager to join the Board of Directors at such an exciting time in the company's trajectory."

Weinberger replaces John Harris who resigned from the Board following a twelve-year term. The company thanks John for his service to Mobivity and wish him well in future endeavors.

### **About Mobivity**

Brick and mortar stores struggle to manage customer connections in a digital world. Mobivity provides a platform to connect national restaurants, retailers, personal care brands, and their partners with customers to increase retention, visits, and spend. Mobivity's Recurrency platform increases customer engagement and frequency by capturing detailed POS

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transaction data, analyzing customer habits, and motivating customers and employees through data-driven messaging applications and rewards. For more information about Mobivity, visit [mobivity.com](http://mobivity.com) or call (877) 282-7660.

**Forward Looking Statement**

This press release contains forward-looking statements concerning Mobivity Holdings Corp. within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Those forward-looking statements include statements regarding the benefits of recent additions to the Company's management team; the Company's expectations for the growth of the Company's operations and revenue; and the advantages and growth prospects of the mobile marketing industry. Such statements are subject to certain risks and uncertainties, and actual circumstances, events or results may differ materially from those projected in such forward-looking statements. Factors that could cause or contribute to differences include, but are not limited to, our ability to successfully integrate our recent additions to management; our ability to develop the sales force required to achieve our development and revenue goals; our ability to raise additional working capital as and when needed; changes in the laws and regulations affecting the mobile marketing industry and those other risks set forth in Mobivity Holdings Corp.'s annual report on Form 10-K for the year ended December 31, 2020 filed with the SEC on March 30, 2021 and subsequently filed quarterly reports on Form 10-Q. Mobivity Holdings Corp. cautions readers not to place undue reliance on any forward-looking statements. Mobivity Holdings Corp. does not undertake, and specifically disclaims any obligation to update or revise such statements to reflect new circumstances or unanticipated events as they occur.

**Investor Relations Contact:**

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Source: Mobivity Holdings Corp.

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