

IMMEDIATEK INC  
Form 10-Q/A  
August 16, 2013

---

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

FORM 10-Q/A  
(Amendment No. 1)

(Mark One)

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

For the quarterly period ended June 30, 2013

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE EXCHANGE ACT  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 000-26073

IMMEDIATEK, INC.  
(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction of incorporation or organization)

86-0881193  
(IRS Employer Identification No.)

3301 Airport Freeway, Suite 200  
Bedford, Texas  
(Address of principal executive offices)

76021  
(Zip code)

(888) 661-6565  
(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

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 ☐

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 ☐

Edgar Filing: IMMEDIATEK INC - Form 10-Q/A

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.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☐

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 August 14, 2013, the issuer had 15,865,641 shares of common stock outstanding.

---

---

---

## EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A (this “Amendment”) amends the Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2013 of Immediatek, Inc. (the “Company”) originally filed on August 14, 2013 (the “Original Filing”). The Company is filing this Amendment solely for the purpose of filing Exhibit 10.1, which was included in Item 6 of Part II and the Index to Exhibits but inadvertently omitted from the Original Filing. Accordingly, the Company hereby includes Exhibit 10.1, along with the complete text of Item 6 of Part II and the Index to Exhibits of the Original Filing as amended. In addition to filing Exhibit 10.1, updated certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 have been included as Exhibits 31.1 and 31.2. Because the Company’s financial statements are not being amended and are not contained within this Amendment, the Company is not including updated certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

This Amendment is limited in scope to the portions of the Original Filing set forth above and does not amend, update or change any other items or disclosures contained in the Original Filing. This Amendment continues to speak as of the date of the filing of the Original Filing, and the Company has not updated the disclosures contained therein to reflect any events that occurred at any subsequent date.

## PART II — OTHER INFORMATION

### Item 6. Exhibits.

The following exhibits are filed in accordance with the provisions of Item 601 of Regulation S-K.

Exhibit Number	Description of Exhibit
3.1	Amended and Restated Articles of Incorporation of the Registrant, dated as of June 2, 2006 and filed with the Secretary of State of the State of Nevada on June 5, 2006 (filed as Exhibit 3.1 to the Registrant’s Quarterly Report on Form 10-QSB for quarter ended March 31, 2006 (filed on June 26, 2006) and incorporated herein by reference).
3.2	Bylaws of the Registrant (filed as Exhibit 3.2 to the Registrant’s Annual Report on Form 10-KSB for year ended December 31, 2005 (filed on May 11, 2006) and incorporated herein by reference).
4.1	Form of common stock certificate of the Registrant (filed as Exhibit 4.1 to the Registrant’s Annual Report on Form 10-KSB for year ended December 31, 2005 (filed on May 11, 2006) and incorporated herein by reference).
4.2	Amended and Restated Certificate of Designation, Rights and Preferences of Series A Convertible Preferred Stock of the Registrant, dated as of October 13, 2009 and filed with the Secretary of State of the State of Nevada on October 15, 2009 (filed as Exhibit 4.1 to the Registrant’s Form 8-K (filed on October 19, 2009) and incorporated herein by reference).
4.3	Form of stock certificate for Series A Convertible Preferred Stock (filed as Exhibit 4.8 to the Registrant’s Quarterly Report on Form 10-QSB for

quarter ended March 31, 2006 (filed on June 26, 2006) and incorporated herein by reference).

4.4 Amended and Restated Certificate of Designation, Rights and Preferences of Series B Convertible Preferred Stock of the Registrant, dated as of October 13, 2009 and filed with the Secretary of State of the State of Nevada on October 15, 2009 (filed as Exhibit 4.2 to the Registrant's Form 8-K (filed on October 19, 2009) and incorporated herein by reference).

4.5 Form of stock certificate for Series B Convertible Preferred Stock (filed as Exhibit 4.5 to the Registrant's Annual Report on Form 10-K for year ended December 31, 2008 (filed on March 31, 2009) and incorporated herein by reference).

10.1\*+ Settlement and Assignment Agreement, dated as of April 22, 2013, by and between Dropbox, Inc. and Officeware Corporation d/b/a Filesanywhere.com.

31.1\* Certification of Principal Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act.

31.2\* Certification of Principal Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act.

32.1 Certification Required by 18 U.S.C. Section 1350 (as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002) (filed as Exhibit 32.1 to the Registrant's Form 10-Q (filed on August 14, 2013) and incorporated herein by reference).

32.2 Certification Required by 18 U.S.C. Section 1350 (as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002) (filed as Exhibit 32.2 to the Registrant's Form 10-Q (filed on August 14, 2013) and incorporated herein by reference).

101 XBRL data files of Financial Statements and Notes contained in this Quarterly Report on Form 10-Q (filed as Exhibit 101 to the Registrant's Form 10-Q (filed on August 14, 2013) and incorporated herein by reference).

---

\*

Indicates document filed herewith.

+ Indicates confidential information has been omitted from this document and has been filed separately with the SEC pursuant to a confidential treatment request under Rule 24b-2.

SIGNATURES

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

Date: August 16, 2013

IMMEDIATEK, INC.,  
a Nevada corporation

By: /s/ Timothy M. Rice  
Name: Timothy M. Rice  
Title: Chief Executive Officer  
(On behalf of the Registrant and as  
Principal  
Executive Officer)

Date: August 16, 2013

By: /s/ Timothy McCrory  
Name: Timothy McCrory  
Title: Chief Financial Officer  
(On behalf of the Registrant and as  
Principal  
Financial Officer)

# INDEX TO EXHIBITS

Exhibit Number	Description of Exhibit
3.1	Amended and Restated Articles of Incorporation of the Registrant, dated as of June 2, 2006 and filed with the Secretary of State of the State of Nevada on June 5, 2006 (filed as Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-QSB for quarter ended March 31, 2006 (filed on June 26, 2006) and incorporated herein by reference).
3.2	Bylaws of the Registrant (filed as Exhibit 3.2 to the Registrant's Annual Report on Form 10-KSB for year ended December 31, 2005 (filed on May 11, 2006) and incorporated herein by reference).
4.1	Form of common stock certificate of the Registrant (filed as Exhibit 4.1 to the Registrant's Annual Report on Form 10-KSB for year ended December 31, 2005 (filed on May 11, 2006) and incorporated herein by reference).
4.2	Amended and Restated Certificate of Designation, Rights and Preferences of Series A Convertible Preferred Stock of the Registrant, dated as of October 13, 2009 and filed with the Secretary of State of the State of Nevada on October 15, 2009 (filed as Exhibit 4.1 to the Registrant's Form 8-K (filed on October 19, 2009) and incorporated herein by reference).
4.3	Form of stock certificate for Series A Convertible Preferred Stock (filed as Exhibit 4.8 to the Registrant's Quarterly Report on Form 10-QSB for quarter ended March 31, 2006 (filed on June 26, 2006) and incorporated herein by reference).
4.4	Amended and Restated Certificate of Designation, Rights and Preferences of Series B Convertible Preferred Stock of the Registrant, dated as of October 13, 2009 and filed with the Secretary of State of the State of Nevada on October 15, 2009 (filed as Exhibit 4.2 to the Registrant's Form 8-K (filed on October 19, 2009) and incorporated herein by reference).
4.5	Form of stock certificate for Series B Convertible Preferred Stock (filed as Exhibit 4.5 to the Registrant's Annual Report on Form 10-K for year ended December 31, 2008 (filed on March 31, 2009) and incorporated herein by reference).
10.1*+	Settlement and Assignment Agreement, dated as of April 22, 2013, by and between Dropbox, Inc. and Officeware Corporation d/b/a Filesanywhere.com.
31.1*	Certification of Principal Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act.
31.2*	Certification of Principal Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act.
32.1	Certification Required by 18 U.S.C. Section 1350 (as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002) (filed as Exhibit 32.1 to the Registrant's

Edgar Filing: IMMEDIATEK INC - Form 10-Q/A

Form 10-Q (filed on August 14, 2013) and incorporated herein by reference).

32.2 Certification Required by 18 U.S.C. Section 1350 (as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002) (filed as Exhibit 32.2 to the Registrant's Form 10-Q (filed on August 14, 2013) and incorporated herein by reference).

101 XBRL data files of Financial Statements and Notes contained in this Quarterly Report on Form 10-Q (filed as Exhibit 101 to the Registrant's Form 10-Q (filed on August 14, 2013) and incorporated herein by reference).

---

\*

Indicates document filed herewith.

+ Indicates confidential information has been omitted from this document and has been filed separately with the SEC pursuant to a confidential treatment request under Rule 24b-2.

Exhibit Index