

COMMERCETEL CORP
Form 10-Q
May 21, 2012

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

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

For the fiscal quarterly period ended March 31, 2012

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.)

58 W. Buffalo St. #200
Chandler, AZ 85225
(Address of Principal Executive Offices & Zip Code)

(866) 622-4261
(Telephone Number)

Dennis Becker
CommerceTel Corporation
58 W. Buffalo St. #200
Chandler, AZ 85225

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

Edgar Filing: COMMERCETEL CORP - Form 10-Q

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

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

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 May 10, 2012, the registrant had 22,904,308 shares of common stock issued and outstanding.

COMMERCETEL CORPORATION
INDEX

| | Page |
|-------------------|---|
| <u>Part I</u> | <u>Financial Information</u> |
| <u>Item 1.</u> | <u>Financial Statements</u> 1 |
| | <u>Consolidated Balance Sheets</u> 1 |
| | <u>Consolidated Statements of Operations</u> 2 |
| | <u>Consolidated Statement of Stockholders' Equity (Deficit)</u> 3 |
| | <u>Consolidated Statements of Cash Flows</u> 4 |
| | <u>Notes to Consolidated Financial Statements</u> 5 |
| | <u>Management's Discussion and Analysis of Financial Condition and Results of</u> |
| <u>Item 2.</u> | <u>Operations</u> 24 |
| <u>Item 3.</u> | <u>Quantitative and Qualitative Disclosures About Market Risk</u> 29 |
| <u>Item 4.</u> | <u>Controls and Procedures</u> 29 |
| <u>Part II</u> | <u>Other Information</u> |
| <u>Item 1.</u> | <u>Legal Proceedings</u> 31 |
| <u>Item 1A.</u> | <u>Risk Factors</u> 31 |
| <u>Item 2.</u> | <u>Unregistered Sales of Equity Securities and Use of Proceeds</u> 36 |
| <u>Item 3.</u> | <u>Defaults Upon Senior Securities</u> 36 |
| <u>Item 4.</u> | <u>Removed and Reserved</u> 36 |
| <u>Item 5.</u> | <u>Other Information</u> 36 |
| <u>Item 6.</u> | <u>Exhibits</u> 36 |
| <u>Signatures</u> | 37 |

Table of Contents

Part I Financial Information

Item 1.

Financial Statements.
CommerceTel Corporation
Consolidated Balance Sheets

| | March 31, 2012 (Unaudited) | December 31, 2011 (Audited) |
|--|----------------------------------|-----------------------------------|
| Current assets | | |
| Cash | \$ 240 | \$ 396 |
| Accounts receivable, net of allowance for doubtful accounts of \$54,973 and \$18,050, respectively | 227,259 | 243,846 |
| Other current assets | 304,889 | 15,924 |
| Total current assets | 532,388 | 260,166 |
| Equipment, net | | |
| Goodwill | 24,213 | 25,316 |
| Intangible assets, net | 3,002,070 | 3,002,070 |
| Other assets | 968,507 | 1,116,506 |
| TOTAL ASSETS | \$ 4,572,356 | \$ 4,601,104 |
| Current liabilities | | |
| Accounts payable | \$ 1,068,414 | \$ 842,777 |
| Accrued interest | 172,166 | 130,426 |
| Accrued and deferred personnel compensation | 343,768 | 237,691 |
| Deferred revenue - related party | 167,000 | 200,000 |
| Deferred revenue and customer deposits | 136,437 | 126,525 |
| Convertible notes payable, net of discount | 1,476,370 | 1,002,730 |
| Notes payable, net of discount | 614,842 | 736,270 |
| Cash payment obligation, net of discount | 25,000 | 86,714 |
| Derivative liabilities | 2,305,175 | 1,573,859 |
| Other current liabilities | 289,447 | 245,227 |
| Earn-out payable | 2,597,587 | - |
| Total current liabilities | 9,196,206 | 5,182,219 |
| Non-current liabilities | | |
| Long term accounts payable | - | 125,846 |
| Earn-out payable | - | 2,658,238 |
| Total non-current liabilities | - | 2,784,084 |
| Total liabilities | 9,196,206 | 7,966,303 |
| Stockholders' equity (deficit) | | |
| Common stock, \$0.001 par value; 150,000,000 shares authorized; 22,904,308 and 22,754,308 shares issued and outstanding as of March 31, 2012 and December 31, 2011, respectively | 22,904 | 22,754 |
| Common stock liability | 87,000 | - |
| Additional paid-in capital | 21,445,728 | 21,099,289 |
| Accumulated deficit | (26,179,482) | (24,487,242) |

Edgar Filing: COMMERCETEL CORP - Form 10-Q

| | | |
|--|------------------|---------------------|
| Total stockholders' equity (deficit) | (4,623,850) | (3,365,199) |
| TOTAL LIABILITIES & STOCKHOLDERS' EQUITY (DEFICIT) \$ | 4,572,356 | \$ 4,601,104 |

See accompanying notes to condensed consolidated financial statements.

-1-

Table of Contents

CommerceTel Corporation
Consolidated Statements of Operations
(Unaudited)

| | Three months ended March 31, | |
|--|------------------------------|--------------------|
| | 2012 | 2011 (Restated) |
| Revenues | | |
| Revenues | \$ 1,013,206 | \$ 140,638 |
| Cost of revenues | 367,769 | 79,837 |
| Gross margin | 645,437 | 60,801 |
| Operating expenses | | |
| General & administrative | 951,987 | 624,214 |
| Sales & marketing | 312,873 | 63,925 |
| Engineering, research, & development | 160,186 | 146,491 |
| Depreciation & amortization | 154,617 | 2,037 |
| Total operating expenses | 1,579,663 | 836,667 |
| Loss from operations | (934,226) | (775,866) |
| Other income/(expense) | | |
| Interest income | - | 158 |
| Interest expense, net | (358,178) | (105,408) |
| Change in fair market value of derivative liabilities | (460,487) | (430,402) |
| Gain on adjustment in contingent consideration | 60,651 | - |
| Total other income/(expense) | (758,014) | (535,652) |
| Loss before income taxes | (1,692,240) | (1,311,518) |
| Income tax expense | - | - |
| Net loss | \$ (1,692,240) | \$ (1,311,518) |
| Net loss per share - basic and diluted | \$ (0.07) | \$ (0.07) |
| Weighted average number of shares during the period - basic and diluted | 22,797,641 | 17,711,048 |

See accompanying notes to condensed consolidated financial statements.

Table of Contents

CommerceTel Corporation
 Consolidated Statements of Stockholders' Equity (Deficit)
 (Unaudited)

| | Common Stock | | Common | Additional | Accumulated | Total |
|--|--------------|-----------|-----------|---------------|-----------------|----------------|
| | Shares | Amount | Stock | Paid-In | Deficit | Stockholders' |
| | | | Liability | Capital | | Equity |
| | | | | | | (Deficit) |
| Balance, December 31, 2011 | 22,754,308 | \$ 22,754 | \$ - | \$ 21,099,289 | \$ (24,487,242) | \$ (3,365,199) |
| Common stock for services | 150,000 | 150 | 87,000 | 182,850 | | 270,000 |
| Stock-based compensation | | | - | 113,861 | | 113,861 |
| Adjustment to derivative liability due to debt repayment | | | - | 49,728 | | 49,728 |
| Net loss | | | | | (1,692,240) | (1,692,240) |
| Balance, March 31, 2012 | 22,904,308 | \$ 22,904 | \$ 87,000 | \$ 21,445,728 | \$ (26,179,482) | \$ (4,623,850) |

See accompanying notes to condensed consolidated financial statements.

Table of Contents

CommerceTel Corporation
Consolidated Statements of Cash Flows
(Unaudited)

| | Three months ended March 31, | |
|---|------------------------------|--------------------|
| | 2012 | 2011 (restated) |
| OPERATING ACTIVITIES | | |
| Net loss | \$ (1,692,240) | \$ (1,311,518) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Bad debt expense | 46,384 | - |
| Common stock for services | 270,000 | - |
| Stock-based compensation | 113,861 | 344,609 |
| Depreciation and amortization expense | 154,617 | 2,037 |
| Gain on adjustment in contingent consideration | (60,650) | - |
| Change in fair market value of derivative liabilities | 460,487 | 430,402 |
| Amortization of deferred financing costs | 35,154 | - |
| Amortization of note discounts | 277,349 | 78,810 |
| Increase (decrease) in cash resulting from changes in: | | |
| Accounts receivable | (29,797) | (1,011) |
| Other current assets | (324,119) | (23,680) |
| Other assets | 2,939 | - |
| Accounts payable | 225,637 | 81,364 |
| Accrued interest | 41,740 | 26,598 |
| Accrued and deferred personnel compensation | 106,077 | (6,356) |
| Deferred revenue and customer deposits | (23,088) | 53,359 |
| Long term accounts payable | 23,083 | - |
| Other liabilities | 44,220 | (450) |
| Net cash used in operating activities | (328,347) | (325,836) |
| INVESTING ACTIVITIES | | |
| Purchases of equipment | (5,515) | (2,412) |
| Acquisition of intangible assets | - | (60,000) |
| Net cash used in investing activities | (5,515) | (62,412) |
| FINANCING ACTIVITIES | | |
| Proceeds from issuance of notes payable | 585,100 | 10,000 |
| Payments on notes payable | (188,894) | - |
| Payments on cash payment obligation | (62,500) | - |
| Proceeds from issuance of common stock and warrants | - | 210,000 |
| Net cash provided by financing activities | 333,706 | 220,000 |
| Net change in cash | (156) | (168,248) |
| Cash at beginning of period | 396 | 373,439 |
| Cash at end of period | \$ 240 | \$ 205,191 |

Supplemental disclosures:

Cash paid during period for :

| | | | | |
|--|----|---------|----|--------|
| Interest | \$ | 4,835 | \$ | - |
| Non cash investing and financing activities: | | | | |
| Debt discount | \$ | 320,557 | \$ | 4,299 |
| Adjustment to derivative liability due to debt repayment | \$ | 49,728 | \$ | - |
| Common stock issued for patents and trademarks | \$ | - | \$ | 50,000 |

See accompanying notes to condensed consolidated financial statements.

Table of Contents

CommerceTel Corporation
Notes to Condensed Consolidated Financial Statements

1. Reverse Merger Transaction and Accounting

Reverse Merger Transaction

CommerceTel Corporation (the “Company”) was incorporated as Ares Ventures Corporation in Nevada in 2008, and was renamed CommerceTel Corporation in 2010. On November 2, 2010, the Company acquired CommerceTel, Inc., which was wholly-owned by CommerceTel Canada Corporation (“CTel Canada” or “our former parent”), in a reverse merger, or the “Merger”. Pursuant to the Merger, all of the issued and outstanding shares of CommerceTel, Inc. common stock were converted, at an exchange ratio of 0.7268-for-1, into an aggregate of 10,000,000 shares of the Company’s common stock, and CommerceTel, Inc. became a wholly owned subsidiary of the Company. The accompanying condensed consolidated financial statements, common share and weighted average common share basic and diluted information has been retroactively adjusted to reflect the exchange ratio in the Merger.

Reverse Merger Accounting

Immediately following the consummation of the Merger, the: (i) former security holders of CommerceTel, Inc. common stock had an approximate 56% voting interest in the Company and the Company stockholders retained an approximate 44% voting interest, (ii) former executive management team of CommerceTel, Inc. remained as the only continuing executive management team for the Company, and (iii) Company’s ongoing operations consist solely of the ongoing operations of CommerceTel, Inc. Based primarily on these factors, the Merger was accounted for as a reverse merger and a recapitalization in accordance with generally accepted accounting principles in the United States of America, or “GAAP”. As a result, these condensed financial statements reflect the: (i) historical results of CommerceTel, Inc. prior to the Merger, (ii) combined results of the Company following the Merger, and (iii) acquired assets and liabilities at their historical cost. In connection with the Merger, the Company received net assets of \$16,496.

On December 7, 2010, the Board of Directors of the Company resolved to change the Company’s fiscal year end from September 30 to December 31, effective immediately, to coincide with the fiscal year end of its wholly owned subsidiary CommerceTel, Inc.

2. Nature of Operations and Summary of Significant Accounting Policies

Nature of Operations and Basis of Presentation

The Company is a provider of mobile marketing technology that enables major brands and enterprises to engage consumers via their mobile phones and other smart devices. Interactive electronic communications with consumers is a complex process involving communication networks and software. The Company removes this complexity through its suite of services and technologies thereby enabling brands, marketers, and content owners to communicate with their customers and consumers in general.

Principles of Accounting and Consolidation

These consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. The consolidated financial statements include the accounts of the Company and its wholly owned subsidiary. All significant intercompany balances and transactions have been eliminated.

Going Concern

The Company's financial statements have been prepared assuming that it will continue as a going concern. Such assumption contemplates the realization of assets and satisfaction of liabilities in the normal course of business.

However, we have incurred continued losses, have a net working capital deficiency, and have an accumulated deficit of approximately (\$26.2) million as of March 31, 2012. These factors among others create a substantial doubt about our ability to continue as a going concern. The Company is dependent upon sufficient future revenues, additional sales of our securities or obtaining debt financing in order to meet its operating cash requirements. Barring the Company's generation of revenues in excess of its costs and expenses or its obtaining additional funds from equity or debt financing, or receipt of significant licensing prepayments, the Company will not have sufficient cash to continue to fund the operations of the Company through September 30, 2012. These consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

In response to our Company's cash needs, we raised additional bridge financing totaling \$740,100 as between January and May, 2012. Longer term, we anticipate that we will raise additional equity financing through the sale of shares of the Company's common stock in order to finance our future investing and operating cash flow needs. However, there can be no assurance that such financings will be available on acceptable terms, or at all.

Table of Contents

We anticipate, based on currently proposed plans and assumptions relating to our ability to market and sell our products, that our cash on hand will not satisfy our operational and capital requirements for the next 6 months. Further, the operation of our business and our efforts to grow our business further both through acquisitions and organically will require significant cash outlays and commitments. The timing and amount of our cash needs may vary significantly depending on numerous factors. Our existing working capital is not sufficient to meet our cash requirements and we will need to seek additional capital, potentially through debt, or equity financings, to fund our growth.

Although we are actively pursuing financing opportunities, we may not be able to raise cash on terms acceptable to us or at all. There can be no assurance that we will be successful in obtaining additional funding. Financings, if available, may be on terms that are dilutive to our shareholders, and the prices at which new investors would be willing to purchase our securities may be lower than the current price of our ordinary shares. The holders of new securities may also receive rights, preferences or privileges that are senior to those of existing holders of our ordinary shares. If additional financing is not available or is not available on acceptable terms, we will have to curtail our operations in the short term.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Significant estimates used are those related to stock-based compensation, the valuation of the derivative liabilities, asset impairments, the valuation and useful lives of depreciable tangible and certain intangible assets, the fair value of common stock used in acquisitions of businesses, the fair value of assets and liabilities acquired in acquisitions of businesses, and the valuation allowance of deferred tax assets. Management believes that these estimates are reasonable; however, actual results may differ from these estimates.

Purchase Accounting

The Company accounts for acquisitions pursuant to Accounting Standards Codification (“ASC”) No. 805, Business Combinations. The Company records all acquired tangible and intangible assets and all assumed liabilities based upon their estimated fair values.

Cash

The Company minimizes its credit risk associated with cash by periodically evaluating the credit quality of its primary financial institution. The balance at times may exceed federally insured limits. The Company has not experienced any losses on such accounts.

Fair Value of Financial Instruments

On January 1, 2011, the Company adopted guidance which defines fair value, establishes a framework for using fair value to measure financial assets and liabilities on a recurring basis, and expands disclosures about fair value measurements. Beginning on January 1, 2011, the Company also applied the guidance to non-financial assets and liabilities measured at fair value on a non-recurring basis, which includes goodwill and intangible assets. The guidance establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the

Company's assumptions of what market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The hierarchy is broken down into three levels based on the reliability of the inputs as follows:

Level 1 - Valuation is based upon unadjusted quoted market prices for identical assets or liabilities in active markets that the Company has the ability to access.

Level 2 - Valuation is based upon quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; or valuations based on models where the significant inputs are observable in the market.

Level 3 - Valuation is based on models where significant inputs are not observable. The unobservable inputs reflect the Company's own assumptions about the inputs that market participants would use.

-6-

Table of Contents

The following table presents assets and liabilities that are measured and recognized at fair value as of March 31, 2012 on a recurring and non-recurring basis:

| Description | Level 1 | Level 2 | Level 3 | Gains (Losses) |
|----------------------------------|---------|---------|-------------|-------------------|
| Intangibles, net (non-recurring) | \$- | \$- | \$850,591 | \$- |
| Goodwill (non-recurring) | \$- | \$- | \$3,002,070 | \$- |
| Derivatives (recurring) | \$- | \$- | \$2,305,175 | \$(460,487) |

The following table presents assets and liabilities that are measured and recognized at fair value as of December 31, 2011 on a recurring and non-recurring basis:

| Description | Level 1 | Level 2 | Level 3 | Gains (Losses) |
|----------------------------------|---------|---------|-------------|-------------------|
| Intangibles, net (non-recurring) | \$- | \$- | \$1,116,506 | \$(1,325,134) |
| Goodwill (non-recurring) | \$- | \$- | \$3,002,070 | \$(10,435,170) |
| Derivatives (recurring) | \$- | \$- | \$1,573,859 | \$(1,234,145) |

The Company has goodwill and intangible assets as a result of the 2011 business combinations discussed throughout this form 10-Q. These assets were valued with the assistance of a valuation consultant and consisted of level 3 valuation techniques

The Company has derivative liabilities as a result of 2011 and 2012 convertible promissory notes and common stock and warrants with exercise price reset provisions that include embedded derivatives. These liabilities were valued with the assistance of a valuation consultant and consisted of level 3 valuation techniques.

The Company's financial instruments consist of cash and cash equivalents, accounts receivable, accounts payable, accrued liabilities and long-term debt. The estimated fair value of cash, accounts receivable, accounts payable and accrued liabilities approximate their carrying amounts due to the short-term nature of these instruments. The carrying value of long-term debt also approximates fair value since their terms are similar to those in the lending market for comparable loans with comparable risks. None of these instruments are held for trading purposes.

Accounts Receivable

Accounts receivable are carried at their estimated collectible amounts. The Company grants unsecured credit to substantially all of its customers. Ongoing credit evaluations are performed and potential credit losses are charged to operations at the time the account receivable is estimated to be uncollectible. Since the Company cannot necessarily predict future changes in the financial stability of its customers, the Company cannot guarantee that its reserves will continue to be adequate.

From time to time, the Company may have a limited number of customers with individually large amounts due. Any unanticipated change in one of the customer's credit worthiness could have a material effect on the results of operations in the period in which such changes or events occurred. The Company recorded an allowance for doubtful accounts of \$54,973 at March 31, 2012 and \$18,050 at December 31, 2011.

Equipment

Equipment is recorded at cost, consists primarily of computer equipment and is depreciated using the straight-line method over the estimated useful lives of the related assets (generally five years or less). Costs incurred for

maintenance and repairs are expensed as incurred and expenditures for major replacements and improvements are capitalized and depreciated over their estimated remaining useful lives. Depreciation expense for the three months ended March 31, 2012 and 2011 was \$6,618 and \$1,284, respectively. Accumulated depreciation for the Company's equipment equaled \$141,427 at March 31, 2012 and \$134,810 at December 31, 2011.

Net property and equipment were as follows:

| | March 31, 2012 | December 31, 2011 |
|-------------------------------|-------------------|----------------------|
| Equipment | \$ 151,072 | \$ 146,872 |
| Furniture and Fixtures | 14,569 | 13,254 |
| Subtotal | 165,641 | 160,126 |
| Less accumulated depreciation | (141,427) | (134,810) |
| Total | \$ 24,213 | 25,316 |

-7-

Table of Contents

Goodwill and Other Intangible Assets

The Company periodically reviews the carrying value of intangible assets not subject to amortization, including goodwill, to determine whether impairment may exist. Goodwill and certain intangible assets are assessed annually, or when certain triggering events occur, for impairment using fair value measurement techniques. These events could include a significant change in the business climate, legal factors, a decline in operating performance, competition, sale or disposition of a significant portion of the business, or other factors. Specifically, goodwill impairment is determined using a two-step process. The first step of the goodwill impairment test is used to identify potential impairment by comparing the fair value of a reporting unit with its carrying amount, including goodwill. The Company uses level 3 inputs and a discounted cash flow methodology to estimate the fair value of a reporting unit. A discounted cash flow analysis requires one to make various judgmental assumptions including assumptions about future cash flows, growth rates, and discount rates. The assumptions about future cash flows and growth rates are based on the Company's budget and long-term plans. Discount rate assumptions are based on an assessment of the risk inherent in the respective reporting units. If the fair value of a reporting unit exceeds its carrying amount, goodwill of the reporting unit is considered not impaired and the second step of the impairment test is unnecessary. If the carrying amount of a reporting unit exceeds its fair value, the second step of the goodwill impairment test is performed to measure the amount of impairment loss, if any. The second step of the goodwill impairment test compares the implied fair value of the reporting unit's goodwill with the carrying amount of that goodwill. If the carrying amount of the reporting unit's goodwill exceeds the implied fair value of that goodwill, an impairment loss is recognized in an amount equal to that excess. The implied fair value of goodwill is determined in the same manner as the amount of goodwill recognized in a business combination. That is, the fair value of the reporting unit is allocated to all of the assets and liabilities of that unit (including any unrecognized intangible assets) as if the reporting unit had been acquired in a business combination and the fair value of the reporting unit was the purchase price paid to acquire the reporting unit.

As of March 31, 2012, amortizable intangible assets consist of patents and trademarks, customer contracts, customer relationships, trade name, acquired technology, and non compete agreements. These intangibles are being amortized on a straight line basis over their estimated useful lives one to five years. The Company recorded amortization of our intangible assets of \$147,999 and \$753 for the three months ended March 31, 2012 and 2011, respectively.

Impairment of Long-Lived Assets

The Company has adopted Accounting Standards Codification subtopic 360-10, Property, Plant and Equipment ("ASC 360-10"). ASC 360-10 requires that long-lived assets and certain identifiable intangibles held and used by the Company be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The Company evaluates its long-lived assets for impairment annually or more often if events and circumstances warrant. Events relating to recoverability may include significant unfavorable changes in business conditions, recurring losses or a forecasted inability to achieve break-even operating results over an extended period. The Company evaluates the recoverability of long-lived assets based upon forecasted undiscounted cash flows. Should impairment in value be indicated, the carrying value of intangible assets will be adjusted, based on estimates of future discounted cash flows resulting from the use and ultimate disposition of the asset. ASC 360-10 also requires that those assets to be disposed of are reported at the lower of the carrying amount or the fair value less costs to sell.

Derivative Financial Instruments

The Company does not use derivative instruments to hedge exposures to cash flow, market or foreign currency risks.

The Company reviews the terms of the common stock, warrants and convertible debt it issues to determine whether there are embedded derivative instruments, including embedded conversion options, which are required to be bifurcated and accounted for separately as derivative financial instruments. In circumstances where the host instrument contains more than one embedded derivative instrument, including the conversion option, that is required to be bifurcated, the bifurcated derivative instruments are accounted for as a single, compound derivative instrument.

Bifurcated embedded derivatives are initially recorded at fair value and are then revalued at each reporting date with changes in the fair value reported as non-operating income or expense. When the equity or convertible debt instruments contain embedded derivative instruments that are to be bifurcated and accounted for as liabilities, the total proceeds received are first allocated to the fair value of all the bifurcated derivative instruments. The remaining proceeds, if any, are then allocated to the host instruments themselves, usually resulting in those instruments being recorded at a discount from their face value.

The discount from the face value of the convertible debt, together with the stated interest on the instrument, is amortized over the life of the instrument through periodic charges to interest expense, using the effective interest method.

The fair value of the derivatives is estimated using a Monte Carlo simulation model. The model utilizes a series of inputs and assumptions to arrive at a fair value at the date of inception and each reporting period. Some of the key assumptions include the likelihood of future financing, stock price volatility, and discount rates.

Table of Contents

Revenue Recognition

The Company's "C4" Mobile Marketing and Customer Relationship Management (CRM) platform is a hosted solution, as is the newly acquired Txtstation Control Center platform. The Company generates revenue from licensing its software to clients in its software as a service (SaaS) model, per-message and per-minute transactional fees, and customized professional services. The Company recognizes license fees over the period of the contract, service fees as the services are performed, and per-message or per-minute transaction revenue when the transaction takes place. The Company recognizes revenue at the time that the services are rendered, the selling price is fixed, and collection is reasonably assured, provided no significant obligations remain. The Company considers authoritative guidance on multiple deliverables in determining whether each deliverable represents a separate unit of accounting. As for the newly acquired Mobivity and Boomtext platforms, which are both hosted solutions, revenue is principally derived from subscription fees from customers. The subscription fee is billed on a month to month basis with no contractual term and is collected by credit card for Mobivity and collected by cash and credit card for Boomtext. Revenue is recognized at the time that the services are rendered and the selling price is fixed with a set range of plans. Cash received in advance of the performance of services is recorded as deferred revenue. Deferred revenues totaled \$286,082 at March 31, 2012 and \$309,063 at December 31, 2011.

Stock-based Compensation

The Company accounts for stock-based compensation in accordance with Financial Accounting Standards Board ("FASB") ASC Topic 718 Stock Compensation, which establishes accounting for equity instruments exchanged for employee services. Under such provisions, stock-based compensation cost is measured at the grant date, based on the calculated fair value of the award, and is recognized as an expense, under the straight-line method, over the employee's requisite service period (generally the vesting period of the equity grant). In accordance with ASC 718, the Company estimates forfeitures at the time of grant and revises the estimates if necessary, if actual forfeiture rates differ from those estimates. Stock options issued to employees are accounted for at their estimated fair value determined using the Black-Scholes option-pricing model.

Long Term Accounts Payable

The company had recorded amounts pertaining to payments made prior to the acquisitions of Boomtext as well as amounts due to it from the sellers of Boomtext in accounts that are included in Other Assets and Long Term Accounts Payable as of the year ended December 31, 2011. The amount recorded as a receivable from the sellers of Boomtext totaled \$148,930, and the amount due to these sellers totaled \$125,846 at December 31, 2011. As of March 31, 2012 these amounts have been reclassified to Other Current Assets and Accounts Payable, since these balances will be settled in March of 2013 when the Earn-out payable to Boomtext is paid. The amount recorded as a receivable from the sellers of Boomtext totaled \$278,875 and the amount due to these sellers totaled \$259,761 at March 31, 2012.

Comprehensive Income (Loss)

Comprehensive income (loss) is defined as the change in equity during a period from transactions and other events and circumstances from non-owner sources. The Company is required to record all components of comprehensive income (loss) in the consolidated financial statements in the period in which they are recognized. Net income (loss) and other comprehensive income (loss), including foreign currency translation adjustments and unrealized gains and losses on investments, are reported, net of their related tax effect, to arrive at comprehensive income (loss). For the three months ended March 31, 2012 and 2011, the comprehensive loss was equal to the net loss.

Net Loss Per Common Share

Net loss per share is presented as both basic and diluted net loss per share. Basic net loss per share excludes any dilutive effects of options, shares subject to repurchase and warrants. Diluted net loss per share includes the impact of potentially dilutive securities. During 2012 and 2011, the Company had securities outstanding which could potentially dilute basic earnings per share in the future, but were excluded from the computation of diluted net loss per share, as their effect would have been anti-dilutive. These outstanding securities consist of 2,404,167 outstanding options and 842,142 outstanding warrants. In addition, see potential issuances associated with warrants and convertible debt in Notes 5 and 6.

Reclassifications

Certain amounts from prior periods have been reclassified to conform to the current period presentation.

Table of Contents

Recent Accounting Pronouncements

Accounting standards promulgated by the FASB are subject to change. Changes in such standards may have an impact on the Company's future financial statements. The following are a summary of recent accounting developments.

In May 2011, the FASB issued Accounting Standards Update (ASU) No. 2011-04, Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs. This update clarifies the application of certain existing fair value measurement guidance and expands the disclosures for fair value measurements that are estimated using significant unobservable (Level 3) inputs. This update is effective on a prospective basis for annual and interim reporting periods beginning on or after December 15, 2011, which for the Company is January 1, 2012. The Company does not expect that adopting this update will have a material impact on its consolidated financial statements.

In September 2011, the FASB issued ASU No. 2011-08, "Intangibles — Goodwill and Other" (ASU 2011-08). ASU 2011-08 allows a qualitative assessment of whether it is more likely than not that a reporting unit's fair value is less than its carrying amount before applying the two-step goodwill impairment test. If it is more likely than not that the fair value of a reporting unit is less than its carrying amount, then the two-step impairment test would be performed. ASU 2011-08 is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011, and early adoption is permitted. This update is expected to change the process the Company uses to test goodwill for impairment, but is not expected to have a material impact on its consolidated financial statements.

3. Acquisitions

Txtstation Acquisition

On April 1, 2011, the Company acquired substantially all of the assets of the Txtstation interactive mobile marketing platform and services business from Adsparg Limited ("Adsparg"). The purchase price for the acquisition was 2,125,000 shares of the Company's common stock, \$26,184 in cash at closing and \$250,000 of scheduled cash payments. The \$250,000 of scheduled cash payments are due as follows: \$25,000 payable on the 60th day following closing and the balance is payable in \$25,000 installments at the end of each of the next nine 30-day periods thereafter.

The Company also issued 300,000 shares of its common stock to the controlling stockholder of Adsparg in consideration of certain indemnification obligations and other agreements.

The acquisition has been accounted for as a business combination and the Company valued all assets and liabilities acquired at their fair values on the date of acquisition. An independent valuation expert (Vantage Point Advisors) was hired to assist the Company in determining these fair values. Accordingly, the assets and liabilities of the acquired entity were recorded at their estimated fair values at the date of the acquisition.

Mobivity Acquisition

Effective April 1, 2011, the Company completed the acquisition of Mobivity, LLC's and Mobile Visions, Inc.'s Mobivity interactive mobile marketing platform and services business.

The purchase price for the acquisition consisted of 1,000,000 shares of the Company's common stock, \$64,969 in cash paid at closing and a secured subordinated promissory note of CommerceTel, Inc. in the principal amount of \$606,064. The promissory note earns interest at 6.25% per annum; is payable in six quarterly installments of

\$105,526 (inclusive of interest) starting May 1, 2011; matures on August 1, 2012; is secured by the acquired assets of the Mobivity business; and is subordinated to the Company's obligations under its outstanding 10% Senior Secured Convertible Bridge Notes due May 2, 2011 (see Note 5). Mobivity, LLC was granted a security interest in the acquired assets, subordinated only to the Company's senior debt (Bridge Loan), and a majority of the Bridge Lenders consented to the junior security interest.

The acquisition has been accounted for as a business combination and the Company valued all assets and liabilities acquired at their fair values on the date of acquisition. An independent valuation expert (Vantage Point Advisors) was hired to assist the Company in determining these fair values. Accordingly, the assets and liabilities of the acquired entity were recorded at their estimated fair values at the date of the acquisition.

Table of Contents

BoomText Acquisition

Effective August 1, 2011, the Company completed the purchase from with Digimark, LLC (“Digimark”) of substantially all of the assets of its BoomText interactive mobile marketing services business. The purchase price for the acquisition consisted of the following components: (i) 519,540 shares of the Company’s common stock issued at closing; (ii) \$120,514 in cash paid at closing; (iii) a secured subordinated promissory note of CommerceTel, Inc. in the principal amount of \$175,000. This note earns interest at 6.25% per annum; is payable in full on May 25th, 2012 (original maturity March 31, 2012 was extended); is secured by all of the assets of CommerceTel, Inc. and is subordinated to the Company’s obligations under its outstanding 10% Senior Secured Convertible Bridge Notes due November 3, 2011; (iv) an unsecured subordinated promissory note in the principal amount of \$194,658 issued by CommerceTel, Inc. This note does not bear interest; is payable in installments (varying in amount) from August 2011 through October 2012; and is subordinated to the Company’s obligations under its outstanding 10% Senior Secured Convertible Bridge Notes due November 3, 2011; (v) an earn-out payment (payable 20 months after closing of the transaction) of a number of shares of common stock of the Company equal to (a) 1.5, multiplied by the Company’s net revenue from acquired customers and customer prospects for the twelve-month period beginning six months after the closing date, divided by (b) the average of the volume-weighted average trading prices of the Company’s common stock for the 25 trading days immediately preceding the earn-out payment (subject to a collar of \$1.49 and \$2.01 per share). As of March 31, 2012 the dollar value of the earn-out payable is \$2,597,587, which is recorded as a non-current liability on the accompanying condensed consolidated balance sheet. The estimated number of common shares to be issued to settle the earn-out payable is 2,597,587 as of March 31, 2012. The purchase price also included the assumption of an office lease obligation and certain of Digimark’s accounts payable.

For one year following the closing of the transaction, 50% of the shares of common stock issued to Digimark at closing will be held in escrow as security for its indemnification obligations in the transaction.

The Company completed the acquisition in furtherance of its strategy to acquire small, privately owned enterprises in the mobile marketing sector through an asset purchase structure. This acquisition was consistent with the Company’s purchase price model in which equity will represent most of the purchase price plus a small cash component and, in some cases, the assumption of specific liabilities.

The acquisition has been accounted for as a business combination and the Company valued all assets and liabilities acquired at their fair values on the date of acquisition. An independent valuation expert (Vantage Point Advisors) was hired to assist the Company in determining these fair values. Accordingly, the assets and liabilities of the acquired entity were recorded at their estimated fair values at the date of the acquisition.

4. Goodwill and Purchased Intangibles

As required under ASC 350, Intangibles - Goodwill and Other, goodwill is separately disclosed from other intangible assets on the consolidated balance sheet and not amortized, and is tested for impairment on at least an annual basis.

The following table presents details of the Company’s total purchased intangible assets as of March 31, 2012:

| | Balance at December 31, 2011 | Additions | Amortization | Balance at March 31, 2012 |
|------------------------|------------------------------------|-----------|--------------|---------------------------------|
| Patents and trademarks | \$120,016 | \$- | \$ (2,009) | \$117,917 |
| Customer contracts | 103,000 | - | (6,059) | 96,941 |
| Customer relationships | 496,999 | - | (87,274) | 409,725 |

Edgar Filing: COMMERCETEL CORP - Form 10-Q

| | | | | |
|---------------|-------------|-----|---------------|-----------|
| Trade name | 70,750 | - | (20,103) | 50,647 |
| Technology/IP | 322,116 | - | (31,673) | 290,443 |
| Non-compete | 3,625 | - | (791) | 2,834 |
| | \$1,116,506 | \$- | \$ (147,999) | \$968,507 |

During the three months ended March 31, 2012, the Company recorded amortization expense related to purchased intangibles of \$147,999, which is included in Depreciation & amortization in the Consolidated Statement of Operations.

Table of Contents

The estimated future amortization expense of purchased intangible assets as of March 31, 2012 is as follows:

| Year ending December 31, | Amount |
|--------------------------|-----------|
| 2012 | \$434,336 |
| 2013 | \$307,690 |
| 2014 | \$101,361 |
| 2015 | \$32,631 |
| 2016 | \$14,455 |
| Thereafter | \$78,034 |

Beginning in 2011, the Company performed its annual goodwill impairment test outlined under ASC 350 which requires the assessment of goodwill for impairment on an annual basis. The assessment of goodwill impairment will be conducted by determining and comparing the fair value of our reporting units, as defined in ASC 350, to the reporting unit's carrying value as of that date. The fair value will be determined using an income approach under which the fair value of the asset is based on the value of the cash flows that the asset can be expected to generate in the future. These estimated future cash flows will be discounted to arrive at their respective fair values.

Beginning in 2011, the Company evaluated its purchased intangibles for possible impairment on an ongoing basis. When impairment indicators exist, the Company will perform an assessment to determine if the intangible asset has been impaired and to what extent. The assessment of purchased intangibles impairment is conducted by first estimating the undiscounted future cash flows to be generated from the use and eventual disposition of the purchased intangibles and comparing this amount with the carrying value of these assets. If the undiscounted cash flows are less than the carrying amounts, impairment exists and future cash flows are discounted at an appropriate rate and compared to the carrying amounts of the purchased intangibles to determine the amount of the impairment.

5. Derivative Liabilities

As discussed in Note 6 under Bridge Financing, the Company issued convertible notes payable that provide for the issuance of warrants to purchase its common stock at a future date. The conversion term for the convertible notes is variable based on certain factors. The number of warrants to be issued is based on the future price of the Company's common stock. As of March 31, 2012, the number of warrants to be issued remains indeterminate. Due to the fact that the number of warrants issuable is indeterminate, the equity environment is tainted and all additional warrants and convertible debt are included in the value of the derivative. Pursuant to ASC 815-15 Embedded Derivatives, the fair values of the variable conversion option and warrants / shares to be issued were recorded as derivative liabilities on the issuance date.

In 2011, the Company commenced a private placement in late March 2011. The private placement structure consists of a series of identical subscription agreements for the sale of units comprised of shares of the Company's common stock at a price of \$1.50 per share and an equivalent number of warrants at an exercise price of \$2.00. Both the common shares and the warrants contain anti-dilutive, or down round, price protection. The down round protection for the common shares terminates on the earlier of the date on which an effective registration statement is filed with the SEC covering the shares, or the shares become freely tradable pursuant to Rule 144 promulgated under the Securities Act of 1933. The down round protection for the warrant terminates when the warrant expires or is exercised. Pursuant to ASC 815-15 Embedded Derivatives and ASC 815-40 Contracts in Entity's Own Equity, the Company determined that the down round price protection on the common stock represents a derivative liability. Additionally, the Company recorded a derivative liability for the warrants issued in the transactions.

The fair values of the Company's derivative liabilities were estimated at the issuance date and are revalued at each subsequent reporting date, using a Monte Carlo simulation. At March 31, 2012, the Company recorded current derivative liabilities of \$2,305,175. The change in fair value of the derivative liabilities for the three months ended March 31, 2012 and 2011 was a loss of \$460,487, and \$430,402, respectively, which were reported as other income/(expense) in the consolidated statements of operations.

-12-

Table of Contents

| Derivative Value by Instrument Type | March 31, 2012 | December 31, 2011 |
|--|-------------------|----------------------|
| Convertible Bridge Notes | \$1,086,426 | \$747,424 |
| Common Stock and Warrants | 897,805 | 826,435 |
| Non-employee Warrants | 320,944 | - |
| | \$2,305,175 | \$1,573,859 |
| | | Total |
| Beginning balance January 1, 2011 | | \$334,478 |
| Issuances in derivative value due to new security issuance of notes | | 149,197 |
| Issuances in derivative value due to new security issuances of common stock and warrants | | 1,185,150 |
| Converted | | (143,961) |
| Change in fair market value of derivative liabilities | | 48,995 |
| Beginning balance January 1, 2012 | | \$1,573,859 |
| Issuances in derivative value due to new security issuances of notes | | 320,557 |
| Issuances in derivative value due to vesting of non-employee warrants | | 422,738 |
| Adjustment to derivative liability due to debt repayment | | (49,728) |
| Change in fair market value of derivative liabilities | | 37,749 |
| Ending balance March 31, 2012 | | \$2,305,175 |

Key inputs and assumptions:

For issuances of notes, common stock and warrants:

Stock prices on all measurement dates were based on the fair market value

Down round protection is based on the subsequent issuance of common stock at prices less than \$1.50 per share and warrants less than \$2.00 per share

The probability of future financing was estimated at 100%

Computed volatility of 65%

Risk free rates ranging from 0.03% to 0.78%

For issuances of non-employee warrants:

Computed volatility of 65%

Risk free rates ranging from 0.59% to 1.04%

Expected life (years) from 3.00 to 5.00

See note 8, discussing fair value measurements.

6. Bridge Financing, Notes Payable, Accrued Interest and Cash Payment Obligation

Bridge Financing

From November 2010 through March 2011, the Company issued to a number of accredited investors a series of its 10% Senior Secured Convertible Bridge Note (the "Notes") in the aggregate principal amount of \$1,010,000 (the "Financing"). The Notes accrue interest at the rate of 10% per annum. The entire principal amount evidenced by the Notes (the "Principal Amount") plus all accrued and unpaid interest is due on the earlier of (i) the date the Company completes a financing transaction for the offer and sale of shares of common stock (including securities convertible into or exercisable for its common stock), in an aggregate amount of no less than 125% of the principal amounts evidenced by the Notes (a "Qualifying Financing"), and (ii) November 2 2011. If the Notes are held to maturity, the

Company pays, at the option of the holder: i) cash or ii) in securities to be issued by the Company in the Qualifying Financing at the same price paid by other investors. The Notes are secured by a first priority lien and security interest in all of the Company's assets.

In November 2011, the Company entered into agreements with all holders of the then outstanding Notes. Under the terms of the agreements, holders of Notes totaling \$800,000 agreed to extend the maturity due date of the Notes to February 2, 2012. For these note holders, no change occurred in their rights. Holders of the balance of the Notes totaling \$210,000 agreed to convert the entire principal amount plus all accrued and unpaid interest of \$20,271 into units (each, a "Unit"), each of which consists of one share of common stock of the Company and a four-year warrant to purchase one share of the Company's common stock at \$2.00 per share. The conversion took place at a price of \$1.50 per Unit. Accordingly, the Company issued an aggregate of 153,515 shares of common stock and 153,515 warrants. As a result of the conversion, the holders of the converted Notes forfeited all rights thereunder, including the right to acquire warrants to purchase the Company's common stock.

Table of Contents

Also in November 2011, the Company issued additional Notes in the aggregate principal amount of \$262,500. These Notes were due February 2, 2012 and contain the same rights and privileges as the previously issued Notes. In January, 2012, the Company issued additional Notes in the principal amount of \$520,000. As of April 11, 2012, all note holders with maturity dates of February 2, 2012 have extended the maturity through May 2, 2012.

In March and April 2012, the Company issued additional Notes in the aggregate principal amount of \$220,100 due May 2, 2012. In March 2012, one note holder was repaid a partial principal balance of \$65,000. We are currently working with all note holders to extend the maturity or convert into equity. As of the date of this filing, these notes are past due.

On the maturity date of the Notes, in addition to the repayment of the Principal Amount and all accrued and unpaid interest, the Company will issue to each holder of the Notes, at each such holder's option, (i) three-year warrants to purchase that number of shares of its common stock equal to the Principal Amount plus all accrued and unpaid interest divided by the per share purchase price of the common stock offered and sold in the Qualifying Financing (the "Offering Price") which warrants shall be exercisable at the Offering Price, or (ii) that number of shares of common stock equal to the product arrived at by multiplying (x) the Principal Amount plus all accrued and unpaid interest divided by the Offering Price and (y) 0.33.

The Company's obligations under the Notes are secured by all of the assets of the Company, including all shares of CommerceTel, Inc., its wholly owned subsidiary.

WFG Investments, Inc. and Emerging Growth Equities, Ltd., both registered broker dealers, were paid placement agent fees related to the Notes in the amount of \$40,000 and \$52,107, respectively, which were capitalized as deferred financing costs, and are being amortized over the term of the Notes using the effective interest method. The Company recorded \$35,154 of expense for the amortization of the deferred financing costs for the three months ended March 31, 2012, and \$10,000 for the three months ended March 31, 2011.

The following table summarizes information relative to all of the outstanding Notes at March 31, 2012 and December 31, 2011:

| | March 31, 2012 | December 31, 2012 |
|--|-------------------|----------------------|
| Bridge notes payable | \$1,582,600 | \$ 1,062,500 |
| Less unamortized discounts: | | |
| Variable maturity discount | (21,510) | (12,031) |
| Warrant discount | (84,720) | (47,739) |
| Bridge notes payable, net of discounts | \$1,476,370 | \$ 1,002,730 |

In accordance with ASC 470-20 Debt with Conversion and Other Options, the Company recorded a discount of \$65,009 for the variable conversion feature and a discount of \$255,548 for the warrants / shares to be issued. The discounts will be amortized to interest expense over the term of the Notes using the effective interest method. The Company recorded \$274,097 of interest expense for the amortization of the note discounts associated with derivative liabilities during the year ended March 31, 2012.

In accordance with ASC 815-15, the Company determined that the variable conversion feature and the warrants / shares to be issued represented embedded derivative features, and these are shown as derivative liabilities on the balance sheet. See Note 5.

The Company calculated the fair value of the compound embedded derivatives associated with the convertible notes payable utilizing a complex, customized Monte Carlo simulation model suitable to value path dependant American options. The model uses the risk neutral methodology adapted to value corporate securities. This model utilized subjective and theoretical assumptions that can materially affect fair values from period to period.

Mobivity Note

As partial consideration for the acquisition of Mobivity, the Company issued a secured subordinated promissory note in the principal amount of \$606,000. The promissory note accrues interest at 6.25% per annum; is payable in six quarterly installments of \$105,526 (inclusive of interest) starting May 1, 2011; matures on August 1, 2012; is secured by the acquired assets of the Mobivity business; and is subordinated to the Company's obligations under its Notes discussed above. Mobivity, LLC was granted a security interest in the acquired assets, subordinated only to the Company's Notes, and a majority of the Bridge Financing lenders consented to the junior security interest.

During the three months ended March 31, 2012, the Company made principal and interest payments totaling \$105,526 on the promissory note, and the outstanding principal amount of the note is \$208,357 at March 31, 2012.

Table of Contents

Digimark, LLC Notes

As partial consideration for the acquisition of Boomtext, the Company issued a secured subordinated promissory note in the principal amount of \$175,000. The promissory note accrues interest at 6.25% per annum; is payable in full on May 25, 2012 (original maturity March 31, 2012 was extended); is secured by all of the assets of CommerceTel, Inc. and is subordinated to the Company's obligations under its Notes discussed above.

As partial consideration for the acquisition of Boomtext, the Company also issued an unsecured subordinated promissory note in the principal amount of \$195,000. The promissory note does not bear interest; is payable in installments (varying in amount) from August 2011 through October 2012; and is subordinated to the Company's obligations under its Notes discussed above. The \$195,000 unsecured subordinated promissory note does not bear interest; accordingly, the Company recorded the promissory note at the present value of the \$195,000 payments over the subsequent periods. The Company used a discount rate of 6.25% in calculating the net present value of the unsecured promissory note. The discount rate was based on the Company's estimated cost of capital. Under the effective interest method, the Company accretes the debt discount to the face amount of the promissory note. Accretion of the debt discount totaled \$2,466 for the three months ended March 31, 2012. Accretion of the debt discount was charged to interest expense in accordance with FASB ASC 480.

Summary of Notes Payable and Accrued Interest

The following table summarizes the Company's notes payable and accrued interest as of March 31, 2012 and December 31, 2011:

| | Notes Payable | | Accrued Interest | |
|---|---------------|-------------|------------------|------------|
| | 3/31/2012 | 12/31/2011 | 3/31/2012 | 12/31/2011 |
| Bridge notes, net as discussed above | \$1,476,370 | \$1,002,730 | \$132,804 | \$95,823 |
| Mobivity note, as discussed above | 208,357 | 310,135 | - | - |
| Unsecured (as amended) note payable due to our Company's former Chief Executive Officer, interest accrues at the rate of 9% compounded annually, all amounts due and payable December 31, 2008. See Note 12 | 20,000 | 20,000 | 11,568 | 10,871 |
| Note payable due to a trust, interest accrues at the rate of 10% per annum, all amounts due and payable December 31, 2006. The Company is negotiating the terms of this note. | 51,984 | 51,984 | 20,381 | 19,084 |
| Digimark, LLC secured subordinated promissory note, as discussed above | 175,000 | 175,000 | 7,413 | 4,648 |
| Digimark, LLC subordinated promissory note, net, as discussed above | 159,501 | 179,151 | - | - |
| | \$2,091,212 | \$1,739,000 | \$172,166 | \$130,426 |

Interest expense, including amortization of note discounts, totaled \$322,239 and \$105,408 for the three months ended March 31, 2012 and 2011, respectively.

Cash Payment Obligation

As partial consideration for the acquisition of Txtstation, the Company agreed to a \$250,000 of scheduled cash payments. The \$250,000 of scheduled cash payments is due as follows: \$25,000 payable on the 60th day following closing and the balance is payable in \$25,000 installments at the end of each of the next nine 30-day periods thereafter. The \$250,000 cash payment obligation does not bear interest; accordingly, the Company recorded the cash

payment obligation at the present value of the \$250,000 payments over the subsequent periods. The Company used a discount rate of 6.25% in calculating the net present value of the cash payment obligation. The discount rate was based on the Company's estimated cost of capital. Under the effective interest method, the Company accretes the debt discount to the face amount of the promissory note. Accretion of the debt discount totaled \$786 for the three months ended March 31, 2012. Accretion of the debt discount was charged to interest expense in accordance with FASB ASC 480.

-15-

Table of Contents

7. Stockholders' Equity (Deficit)

Common Stock

On March 2, 2012, the Company issued 150,000 common stock shares at a price of \$1.22 totaling \$183,000 for consulting services. The shares were valued based on the closing stock price for the date granted.

As of March 31, 2012, the Company has 22,904,308 common shares outstanding.

Common Stock Liability

On February 1, 2012, the Company authorized 75,000 common stock shares at a price of \$1.16 totaling \$87,000 for investor relations consulting services. The common stock liability was valued based on the closing stock price on the date granted.

Stock-based Compensation

2010 Incentive Stock Option Plan

On December 24, 2010, the Company adopted the 2010 Incentive Stock Option Plan ("the 2010 Plan"), subject to shareholder approval within one year. Shareholder approval was not obtained within one year, therefore incentive stock options granted under the 2010 Plan converted to non-qualified stock options. The 2010 Plan permits the Company to grant up to 3,124,000 shares of common stock and options to purchase shares of common stock. The 2010 Plan is designed to retain directors, executives and selected employees and consultants and reward them for making major contributions to the success of the Company. These objectives are accomplished by making long-term incentive awards under the 2010 Plan thereby providing participants with a proprietary interest in the growth and performance of the Company.

The Company believes that such awards better align the interests of its employees with those of its shareholders. Option awards are generally granted with an exercise price that equals the fair market value of the Company's stock at the date of grant. These option awards generally vest based on four years of continuous service and have five-year or 10-year contractual terms.

A summary of option activity under the 2010 Plan as of March 31, 2012 and changes during the three months then ended is presented below:

| | Number Outstanding | Weighted-Average Exercise Price Per Share | Weighted-Average Remaining Contractual Life (Years) |
|--|-----------------------|---|--|
| Outstanding at January 1, 2012 | 1,610,000 | \$ 0.82 | 5.13 |
| Granted | 10,000 | 1.16 | 4.84 |
| Exercised | - | - | - |
| Canceled/forfeited/expired | - | - | - |
| Outstanding at March 31, 2012 | 1,620,000 | \$ 0.82 | 4.87 |
| Options vested and exercisable at March 31, 2012 | 455,516 | \$ 0.75 | 4.98 |

Expense Information

The Company measures and recognizes compensation expense for all stock-based payment awards made to employees and directors based upon estimated fair values. The Company recorded stock-based compensation in operating expenses for employees totaling \$113,861 and \$97,934 for the three months ended March 31, 2012 and 2011, respectively.

-16-

Table of Contents

Valuation Assumptions

The Company uses the Black-Scholes option pricing model in determining its option expense. The weighted-average estimated fair value of employee stock options granted during the three months ended March 31, 2012 was \$1.16 per share. There were 10,000 options granted during the three months ended March 31, 2012. The ranges of assumptions used during the three months ended March 31, 2012 are as follows:

| | Employee Options | |
|-------------------------|---------------------|---|
| Expected volatility | 65.0 | % |
| Risk-free interest rate | 0.45 | % |
| Forfeiture rate | 0.0 | % |
| Expected dividend rate | 0.0 | % |
| Expected life (yrs) | 3.00 to 6.00 | |

The expected volatility is based on the weighted average of the historical volatility of publicly traded surrogates in the Company's peer group.

The risk-free interest rate assumption is based upon published interest rates appropriate for the expected life of the Company's employee stock options.

The dividend yield assumption is based on the Company's history of not paying dividends and no future expectations of dividend payouts.

The expected life of the stock options represents the weighted-average period that the stock options are expected to remain outstanding and was determined based on historical experience of similar awards, giving consideration to the contractual terms of the stock-based awards, vesting schedules and expectations of future employee behavior as influenced by changes to the terms of its stock-based awards.

Warrants

During the three months ended March 31, 2012, the Company issued warrants totaling 25,000 to non-employee consultants that include graded vesting terms. As of March 31, 2012, 454,163 warrants were vested pursuant to these agreements. These warrants were valued using a Monte Carlo Simulation, the fair values of the warrants were estimated at the vesting date and are revalued at each subsequent reporting date. At March 31, 2012, the Company recorded current derivative liabilities for the non-employee warrants totaling \$320,944. The change in fair value of the derivative liabilities for the three months ended March 31, 2012 was a loss of \$320,944, which was reported as other income/(expense) in the consolidated statements of operations.

Valuation Assumptions

The Company uses a Monte Carlo simulation in determining the fair values of the warrants. There were 25,000 warrants granted during the three months ended March 31, 2012. The Company periodically revalues these warrants as they vest. The ranges of assumptions used during the three months ended March 31, 2012 are as follows:

| | Non-Employee Warrants | |
|---------------------|--------------------------|---|
| Expected volatility | 65 | % |

| | | |
|-------------------------|--------------|---|
| Risk-free interest rate | 0.30 | % |
| Forfeiture rate | 0.0 | % |
| Expected dividend rate | 0.0 | % |
| Expected life (yrs) | 3.00 to 6.00 | |

-17-

Table of Contents

A summary of warrant activity during the three months ended March 31, 2012 and changes during the three months then ended is presented below:

| | Number Outstanding | Weighted-Average Exercise Price Per Share | Weighted-Average Remaining Contractual Life (Years) |
|---|-----------------------|---|--|
| Outstanding at January 1, 2012 | 905,000 | \$ 0.33 | 5.10 |
| Granted | 25,000 | 1.16 | 4.84 |
| Exercised | - | - | - |
| Canceled/forfeited/expired | - | - | - |
| Outstanding at March 31, 2012 | 930,000 | \$ 0.35 | 4.85 |
| Warrants vested and exercisable at March 31, 2012 | 454,163 | \$ 0.33 | 4.39 |

As discussed in Note 6, the Company is obligated to issue warrants or shares pursuant to its Bridge Financing. The number of warrants / shares issuable pursuant to the agreements is not known as of March 31, 2012.

During the year ended December 31, 2011, the Company issued warrants for the purchase of 688,669 shares of common stock at \$2.00 per share in connection with its private placement discussed above under Common Stock. The warrants are exercisable for four years from the date of issuance, and contain anti-dilution, or down round, price protection as long as the warrant remains outstanding. In addition, the Company issued warrants for the purchase of 153,515 shares of common stock at \$2.00 per share in connection with the conversion of its outstanding Notes with a principal amount of \$210,000 discussed above in Note 6 under Bridge Financing. The warrants are exercisable for four years from the date of issuance. During the three months ended March 31, 2012, the Company did not issue any additional warrants. These warrants are shown below. These warrants are included in the derivative value as of March 31, 2012 and December 31, 2011.

| | |
|-----------------------------------|---------|
| Beginning balance January 1, 2012 | 842,184 |
| Warrants issued | - |
| Warrants exercised | - |
| Warrants expired | - |
| Ending balance March 31, 2012 | 842,184 |

8. Income Taxes

The Company maintains deferred tax assets that reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. These deferred tax assets include net operating loss carryforwards, deferred revenue and stock-based compensation. In assessing the realizability of deferred tax assets, the Company considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during periods in which those temporary differences become deductible. The Company considers projected future taxable income and planning strategies in making this assessment. Based on the level of historical operating results and projections for the taxable income for the future, the Company has determined that it is more likely than not that the deferred tax assets will not be realized. Accordingly, the Company has recorded a valuation allowance to reduce deferred tax assets to zero. There can be no assurance that the Company will ever be able to realize the benefit of some or all of the federal and state loss carryforwards, either due to ongoing operating losses or due to ownership changes, which limit the usefulness of the loss carryforwards.

The Company has determined that during 2010 it experienced a “change of ownership” as defined by Section 382 of the Internal Revenue Code. As such, utilization of net operating loss carryforwards and credits generated before the 2010 change in ownership will be limited to approximately \$207,000 per year until such carryforwards are fully utilized. The pre-change net operating loss carryforward was approximately \$7,000,000.

-18-

Table of Contents

9. Fair Value Measurements

Fair value is defined as an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the authoritative guidance establishes a three-tier value hierarchy, which prioritizes the inputs used in measuring fair value as follows: (Level 1) observable inputs such as quoted prices in active markets; (Level 2) inputs other than the quoted prices in active markets that are observable either directly or indirectly; and (Level 3) unobservable inputs in which there is little or no market data, which require the Company to develop its own assumptions. This hierarchy requires companies to use observable market data, when available, and to minimize the use of unobservable inputs when determining fair value. On a recurring basis, the Company measures certain financial assets and liabilities at fair value, including its derivative liabilities.

At March 31, 2012 and December 31, 2011, the Company recorded a liability related to the variable maturity feature and the future issuance of warrants / shares in connection with its Bridge Notes (See Note 6), and the common stock and warrants issued in the current year (See Note 5) at the aggregate fair market value of \$2,305,175 and \$1,573,859, respectively, utilizing unobservable inputs. The change in fair market value of these liabilities is included in other income (expense) in the consolidated statements of operations. The assumptions used in the Monte-Carlo simulation used to value the derivative liabilities involve expected volatility in the Company's common stock, estimated probabilities related to the occurrence of a future financing, and interest rates. As all the assumptions employed to measure this liability are based on management's judgment using internal and external data, this fair value determination is classified in Level 3 of the valuation hierarchy.

See note 5 for a table that provides a reconciliation of the beginning and ending balances of the derivative liabilities as of March 31, 2012 and December 31, 2011.

10. Concentrations

During the three months ended March 31, 2012, no customer accounted for more than 10% of revenues. During the three months ended March 31, 2011, two customers accounted for 37% and 17%, respectively. At March 31, 2012 two customers accounted for 16% and 17% of accounts receivable. At December 31, 2011, no customers were greater than 10% of receivables.

11. Commitments and Contingencies

Earn Out Contingency

The Company has an earn out commitment associated with the acquisition of Boomtext from Digimark, LLC. An earn-out payment (payable 20 months after closing of the transaction) of a number of shares of common stock of the Company equal to (a) 1.5, multiplied by the Company's net revenue from acquired customers and customer prospects for the twelve-month period beginning six months after the closing date, divided by (b) the average of the volume-weighted average trading prices of the Company's common stock for the 25 trading days immediately preceding the earn-out payment (subject to a collar of \$1.49 and \$2.01 per share). As of March 31, 2012, and December 31, 2011, the estimated dollar value of the earn-out payable is \$2,597,587, and \$2,658,238, respectively, which is recorded as a non-current liability on the accompanying consolidated balance sheet.

Litigation

In August 2008, the Company and certain employees, shareholders and directors (the “Plaintiffs”) initiated litigation against its former Chief Executive Officer (the “Defendant”) alleging criminal conduct against the financial interests and reputation of the Company. The Defendant countersued the Company. In December 2009, a judgment was entered in the Plaintiffs’ favor awarding damages and enjoining the Defendant from certain behavior prejudicial to the Company. The Company has not recognized any gains from the damages that may be paid to the Company in the future due to the uncertainty of their ultimate realization. Additionally, in a separate court action the Company has been enjoined against the payment of any amounts owed to the Defendant, including amounts due under a note payable noted above.

Operating Lease

On February 28, 2012, the Company signed an amendment to its existing lease for the facility in Chandler, Arizona to expand by adding 2,519 square feet in an adjacent suite. The amended lease agreement remains in force through December 2015.

Table of Contents

The minimum lease payments required over the next five years is shown below.

Minimum Lease Payments

| | |
|------|------------|
| 2012 | \$ 118,200 |
| 2013 | 138,678 |
| 2014 | 143,492 |
| 2015 | 148,281 |
| 2016 | - |
| | \$ 548,651 |

Lease Exit Obligation

The Company had a lease agreement for its office facilities in San Diego, California through June 2012. Upon signing a lease agreement for the facility in Chandler, the Company determined it no longer needed the San Diego facility. The property was vacated in November 2011 and returned to the owner. As of March 31, 2012, the Company has a Lease Exit Obligation totaling \$72,660 for the period December 2011 through June, 2012, made up of, \$38,088 in remaining rent obligation, \$32,550 in remaining deferred rent, \$2,022 in estimated common area maintenance charges. The Company expects no further charges in relation to this lease exit obligation, aside from actual common area maintenance charges reconciled against the estimate.

Rent expense for both the San Diego, California, and Chandler, Arizona facilities was \$49,289 for the three months ended March 31, 2012, and \$16,323 (for the San Diego location only) for the three months ended March 31, 2011.

Other

At December 31, 2010, the Company was delinquent with respect to the payment of wages earned by current employees due to an insufficient balance of cash on hand at the time the payrolls were due to be paid to the employees. Ahead of the Merger, employees agreed to convert the majority of the delinquent payments to equity in CommerceTel, Inc. The employees have agreed to continue their employment in the expectation of eventual payment of the remaining amounts due. It is the Company's full intention to satisfy or reach a settlement with all past due balances outstanding, which total approximately \$71,000 at March 31, 2012.

12. Employee Benefit Plan

The Company has an employee savings plan (the "Plan") pursuant to Section 401(k) of the Internal Revenue Code (the "Code"), covering all of its employees. Participants in the Plan may contribute a percentage of compensation, but not in excess of the maximum allowed under the Code. The Company may make contributions at the discretion of its Board of Directors. During the three months ended March 31, 2012 and 2011, the Company made no contributions to the Plan.

13. Related Party Transactions

Prior to the reverse merger on November 2, 2010, Optimal Payments Corporation converted \$570,534 of debt into \$370,534 worth of CommerceTel Inc common stock and \$200,000 of prepaid services to be rendered by CommerceTel. These services remain owed to Optimal Payments Corporation at December 31, 2011. A member of CommerceTel's Board of Directors is currently President of Sterling Card Solutions, which has a minority ownership position in Optimal Payments Corporation. During the three months ended March 31, 2012, the Company began work on a project for Optimal Payments Corporation and recognized revenue of \$33,000.

Hidden River Ventures I, LLC is an existing shareholder in CommerceTel Corporation as a result of converting \$229,000 of payables in exchange for 415,937 shares of CommerceTel Corporation common stock. On October 26, 2010, the Company entered into a consulting agreement with a related company under common control, Hidden River, LLC, pursuant to which Hidden River, LLC would lead the Company's acquisition strategy. The consulting agreement calls for monthly payments of \$10,000, along with periodic bonus payments associated with the success of the acquisition strategy, as well as options to purchase 700,000 shares granted on December 24, 2010 priced at \$.32 per share. Of the options granted, 393,746 options were vested as of March 24, 2012. For the three months ended March 31, 2012, Hidden River earned \$30,000. As of March 31, 2012 Hidden River is currently owed a bonus approximately totaling \$96,000.

During the year ended December 31, 2011, the company entered into an employment agreement with the primary owner and shareholder of Digimark LLC, holder of 519,540 common shares, to serve as Executive Vice President of Business Development. He was paid \$30,000 as of March 31, 2012.

Table of Contents

During the three months ended March 31, 2012, the company entered into an employment agreement with the primary owner and shareholder of Mobivity, LLC and Mobile Visions, Inc. holder of 500,000 common shares, to serve as Senior Director of Software Engineering. He was paid \$12,500 as of March 31, 2012.

14. Subsequent Events

Bridge Notes Extended and Converted

In March and April, 2012, the Company entered into agreements with all holders of its 10% Senior Secured Convertible Bridge Notes (the "Notes") due February 2, 2012 in the principal amount of \$1,517,500. Under the terms of the agreements, holders of this principal amount agreed to extend the maturity due date of the Notes to May 2, 2012. The Company is currently working with these note holders to extend the maturity or convert to equity.

15. Restatement

On or about March 26, 2012, management and the Company concluded that the Company should restate goodwill related charges in connection with its three acquisitions that were completed during the year ended December 31, 2011. The Company's method of valuing the restricted common stock issued in the acquisitions at the price paid by investors for Company shares in a number of private offerings around the time of the acquisitions was incorrect, and a revised discounted restricted common stock valuation be used, as required under FAS 157/ASC 820. This change in valuation method of securities also affected share based compensation expense and certain derivative liabilities and related expenses.

Under ASC 820 Fair Value Measurements & Disclosures, a quoted stock price in an active market is considered primary (Type I) indicator of fair value of restricted stock issued in consideration for the acquisitions completed in 2011. The Company believed that the infrequent and low volume of initial trading of its common stock did not constitute an active market. Alternatively, throughout the year the company conducted a private placement in which units comprised of shares of restricted common stock and attached warrants were sold at \$1.50 per share. This price per share was bifurcated for the value of the common stock, the warrant, an embedded derivative related to down round protection on common stock, and an embedded derivative related to down round protection on the warrant. The price per common share that was determined by this valuation equaled \$1.00 for the three months ended March 31, 2011. The use of this method resulted in understated asset value for certain intangible assets, understated stock based compensation expense, an understatement of certain derivative liabilities and an understatement of the related expense related to the Company's derivative liability, as reflected in its financial statements for the quarters ended March 31, 2011.

The cumulative effect of this change through March 31, 2011 is an increase of \$32,142 in intangible assets, an increase of \$396,264 in current liabilities, which included a \$128,000 reclassification of derivative liabilities from Common Stock Liability, an increase of \$347,208 in additional paid-in capital, and a decrease of \$583,300 in the Company's net income, however this had no effect on the Company's reported cash flows. Unaudited Tables detailing the effect of the error on the Company's previously filed financial statements for the quarter ended March 31, 2011 are included below.

Table of Contents

NOTE 15 - RESTATEMENT OF FINANCIAL STATEMENTS (CONTINUED)

Balance Sheet
(Unaudited)

| | As Filed | March 31, 2011 Adjustments | | Restated |
|---|---------------------|-------------------------------|-----|---------------------|
| Current Assets | | | | |
| Cash | \$ 205,191 | \$ - | | \$ 205,191 |
| Accounts Receivable | 50,227 | - | | 50,227 |
| Other Current Assets | 91,708 | - | | 91,708 |
| Total Current Assets | 347,126 | - | | 347,126 |
| Equipment, Net | 2,737 | - | | 2,737 |
| Intangible Assets, Net | 77,105 | 32,142 | (a) | 109,247 |
| Other Assets | 46,317 | - | | 46,317 |
| TOTAL ASSETS | \$ 473,285 | \$ 32,142 | | \$ 505,427 |
| Current Liabilities | | | | |
| Accounts Payable | \$ 233,307 | \$ - | | \$ 233,307 |
| Accrued Interest | 64,499 | - | | 64,499 |
| Accrued and Deferred Personnel Compensation | 113,285 | - | | 113,285 |
| Deferred Revenue - related party | 200,000 | - | | 200,000 |
| Deferred Revenue and Customer Deposits | 86,677 | - | | 86,677 |
| Notes Payable, net of discount | 71,984 | - | | 71,984 |
| Convertible notes payable, net of discount | 817,299 | (1,617) | (a) | 815,682 |
| Derivative Liabilities | 371,298 | 397,881 | (a) | 769,179 |
| Other Current Liabilities | 68,692 | - | | 68,692 |
| Total Current Liabilities | 2,027,041 | 396,264 | | 2,423,305 |
| Stockholders' Deficit | | | | |
| Common Stock, \$0.001 par value; 150,000,000 shares authorized; 17,854,286 and 17,700,000 shares issued and outstanding as of March 31, 2011 and December 31, 2010, respectively | 17,854 | - | | 17,854 |
| Additional Paid-in Capital | 7,202,830 | 347,208 | (a) | 7,550,038 |
| Common Stock Liability | 128,030 | (128,030) | (b) | - |
| Accumulated Deficit | (8,902,470) | (583,300) | (a) | (9,485,770) |
| Total Stockholders' Deficit | (1,553,756) | (364,122) | | (1,917,878) |
| TOTAL LIABILITIES & STOCKHOLDERS' DEFICIT | \$ 473,285 | \$ 32,142 | | \$ 505,427 |

(a) To reflect change due to the change in fair market value of restricted stock in underlying calculations

(b) To reflect reclassification of common stock liabilities from Q1 sale of private placement shares

-22-

Table of Contents

NOTE 15 - RESTATEMENT OF FINANCIAL STATEMENTS (CONTINUED)

Statement of Operations
(Unaudited)

| | As Filed | Three months ended March 31, 2011 | | Restated |
|---|---------------|-----------------------------------|-----|-----------------|
| | | Adjustments | | |
| Revenues | | | | |
| Revenues | \$ 140,638 | \$ - | | \$ 140,638 |
| Cost of revenues | 79,837 | - | | 79,837 |
| Gross Margin | 60,801 | - | | 60,801 |
| Operating Expenses | | | | |
| Sales & marketing expense | 57,851 | 6,074 | (a) | 63,925 |
| Engineering, research, & development expense | 128,571 | 17,920 | (a) | 146,491 |
| General & administrative | 545,039 | 81,212 | (a) | 626,251 |
| Total Operating Expenses | 731,461 | 105,206 | | 836,667 |
| Loss From Operations | (670,660) | (105,206) | | (775,866) |
| Other Income/(Expense) | | | | |
| Interest income | 158 | - | | 158 |
| Interest expense | (105,408) | - | | (105,408) |
| Change in fair market value of derivative liabilities | 47,693 | (478,095) | (a) | (430,402) |
| Gain on debt extinguishment | - | - | | - |
| Total Other Income/(Expense) | (57,557) | (478,095) | | (535,652) |
| Net Loss | \$ (728,217) | \$ (583,301) | | \$ (1,311,518) |
| Net Loss Per Share - Basic and Diluted | \$ (0.04) | \$ (0.03) | (a) | \$ (0.07) |
| Weighted average number of shares during the period - basic and diluted | 17,711,048 | 17,711,048 | | 17,711,048 |

(a) To reflect change due to the change in fair market value of restricted stock in underlying calculations

Table of Contents

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

This Quarterly Report on Form 10-Q contains “forward-looking statements” as defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, in connection with the Private Securities Litigation Reform Act of 1995 that involve risks and uncertainties, as well as assumptions that, if they never materialize or prove incorrect, could cause our results to differ materially and adversely from those expressed or implied by such forward-looking statements. Such forward-looking statements include statements about our expectations, beliefs or intentions regarding our potential product offerings, business, financial condition, results of operations, strategies or prospects. You can identify forward-looking statements by the fact that these statements do not relate strictly to historical or current matters. Rather, forward-looking statements relate to anticipated or expected events, activities, trends or results as of the date they are made and are often identified by the use of words such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” or “will,” expressions or variations. Because forward-looking statements relate to matters that have not yet occurred, these statements are inherently subject to risks and uncertainties that could cause our actual results to differ materially from any future results expressed or implied by the forward-looking statements. Many factors could cause our actual activities or results to differ materially from the activities and results anticipated in forward-looking statements. These factors include those described under the caption “Risk Factors” included elsewhere in this Quarterly Report on Form 10-Q and in our other filings with the Securities and Exchange Commission, or the SEC. Furthermore, such forward-looking statements speak only as of the date of this report. We undertake no obligation to update any forward-looking statements to reflect events or circumstances occurring after the date of such statements.

Overview

We are a provider of technology that enables major brands and enterprises to engage consumers via their mobile phone. Interactive electronic communications with consumers is a complex process involving communication networks and software. We remove this complexity through our suite of services and technologies thereby enabling brands, marketers, and content owners to communicate with their customers and consumers in general. From Presidential elections to major broadcast events, we are pioneers in the deployment of the mobile channel as the ultimate direct connection to the consumer.

Mobile phone users represent a large and captive audience. While televisions, radios, and even PCs are often shared by multiple consumers, mobile phones are personal devices representing a truly unique and individual address to the end user. The future of digital media will be driven by mobile phones where a direct, personal conversation can be had with the world’s largest audience. The future of mobile includes banking, commerce, advertising, video, games and just about every other aspect of both on and offline life. Over 4 million consumers have been engaged via their mobile device thanks to our technology.

We believe that our mobile marketing and advertising campaign platform is among the most advanced in the industry as it allows real time interactive communications with consumers. We generate revenue from licensing our software to clients in our software as a service (SaaS) model, per-message and per-minute transactional fees, and customized professional services.

Our “C4” Mobile Marketing and Customer Relationship Management (CRM) platform is a hosted solution enabling our clients to develop, execute, and manage a variety of engagements to a consumer’s mobile phone. Short Messaging Service (SMS), Multi-Media Messaging (MMS), and Interactive Voice Response (IVR) interactions can all be facilitated via a set of Graphical User Interfaces (GUIs). Reporting and analytics capabilities are also available to our users through the C4 solution.

Mobile devices are emerging as the principal interactive channel for brands to reach consumers since it is the only media platform that has access to the consumer virtually anytime and anywhere. Brands and advertising agencies are recognizing the unique benefits of the mobile channel and they are increasingly integrating mobile media within their overall advertising and marketing campaigns. Our objective is to become the industry leader in connecting brands and enterprises to consumers' mobile phones.

Recent Events

Share Exchange Agreement

On November 2, 2010, we completed the Share Exchange Agreement and acquired CommerceTel, Inc., in exchange for 10,000,000 shares of our common stock. Please refer to Note 1 in the accompanying condensed consolidated financial statements.

Bridge Financing

To date in 2012, we have issued additional 10% Senior Secured Convertible Bridge Notes in the aggregate of \$710,100. (See discussion of Bridge Notes in Liquidity and Capital Resources, and Note 6 to Consolidated Financial Statements) As of May 10, 2012 there is \$1,722,600 in principal amount of outstanding notes, which were due May 2, 2012. We are currently working with the note holders to extend the maturity or convert into equity.

In March and April, 2012, two note holders were repaid \$80,000 in principal.

Table of Contents

2011 Private Placement

We commenced a private placement in late March 2011. As of September 30, 2011, we have raised gross proceeds of \$1,033,003. In the third quarter of 2011, we raised an additional \$477,501. The private placement structure consists of a series of identical subscription agreements for the sale of units comprised of shares of our common stock at a price of \$1.50 per share and an equivalent number of warrants at an exercise price of \$2.00. Both the shares and the warrants are price protected by us. The price protection obligates us to issue to the investors an additional number of shares in the event that common shares are issued at a price below \$1.50 until the shares become freely trading.

Critical Accounting Policies and Estimates

We prepare our consolidated financial statements in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Our management periodically evaluates the estimates and judgments made, including those related to share based compensation and valuation of the derivative liability. Management bases its estimates and judgments on historical experience and on various factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

The following critical accounting policies affect the more significant judgments and estimates used in the preparation of the Company's consolidated financial statements.

Revenue recognition

The Company's "C4" Mobile Marketing and Customer Relationship Management (CRM) platform is a hosted solution, as is the newly acquired Txtstation Control Center platform. The Company generates revenue from licensing its software to clients in its software as a service (SaaS) model, per-message and per-minute transactional fees, and customized professional services. The Company recognizes license fees over the period of the contract, service fees as the services are performed, and per-message or per-minute transaction revenue when the transaction takes place. The Company recognizes revenue at the time that the services are rendered, the selling price is fixed, and collection is reasonably assured, provided no significant obligations remain. The Company considers authoritative guidance on multiple deliverables in determining whether each deliverable represents a separate unit of accounting. As for the newly acquired Mobivity and Boomtext platforms, which are both hosted solutions, revenue is principally derived from subscription fees from customers. The subscription fee is billed on a month to month basis with no contractual term and is collected by credit card for Mobivity and collected by cash and credit card for Boomtext. Revenue is recognized at the time that the services are rendered and the selling price is fixed with a set range of plans. Cash received in advance of the performance of services is recorded as deferred revenue. As of March 31, 2012 deferred revenues totaled \$286,082, while as of December 31, 2011 deferred revenues totaled \$309,063.

Share-based compensation expense

Share-based compensation cost is measured at the date of grant, based on the calculated fair value of the stock-based award, and is recognized as expense over the employee's requisite service period (generally the vesting period of the award). The Company estimates the fair value of employee stock options granted using the Black-Scholes Option Pricing Model. Key assumptions used to estimate the fair value of stock options include the exercise price of the award, the fair value of the Company's common stock on the date of grant, the expected option term, the risk free interest rate at the date of grant, the expected volatility and the expected annual dividend yield on the Company's common stock. We use comparable public company data among other information to estimate the expected price

volatility and the expected forfeiture rate.

Derivative Financial Instruments

The Company does not use derivative instruments to hedge exposures to cash flow, market or foreign currency risks.

The Company reviews the terms of convertible debt and equity instruments it issues to determine whether there are embedded derivative instruments, including the embedded conversion option, that are required to be bifurcated and accounted for separately as a derivative financial instrument. In circumstances where the convertible instrument contains more than one embedded derivative instrument, including the conversion option, that is required to be bifurcated, the bifurcated derivative instruments are accounted for as a single, compound derivative instrument. Also, in connection with the sale of convertible debt and equity instruments, the Company may issue freestanding warrants that may, depending on their terms, be accounted for as derivative instrument liabilities, rather than as equity.

-25-

Table of Contents

Bifurcated embedded derivatives are initially recorded at fair value and are then revalued at each reporting date with changes in the fair value reported as non-operating income or expense. When the convertible debt or equity instruments contain embedded derivative instruments that are to be bifurcated and accounted for as liabilities, the total proceeds allocated to the convertible host instruments are first allocated to the fair value of all the bifurcated derivative instruments. The remaining proceeds, if any, are then allocated to the convertible instruments themselves, usually resulting in those instruments being recorded at a discount from their face value.

The discount from the face value of the convertible debt, together with the stated interest on the instrument, is amortized over the life of the instrument through periodic charges to income, using the effective interest method.

The fair value of the derivatives is estimated using a Monte Carlo simulation model. The model utilizes a series of inputs and assumptions to arrive at a fair value at the date of inception and each reporting period. Some of the key assumptions include the likelihood of future financing, stock price volatility, and discount rates.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

Results of Operations

The following describes certain line items set forth in our condensed consolidated statements of operations.

Comparison of the Three Months Ended March 31, 2012 and 2011

Revenues

Revenues for the three months ended March 31, 2012 were \$1,013,206, an increase of \$872,568, or 620.4% compared to the three months ended March 31, 2011. Increases related to revenues from acquired business operations of \$805,392 and increased SMS revenues attributable to CommerceTel of \$85,102 were offset by reductions in revenue of \$18,675 from the CommerceTel legacy VoIP operating segment. This decrease resulted from continued attrition of VoIP customers, a revenue stream that CommerceTel has chosen not to continue pursuing.

Cost of Revenues

Cost of revenue for the three months ended March 31, 2012 was \$367,769, an increase of \$287,932, or 360.6% compared to the three months ended March 31, 2011. This increase is due to increased costs for SMS transmission, short code fees, sales commissions, co-location costs, and merchant fees resulting from the three acquired operating segments. This increase was offset by reductions in costs related to IVR and VoIP revenue declines.

Gross Profit

Gross profit for the three months ended March 31, 2012 was \$645,437, an increase of \$584,636, or 961.6%, compared to the three months ended March 31, 2011. Gross profit as a percentage of revenue for the three months ended March 31, 2012 increased to 63.7% compared to 43.2% for the three months ended March 31, 2011. The increase in gross profit as a percentage of revenue is due to the three acquired operating segments which generated higher gross margins and allowed for greater leverage of fixed expenses. Increased volume of SMS traffic also allowed for negotiation of a 50% discount in per-message costs beginning in January 2012.

General and Administrative Expense

General and administrative expenses for the three months ended March 31, 2012 and 2011 were \$951,986 and \$624,214, respectively. Such expenses consist primarily of salaries and personnel related expenses, stock-based compensation expense, consulting costs and other expenses. The increase of \$327,772 or 52.5% was primarily due to an increase in payroll and employee compensation of \$317,164 resulting from our acquisitions of Mobivity, Boomtext, and Txtstation, an increase in stock based compensation expense for consulting services of \$270,000, rent expense of 32,965, this was offset by a decreases in non-employee option expense of \$246,700, which is now accounted for as a warrant and expensed in the change of fair market value of derivative liabilities, legal fees of \$41,530, consulting fees of \$19,300, and other minor factors.

Table of Contents

Sales and Marketing Expense

Sales & Marketing expenses for the three months ended March 31, 2012 and 2011 were \$312,873 and \$63,925, respectively. Such expenses consist primarily of salaries and personnel related expenses, stock-based compensation expense, sales travel, consulting costs and other expenses. The increase of \$248,948 or 389.4% was due to an increase in sales and marketing headcount resulting from the acquired operations and an increase in sales and marketing related travel as compared to 2011.

Engineering, Research, and Development Expense

Engineering, research, and development expenses for the three months ended March 31, 2012 and 2011 were \$160,186 and \$146,491, respectively. Such expenses consist primarily of salaries and personnel related expenses, stock-based compensation expense, consulting costs and other expenses. The increase of \$13,965 or 9% was primarily due to an increase in payroll and related employee expenses with the addition of our Senior Director, Technology, hired in February 2012.

Depreciation and Amortization Expense

Depreciation and amortization expense for the three months ended March 31, 2012 and 2011 were \$154,618 and \$2,037, respectively. The increase of \$152,582 or 7,490.4% was primarily due to \$147,999 of amortization expense related to the amortization of intangibles assets acquired in the Mobivity, Txtstation and Boomtext acquisitions.

Loss from Operations

Loss from operations for the three months ended March 31, 2012 was \$934,226, an increase of \$158,360, or 204%, compared to the three months ended March 31, 2011. The increase can mostly be attributed to the amortization of intangible assets which equaled \$147,999.

Interest Expense

Interest expense for the three months ended March 31, 2012 was \$358,178 an increase of \$252,770 or 239.8% compared to the three months ended March 31, 2011. Included in the current period interest expense is \$323,025 of amortization of the bridge note, cash payment obligation and Digimark, LLC subordinated promissory note discounts recorded. Also included in the current period interest expense is \$35,154 of amortization of deferred financing costs.

Change in Fair Value of Derivative Liabilities

During the three months ended March 31, 2012, we recorded other expense of \$460,487 related to the change in the fair value of its derivative liabilities during the period.

Net Loss

Net Loss for the three months ended March 31, 2012 and March 31, 2011 were \$1,692,240 and \$1,311,518 respectively. The increase of \$380,722 or 29.0% can mostly be attributed to the increased depreciation and amortization of \$152,581 and interest expense of \$252,770.

Liquidity and Capital Resources

As of March 31, 2012 we had current assets of \$253,513, including \$240 in cash, and current liabilities of 6338,857. As of December 31, 2011 we had current assets of \$260,166, including \$396 in cash, and current liabilities of \$5,182,219.

Cash Flows from Operating Activities

Our operating activities resulted in net cash used for operations of \$328,347 for the three months ended March 31, 2012 compared to net cash used in operations of \$325,836 for the three months ended March 31, 2011.

-27-

Table of Contents

The net cash used in operating activities for the three months ended March 31, 2012 reflects a net loss of \$1,692,240, which was increased by the bad debt expense \$46,384, common stock for services of \$270,000, stock-based compensation of \$113,861, depreciation and amortization of \$154,617, change in fair market value of derivative liabilities of \$460,487, amortization of deferred financing costs of \$35,154, and amortization of note discounts of \$277,349, which was partially offset by a gain on adjustment in contingent consideration of \$60,650. For the three months ended March 31, 2012 the non-cash charges totaled \$1,297,201. Changes in operating assets and liabilities included decreases in accounts receivable of (\$29,797), other current assets of (\$324,119) and deferred revenue and customer deposits of (\$23,088) offset by increases in accounts payable of 225,636, accrued interest of \$41,740, accrued compensation of \$106,077, long term accounts payable of \$23,083, other liabilities of \$44,220, and other minor factors.

The net cash used in operating activities for the three months ended March 31, 2011 reflects a net loss of \$1,311,518, which was increased by stock-based compensation of \$344,609, amortization of note discounts of \$78,810, change in fair market value of derivative liabilities of \$430,402, and other minor factors. For the three months ended March 31, 2011 the non-cash charges totaled \$855,858. Changes in operating assets and liabilities included increases in accounts payable of \$81,364, accrued interest of \$26,598, deferred revenues and customer deposits of \$53,359, offset by a decrease in other assets of (\$23,680), and other minor factors.

Cash Flows from Investing Activities

Net cash used in investing activities for the three months ended March 31, 2012 and 2011 was \$5,515 and \$62,412, respectively. In March 2011, we acquired intangible assets (patents and trademarks) totaling \$60,000.

Cash Flows from Financing Activities

Net cash provided by financing activities for the three months March 31, 2012 and 2011 was \$333,706 and \$220,000, respectively. In 2012, we received proceeds of \$585,100 from the issuance of 10% Senior Secured Convertible Bridge Notes, offset by payments of \$65,000 against one \$10% Senior Secured Bridge Note, \$123,894 against the principal balance of the notes issued in the Mobivity and Boomtext acquisitions, and \$62,500 against the cash payment obligation resulting from the Txtstation acquisition. In 2011, we received proceeds of \$210,000 from the sale of 140,000 shares of common stock and the issuance of warrants to purchase 140,000 shares at \$2.00 per share; and we received \$10,000 from the issuance of a 10% Senior Secured Convertible Bridge Note.

Bridge Note Financing

On November 2, 2010, we issued to a number of accredited investors a series of our 10% Senior Secured Convertible Bridge Note (the "Notes") in the aggregate principal amount of \$1,000,000 (the "Financing"). The Notes accrue interest at the rate of 10% per annum. The entire principal amount of the Notes plus all accrued and unpaid interest is due on the earlier of (i) the date we complete a financing transaction for the offer and sale of shares of our common stock (including securities convertible into or exercisable for our common stock), in an aggregate amount of no less than 125% of the principal amounts evidenced by the Notes (a "Qualifying Financing"), or (ii) November 3, 2011. To date, \$210,000 in principal of these Notes has been converted into common equity at \$1.50 per share with the remaining portion having extended the maturity date to May 2, 2012. On the maturity date of the Notes, in addition to the repayment of the principal amount and all accrued and unpaid interest, we will issue to each holder of the Notes, at each such holder's option, (i) three year warrants to purchase that number of shares of our common stock equal to the principal amount of (plus all accrued and unpaid interest on) the Notes held by the holder divided by the per share purchase price of the common stock offered and sold in the Qualifying Financing (the "Offering Price") which warrants shall be exercisable at the Offering Price, or (ii) that number of shares of common stock equal to the product arrived at by multiplying (x) the principal amount of (plus all accrued and unpaid interest on) the Notes held by the holder,

divided by the Offering Price and (y) 0.33. Our obligations under the Notes are secured by all of our assets, including all shares of CommerceTel, Inc., our wholly owned subsidiary.

In November, 2011, we issued to a number of accredited investors an additional series of 10% Senior Secured Convertible Bridge Notes in the aggregate principal amount of \$262,500. In consideration for the Holder's agreement to extend the maturity date of the Notes from February 2 to May 2, 2012, the Company agreed to issue to the Holder a number of shares of Borrower's common stock equal to the amount of accrued and unpaid interest due under the Note as of January 31, 2012 divided by the Offering Price of a future private placement.

To date in 2012, we have issued additional Notes in the aggregate of \$710,100. As of May 10, 2012 there is \$1,722,600 in principal amount of outstanding notes, which were due May 2, 2012. We are currently working with the note holders to extend the maturity or convert into equity.

In March and April, 2012, two note holders were repaid \$80,000 in principal.

-28-

Table of Contents

2011 Private Placement

We commenced a private placement in late March 2011, which continued until November 2011, raising gross proceeds of approximately \$1,033,000. The private placement structure consists of a series of identical subscription agreements offering subscribers an opportunity to invest in units comprised of shares of our common stock at a price of \$1.50 per share and an equivalent number of warrants at an exercise price of \$2.00. Both the shares and the warrants are price protected by us. The price protection obligates us to issue to the investors an additional number of shares in the event that common shares are issued at a price below \$1.50 before August 31, 2012.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

Recent Accounting Pronouncements

Refer to Note 2, "Summary of Significant Accounting Policies," in the accompanying notes to the condensed consolidated financial statements for a discussion of recent accounting pronouncements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

As a smaller reporting company, as defined by section 10(f)(1) of Regulation S-K, we are not required to provide the information set forth in this item.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934 (the "Exchange Act") is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is accumulated and communicated to management to allow timely decisions regarding required disclosure.

As required by paragraph (b) of Rules 13a-15 or 15d-15 under the Exchange Act, our management, with the participation of our president (our principal executive officer) and our chief financial officer (our principal financial officer and principal accounting officer) evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this quarterly report, March 31, 2012.

Based on this evaluation, these officers concluded that, as of March 31, 2012, these disclosure controls and procedures were not effective to ensure that the information required to be disclosed by our company in reports it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities Exchange Commission. The conclusion that our disclosure controls and procedures were not effective was due to the presence of material weaknesses in internal control over financial reporting as identified below under the heading "Management's Report on Internal Control over Financial Reporting." Management anticipates that such disclosure controls and procedures will not be effective until the material weaknesses are remediated.

Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues, if any, within our company have been detected. These inherent limitations include the realities

that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake.

-29-

Table of Contents

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. The term "internal control over financial reporting" is defined as a process designed by, or under the supervision of, an issuer's principal executive and principal financial officers, or persons performing similar functions, and effected by the issuer's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

- (1) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the issuer; and
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the issuer are being made only in accordance with authorizations of management and directors of the issuer.

Under the supervision of our president, being our principal executive officer, and our chief financial officer, being our principal financial officer and principal accounting officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of March 31, 2012 using the criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). This evaluation included review of the documentation of controls, evaluation of the design effectiveness of controls, testing of the operating effectiveness of controls and a conclusion on this evaluation. Based on this evaluation, our management concluded our internal control over financial reporting was not effective as at March 31, 2012.

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our company's annual or interim financial statements will not be prevented or detected on a timely basis. In its assessment of the effectiveness of our internal control over financial reporting as of March 31, 2012, we determined that there were control deficiencies that constituted material weaknesses which are indicative of many small companies with small staff, such as:

- (1) inadequate segregation of duties and effective risk assessment; and
- (2) insufficient written policies and procedures for accounting and financial reporting with respect to the requirements and application of both generally accepted accounting principles in the United States and guidelines of the Securities and Exchange Commission.
- (3) inadequate closing process to ensure all material misstatements are corrected in the financial statements. This was evidenced by the fact that there were audit adjustments and restatements of the financial statements.

These control deficiencies resulted in a reasonable possibility that a material misstatement of the annual or interim financial statements could not have been prevented or detected on a timely basis. As a result of the material weaknesses described above, we concluded that we did not maintain effective internal control over financial reporting as of March 31, 2012, based on criteria established in Internal Control—Integrated Framework issued by COSO. Our management is currently evaluating remediation plans for the above deficiencies. During the period covered by this annual report on Form 10-K, we have not been able to remediate the weaknesses described above. However, we plan to take steps to enhance and improve the design of our internal control over financial reporting.

Table of Contents

Changes in Internal Control

There was no change in our internal control over financial reporting identified in connection with the evaluation of our internal control over financial reporting described above that occurred during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Part II Other Information

Item 1. Legal Proceedings.

We are not currently involved in any legal proceedings and we are not aware of any pending or potential legal actions.

Item 1A. Risk Factors.

Risks Related to our Business

We may not have the liquidity to settle our bridge notes at maturity.

Our \$1,722,600 principal amount currently outstanding of bridge notes (plus interest accrued at 10% annually) matured on May 2, 2012. There is no certainty that we will have the liquidity necessary to settle the bridge notes including accrued interest at the maturity date, nor is it certain that the bridge lenders will agree to an extension of the maturity date or an accommodation favorable to us. Our obligations under the bridge notes are secured by all of our assets. In the event we cannot settle the bridge notes at the maturity date or reach an accommodation with the bridge lenders, they may declare a default and foreclose on our assets. If that were to occur, our operations would be severely jeopardized if not entirely curtailed. We are currently in negotiations with these note holders to extend the maturity or convert into equity.

We will need to raise additional capital to grow our business.

We anticipate, based on currently proposed plans and assumptions relating to our ability to market and sell our products, that our cash on hand and revenues from operations will not satisfy our operational and capital requirements for the next 6 months. Further, the operation of our business and our efforts to grow our business further both through acquisitions and organically will require significant cash outlays and commitments. The timing and amount of our cash needs may vary significantly depending on numerous factors, including but not limited to:

- market acceptance of our mobile marketing and advertising services;
- the need to adapt to changing technologies and technical requirements;
- the need to adapt to changing regulations requiring changes to our processes or platform; and
- the existence and cost of opportunities for expansion through internal growth and acquisitions.

As a result, we will need to seek additional capital, potentially through debt, or equity financings, to fund our growth. We may not be able to raise cash on terms acceptable to us or at all. Financings, if available, may be on terms that are dilutive to our shareholders, and the prices at which new investors would be willing to purchase our securities may be lower than the current price of our ordinary shares. The holders of new securities may also receive rights, preferences or privileges that are senior to those of existing holders of our ordinary shares. If new sources of financing are required but are insufficient or unavailable, we would be required to modify our growth and operating plans to the extent of available funding, which could harm our ability to grow our business.

If we do not generate significant additional revenue we will continue to receive a going concern qualification in our audit.

Our financial statements have been prepared on a going concern basis of accounting, which contemplates continuity of operations, realization of assets and liabilities and commitments in the normal course of business. The financial statements do not reflect any adjustments that might result if we are unable to continue as a going concern. We do not generate sufficient revenue and have negative cash flow from operations, which raise substantial doubt about our ability to continue as a going concern. Our ability to continue as a going concern and appropriateness of using the going concern basis is dependent upon, among other things, an additional cash infusion. We are actively seeking new investors.

We may not be successful in executing our acquisition strategy.

Our future growth will largely depend on the successful continued execution of our acquisition strategy. If we are unable to acquire other companies in the mobile marketing sector, our growth, valuation and prospects will be adversely affected. It is possible that acquisition targets will not be receptive to either the valuation offered or our intention to pay for acquisitions using our common stock as the “currency”. If we are unable to grow other than organically, our growth prospects will be reduced and our ability to raise capital on acceptable terms and the value of our common stock will both be compromised.

Table of Contents

In addition, our future acquisitions may be expensive and time-consuming and we may not realize anticipated benefits from them. The specific risks we may encounter in these types of transactions include the following:

Potentially dilutive issuances of our securities, the incurrence of debt and contingent liabilities and amortization expenses related to intangible assets, which could adversely affect our results of operations and financial condition;
The possibility that staff or customers of the acquired company might not accept new ownership and may transition to different technologies or attempt to renegotiate contract terms or relationships;
The possibility that the due diligence process in any such acquisition may not completely identify material issues associated with product and service quality, intellectual property issues, key personnel issues or legal and financial contingencies; and

Difficulty in integrating acquired operations due to technology constraints or geographical distance.

A failure to successfully integrate acquired businesses for any of these reasons could have a material adverse effect on our results of operations.

Our sales efforts to large enterprises require significant time and effort and could hinder our ability to expand our customer base and increase revenue.

Attracting new customers to our large enterprise division requires substantial time and expense, especially in an industry that is so heavily dependent on personal relationships with executives. We cannot assure that we will be successful in establishing new relationships, or maintaining or advancing our current relationships. For example, it may be difficult to identify, engage and market to customers who do not currently perform mobile marketing or advertising or are unfamiliar with our current services or platform. Further, many of our customers typically require input from one or more internal levels of approval. As a result, during our sales effort, we must identify multiple people involved in the purchasing decision and devote a sufficient amount of time to presenting our products and services to those individuals. The complexity of our services, including our software-as-a-service model, often requires us to spend substantial time and effort assisting potential customers in evaluating our products and services including providing demonstrations and benchmarking against other available technologies. We expect that our sales process will become less burdensome as our products and services become more widely known and used. However, if this change does not occur, we will not be able to expand our sales effort as quickly as anticipated and our sales will be adversely affected.

We may not be able to enhance our mobile marketing and advertising platform to keep pace with technological and market developments, or to remain competitive against potential new entrants in our markets.

The market for mobile marketing and advertising services is emerging and is characterized by rapid technological change, evolving industry standards, frequent new product introductions and short product life cycles. Our current platform or platforms we may offer in the future may not be acceptable to marketers and advertisers. To keep pace with technological developments, satisfy increasing customer requirements and achieve acceptance of our marketing and advertising campaigns, we will need to enhance our current mobile marketing solutions and continue to develop and introduce on a timely basis new, innovative mobile marketing services offering compatibility, enhanced features and functionality on a timely basis at competitive prices. Our inability, for technological or other reasons, to enhance, develop, introduce and deliver compelling mobile marketing services in a timely manner, or at all, in response to changing market conditions, technologies or customer expectations could have a material adverse effect on our operating results or could result in our mobile marketing services platform becoming obsolete. Our ability to compete successfully will depend in large measure on our ability to maintain a technically skilled development and engineering staff and to adapt to technological changes and advances in the industry, including providing for the continued compatibility of our mobile marketing services platform with evolving industry standards and protocols. In addition, as we believe the mobile marketing market is likely to grow substantially, other companies which are larger and have

significantly more capital to invest than us may emerge as competitors. For example, in May 2010, Google, Inc. acquired Admob, Inc. Similarly, in January 2010, Apple, Inc. acquired Quattro Wireless, Inc. New entrants could seek to gain market share by introducing new technology or reducing pricing. This may make it more difficult for us to sell our products and services, and could result in increased pricing pressure, reduced profit margins, increased sales and marketing expenses or the loss of market share or expected market share, any of which may significantly harm our business, operating results and financial condition.

Our Enterprise customer contracts lack uniformity and often are complex, which subjects us to business and other risks.

A portion of our customers include some of the largest enterprises which have substantial purchasing power and negotiating leverage. As a result, we typically negotiate contracts on a customer-by-customer basis and our contracts lack uniformity and are often complex. If we are unable to effectively negotiate, enforce and account and bill in an accurate and timely manner for contracts with our key customers, our business and operating results may be adversely affected. In addition, we could be unable to timely recognize revenue from contracts that are not managed effectively and this would further adversely impact our financial results.

Table of Contents

Our services are provided on mobile communications networks that are owned and operated by third parties who we do not control and the failure of any of these networks would adversely affect our ability to deliver our services to our customers.

Our mobile marketing and advertising platform is dependent on the reliability of mobile operators who maintain sophisticated and complex mobile networks. Such mobile networks have historically, and particularly in recent years, been subject to both rapid growth and technological change. If the network of a mobile operator with which we are integrated should fail, including because of new technology incompatibility, the degradation of network performance under the strain of too many mobile consumers using it, or a general failure from natural disaster or political or regulatory shut-down, we will not be able provide our services to our customers through such mobile network. This in turn, would impair our reputation and business, potentially resulting in a material, adverse effect on our financial results.

If our mobile marketing and advertising services platform does not scale as anticipated, our business will be harmed.

We must be able to continue to scale to support potential ongoing substantial increases in the number of users in our actual commercial environment, and maintain a stable service infrastructure and reliable service delivery for our mobile marketing and advertising campaigns. In addition, we must continue to expand our service infrastructure to handle growth in customers and usage. If our mobile marketing services platform does not efficiently and effectively scale to support and manage a substantial increase in the number of users while maintaining a high level of performance, the quality of our services could decline and our business will be seriously harmed. In addition, if we are unable to secure data center space with appropriate power, cooling and bandwidth capacity, we may not be able to efficiently and effectively scale our business to manage the addition of new customers and overall mobile marketing campaigns.

The success of our business depends, in part, on wireless carriers continuing to accept our customers' messages for delivery to their subscriber base.

We depend on wireless carriers to deliver our customers' messages to their subscriber base. Wireless carriers often impose standards of conduct or practice that significantly exceed current legal requirements and potentially classify our messages as "spam," even where we do not agree with that conclusion. In addition, the wireless carriers use technical and other measures to attempt to block non-compliant senders from transmitting messages to their customers; for example, wireless carriers block short codes or Internet Protocol addresses associated with those senders. There can be no guarantee that we, or short codes registered to us, will not be blocked or blacklisted or that we will be able to successfully remove ourselves from those lists. Although our services typically require customers to opt-in to a campaign, minimizing the risk that our customers' messages will be characterized as spam, blocking of this type could interfere with our ability to market products and services of our customers and communicate with end users and could undermine the effectiveness of our customers' marketing campaigns. To date we have not experienced any material blocking of our messages by wireless carriers, but any such blocking could have an adverse effect on our business and results of operations.

We depend on third party providers for a reliable Internet infrastructure and the failure of these third parties, or the Internet in general, for any reason would significantly impair our ability to conduct our business.

We outsource all of our data center facility management to third parties who host the actual servers and provide power and security in multiple data centers in each geographic location. These third party facilities require uninterrupted access to the Internet. If the operation of our servers is interrupted for any reason, including natural disaster, financial insolvency of a third party provider, or malicious electronic intrusion into the data center, our business would be significantly damaged. As has occurred with many Internet-based businesses, on occasion in the past, we have been

subject to "denial-of-service" attacks in which unknown individuals bombarded our computer servers with requests for data, thereby degrading the servers' performance. While we have historically been successful in relatively quickly identifying and neutralizing these attacks, we cannot be certain that we will be able to do so in the future. If either a third party facility failed, or our ability to access the Internet was interfered with because of the failure of Internet equipment in general or we become subject to malicious attacks of computer intruders, our business and operating results will be materially adversely affected.

Failure to adequately manage our growth may seriously harm our business.

We operate in an emerging technology market and have experienced, and may continue to experience, significant growth in our business. If we do not effectively manage our growth, the quality of our products and services may suffer, which could negatively affect our brand and operating results. Our growth has placed, and is expected to continue to place, a significant strain on our managerial, administrative, operational and financial resources and our infrastructure. Our future success will depend, in part, upon the ability of our senior management to manage growth effectively. This will require us to, among other things:

- implement additional management information systems;
- further develop our operating, administrative, legal, financial and accounting systems and controls;
- hire additional personnel;
- develop additional levels of management within our company;
- locate additional office space in various countries; and
- maintain close coordination among our engineering, operations, legal, finance, sales and marketing and customer service and support organizations.

Table of Contents

Moreover, as our sales increase, we may be required to concurrently deploy our services infrastructure at multiple additional locations or provide increased levels of customization. As a result, we may lack the resources to deploy our mobile marketing services on a timely and cost-effective basis. Failure to accomplish any of these requirements would seriously harm our ability to deliver our mobile marketing services platform in a timely fashion, fulfill existing customer commitments or attract and retain new customers.

We depend on the services of key personnel to implement our strategy. If we lose the services of our key personnel or are unable to attract and retain other qualified personnel, we may be unable to implement our strategy.

We believe that the future success of our business depends on the services of a number of key management and operating personnel, including Dennis Becker, our Chief Executive Officer, Timothy Schatz, our Chief Financial Officer, Greg Harris, our Vice President of Technology, and Michael Falato, Senior Vice President of Business Development. We currently have an employment agreement in place with Mr. Becker. We do not maintain any key-person life insurance policies. Some of these key employees have strong relationships with our customers and our business may be harmed if these employees leave us. The loss of members of our key management and certain other members of our operating personnel could materially adversely affect our business, operating results and financial condition.

In addition, our ability to manage our growth depends, in part, on our ability to identify, hire and retain additional qualified employees, including a technically skilled development and engineering staff. We face intense competition for qualified individuals from numerous technology, marketing and mobile software and service companies. We require a mix of highly talented engineers as well as individuals in sales and support who are familiar with the marketing and advertising industry. In addition, new hires in sales positions require significant training and may, in some cases, take more than a year before they achieve full productivity. Our recent sales force hires and planned hires may not become as productive as we would like, and we may be unable to hire sufficient numbers of qualified individuals in the future in the markets where we do business. Further, given the rapid pace of our expansion to date, we may be unable to attract and retain suitably qualified individuals who are capable of meeting our growing, creative, operational and managerial requirements, or may be required to pay increased compensation in order to do so. If we are unsuccessful in attracting and retaining these key personnel, our ability to operate our business effectively would be negatively impacted and our business, operating results and financial condition would be adversely affected.

The gathering, transmission, storage and sharing or use of personal information could give rise to liabilities or additional costs of operation as a result of governmental regulation, legal requirements, civil actions or differing views of personal privacy rights.

We transmit and store a large volume of personal information in the course of providing our services. Federal, state and international laws and regulations govern the collection, use, retention, sharing and security of data that we receive from our customers and their users. Any failure, or perceived failure, by us to comply with U.S. federal, state, or international privacy or consumer protection-related laws, regulations or industry self-regulatory principles could result in proceedings or actions against us by governmental entities or others, which could potentially have an adverse effect on our business, operating results and financial condition. Additionally, we may also be contractually liable to indemnify and hold harmless our customers from the costs or consequences of inadvertent or unauthorized disclosure of their customers' personal data which we store or handle as part of providing our services.

The interpretation and application of privacy, data protection and data retention laws and regulations are currently unsettled in the U.S. and internationally, particularly with regard to location-based services, use of customer data to target advertisements and communication with consumers via mobile devices. Such laws may be interpreted and applied inconsistently from country to country and inconsistently with our current data protection policies and

practices. Complying with these varying international requirements could cause us to incur substantial costs or require us to change our business practices in a manner adverse to our business, operating results or financial condition.

As privacy and data protection have become more sensitive issues, we may also become exposed to potential liabilities as a result of differing views on the privacy of personal information. These and other privacy concerns, including security breaches, could adversely impact our business, operating results and financial condition.

In the U.S., we have voluntarily agreed to comply with wireless carrier technological and other requirements for access to their customers' mobile devices, and also trade association guidelines and codes of conduct addressing the provision of location-based services, delivery of promotional content to mobile devices and tracking of users or devices for the purpose of delivering targeted advertising. We could be adversely affected by changes to these requirements, guidelines and codes, including in ways that are inconsistent with our practices or in conflict with the rules or guidelines in other jurisdictions.

Table of Contents

Our management team has limited experience in public company matters, which could impair our ability to comply with legal and regulatory requirements.

Our management team has only limited public company management experience or responsibilities, which could impair our ability to comply with legal and regulatory requirements such as the Sarbanes-Oxley Act of 2002 and applicable federal securities laws including filing required reports and other information required on a timely basis. There can be no assurance that our management will be able to implement and affect programs and policies in an effective and timely manner that adequately respond to increased legal, regulatory compliance and reporting requirements imposed by such laws and regulations. Our failure to comply with such laws and regulations could lead to the imposition of fines and penalties and further result in the deterioration of our business.

Risks Related to our Common Stock

There has been a limited trading market for our common stock.

There has been a limited trading market for our common stock on the Over-the-Counter Bulletin Board. The lack of an active market may impair the ability to sell your shares at the time you wish to sell them or at a price that you consider reasonable. The lack of an active market may also reduce the fair market value of your shares. An inactive market may also impair our ability to raise capital by selling shares of capital stock and may impair our ability to acquire other companies or technologies by using common stock as consideration.

Our freely trading share volume will increase significantly.

We have issued and intend to continue to issue additional common shares in the execution of our acquisition strategy, both increasing the number of free trading shares and dilution. This increase in both free trading shares and total shares outstanding may have a depressive effect on our stock price and a deleterious effect on our ability to both raise additional equity capital and complete acquisitions using our common stock as the principal currency.

You may have difficulty trading and obtaining quotations for our common stock.

Our common stock may not be actively traded, and the bid and asked prices for our common stock on the Over-the-Counter Bulletin Board may fluctuate widely. As a result, investors may find it difficult to dispose of, or to obtain accurate quotations of the price of, our securities. This severely limits the liquidity of the common stock, and would likely reduce the market price of our common stock and hamper our ability to raise additional capital.

The market price of our common stock may be, and is likely to continue to be, highly volatile and subject to wide fluctuations.

The market price of our common stock is likely to be highly volatile and could be subject to wide fluctuations in response to a number of factors that are beyond our control, including:

dilution caused by our issuance of additional shares of common stock and other forms of equity securities, which we expect to make in connection with future acquisitions or capital financings to fund our operations and growth, to attract and retain valuable personnel and in connection with future strategic partnerships with other companies;

announcements of new acquisitions or other business initiatives by our competitors;

our ability to take advantage of new acquisitions or other business initiatives;

quarterly variations in our revenues and operating expenses;

changes in the valuation of similarly situated companies, both in our industry and in other industries;

changes in analysts' estimates affecting us, our competitors and/or our industry;

changes in the accounting methods used in or otherwise affecting our industry;
additions and departures of key personnel;
announcements by relevant governments pertaining to additional quota restrictions; and
fluctuations in interest rates and the availability of capital in the capital markets.

These and other factors are largely beyond our control, and the impact of these risks, singly or in the aggregate, may result in material adverse changes to the market price of our common stock and/or our results of operations and financial condition.

Our operating results may fluctuate significantly, and these fluctuations may cause our stock price to decline.

Our operating results will likely vary in the future primarily as the result of fluctuations in our revenues and operating expenses, expenses that we incur, prices of feed used in our business, the price that customer are willing and able to pay for our products and other factors. If our results of operations do not meet the expectations of current or potential investors, the price of our common stock may decline.

Table of Contents

We do not expect to pay dividends in the foreseeable future.

We do not intend to declare dividends for the foreseeable future, as we anticipate that we will reinvest any future earnings in the development and growth of our business. Therefore, investors will not receive any funds unless they sell their common stock, and stockholders may be unable to sell their shares on favorable terms or at all. Investors cannot be assured of a positive return on investment or that they will not lose the entire amount of their investment in the common stock.

Our directors and officers will have a high concentration of common stock ownership.

Based on the 22,904,308 shares of common stock that are outstanding as of March 31, 2012, our officers and directors will beneficially own approximately 37.2% of our outstanding common stock. Such a high level of ownership by such persons may have a significant effect in delaying, deferring or preventing any potential change in control of our company. Additionally, as a result of their high level of ownership, our officers and directors might be able to strongly influence the actions of our board of directors and the outcome of actions brought to our shareholders for approval. Such a high level of ownership may adversely affect the voting and other rights of our shareholders.

Applicable SEC rules governing the trading of “penny stocks” limit the trading and liquidity of our common stock, which may affect the trading price of our common stock.

Shares of common stock may be considered a “penny stock” and be subject to SEC rules and regulations which impose limitations upon the manner in which such shares may be publicly traded and regulate broker-dealer practices in connection with transactions in “penny stocks.” Penny stocks generally are equity securities with a price of less than \$5.00 (other than securities registered on certain national securities exchanges or quoted on the NASDAQ system, provided that current price and volume information with respect to transactions in such securities is provided by the exchange or system). The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document that provides information about penny stocks and the risks in the penny stock market. The broker-dealer must also provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction, and monthly account statements showing the market value of each penny stock held in the customer’s account. In addition, the penny stock rules generally require that prior to a transaction in a penny stock, the broker-dealer make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser’s written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for a stock that becomes subject to the penny stock rules which may increase the difficulty investors may experience in attempting to liquidate such securities.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

During the three months ended March 31, 2012, the Company sold no shares of common stock.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Removed and Reserved.

Not applicable.

Item 5. Other Information.

None.

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.

-36-

Table of Contents

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: May 21, 2012

By:

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

Table of Contents

Exhibit Index

| Exhibit Number | Description |
|----------------|---|
| 31.1 | Certification of Dennis Becker, Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2 | Certification of Tim Schatz, Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.1 | Certification of Dennis Becker, Chief Executive Officer, and Tim Schatz, 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* |

* 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.