

MobileSmith, Inc.
Form 3
August 19, 2016

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 *

Tomlin Randy

(Last) (First) (Middle)

6800 GREENHILL CT.

(Street)

PARKER, TX 75002

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

08/04/2016

3. Issuer Name and Ticker or Trading Symbol
MobileSmith, Inc. [MOST]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

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

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

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)

Common Stock Option ⁽¹⁾	Â ⁽²⁾	Â ⁽³⁾	Common Stock, par value	468,860	\$ 1.5	D	Â
			\$0.001 per share				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tomlin Randy 6800 GREENHILL CT. PARKER, TX 75002	Â X	Â	Â	Â

Signatures

/s/Randy Tomlin 08/19/2016

__Signature of
Reporting Person

Date

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) Stock Options were granted August 4, 2016 under the Issuer's 2016 Equity Compensation Plan in connection with the Reporting Person's joining the Board of Directors to purchase 468,860 shares of Common Stock, Par Value \$0.001, at an exercise price of \$1.50 per share.
- (2) The options vest in equal installments on a quarterly basis, at the end of each quarter, over three years, commencing on the quarter ended September 30, 2016.
- (3) The options vest in equal installments on a quarterly basis, at the end of each quarter, over three years, commencing on the quarter ended September 30, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
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