

MOBIVITY HOLDINGS CORP.
Form 3
October 15, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

| | | | | | | |
|---|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person * ^ VAN EPPS WILLIAM M (Last) (First) (Middle) | | | 2. Date of Event Requiring Statement (Month/Day/Year) 10/02/2014 | | 3. Issuer Name and Ticker or Trading Symbol MOBIVITY HOLDINGS CORP. [MFON] | |
| 80 WINDOM LANE (Street) | | | | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ 10% Owner ____ Officer ____ Other (give title below) (specify below) | |
| NICHOLASVILLE, KY 40356 (City) (State) (Zip) | | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|--|---|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable Expiration Date | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title Amount or Number of Shares | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|--|--|

| | | | | | | | |
|------------------------|------------|-------|----------------------------|--------|------|---|---|
| Restricted Stock Units | 07/17/2017 | Â (1) | Restricted Stock Units (2) | 11,743 | \$ 0 | D | Â |
|------------------------|------------|-------|----------------------------|--------|------|---|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| VAN EPPS WILLIAM M 80 WINDOM LANE NICHOLASVILLE, KY 40356 | Â | Â | Â | Â |

Signatures

/s/ William Van Epps 10/15/2014

__Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) No expiration

1. Each restricted stock unit represents the contingent right to receive one share of common stock upon vesting of the unit. 2. The restricted stock units are scheduled to vest in three equal installments beginning on 10/31/14 and fully vesting on 12/31/14, assuming continued employment through the applicable vesting date. 3. Stock issued on exercise date, or the earlier of departure of director from the board, or a change in control.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.