

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

On May 13, 2014, the Board of Directors, or the Board, of MobileSmith, Inc., or the Company, appointed Mr. Bob Dieterle, age 48, to serve as the Company's Chief Operating Officer and Senior Vice President.

Bob Dieterle has served as the Company's Senior Vice President and General Manager since February 2010. Mr. Dieterle is Chief Innovator of the Company's flagship product, the MobileSmith® Platform. Mr. Dieterle brings with him over 20 years of global technology experience from companies like IBM and Lenovo and is an accomplished thought leader in the adoption and commercialization of emerging technologies at the consumer and enterprise levels. Prior to joining the Company, Mr. Dieterle served as the Executive Director of World Wide Product Management and Marketing of Services at Lenovo from 2005 to 2009. Mr. Dieterle has a B.S. in Electrical Engineering from North Carolina State University, and an M.B.A. from Duke University's Fuqua School of Business.

For his service as Chief Operating Officer, Mr. Dieterle is paid a base salary of \$141,200 per year, and he is entitled to incentive pay based on client development and retention. Mr. Dieterle is also able to participate in the Company's 2004 Equity Compensation Plan.

There are no transactions in which Mr. Dieterle has an interest requiring disclosure under Item 404(a) of Regulation S-K.

SIGNATURES

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

Date: May 19, 2014

By: /s/ Gleb Mikhailov
Name: Gleb Mikhailov
Title: Chief Financial Officer