SMART ONLINE INC
Form 8-K
July 15, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

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

Date of report (Date of earliest event reported): July 10, 2013

SMART ONLINE, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-32634 (Commission File Number)	95-4439334 (IRS Employer Identification No.)
4505 Emperor Blvd., Suite 320 Durham, North Carolina (Address of Principal Executive Offices)	27703 (Zip Code)

919-765-5000

(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act

(17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off Balance Sheet Arrangement of a Registrant.

On July 10, 2013, Smart Online, Inc., or the Company, sold an additional convertible secured subordinated note due November 14, 2016 in the principal amount of $230,000, or the New Note, to a current noteholder upon substantially the same terms and conditions as the Company's previously issued notes, or the Existing Notes, the terms of which are as described in Item 1 and Exhibit 4.1 of the Company's Quarterly Reports on Form 10-Q filed with the Securities and Exchange Commission on November 14, 2007 and November 12, 2008, under Item 2.03 of the Company's Current Reports on Forms 8-K filed on November 21, 2008 and February 25, 2009, under Item 1.01 of the Company's Current Report on Form 8-K filed on March 8, 2010, under Item 1.01 of the Company's Current Report on Form 8-K filed on June 19, 2012 and under Item 1.01 of the Company's Current Report on Form 8-K filed on July 2, 2013, which descriptions are incorporated herein by reference. The Company is obligated to pay interest on the New Note at an annualized rate of 8% payable in quarterly installments commencing October 10, 2013. As with the Existing Notes, the Company is not permitted to prepay the New Note without approval of the holders of at least a majority of the aggregate principal amount of the Notes then outstanding.

The Company plans to use the proceeds to meet ongoing working capital and capital spending requirements.

The sale of the New Note was made pursuant to an exemption from registration in reliance on Section 4(a)(2) of the Securities Act of 1933, as amended.

Item 3.02 Unregistered Sales of Equity Securities.

The information contained in Item 2.03 is hereby incorporated by reference.

Item 8.01 Other Events.

Effective July 1, 2013, the Company amended its Amended and Restated Certificate of Incorporation to change its name from Smart Online, Inc. to MobileSmith, Inc. In anticipation of this name change, the Company's trading symbol on the OTCBB was changed to "MOST" effective May 28, 2013.

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.

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

Date: July 15, 2013