

IZEA, Inc.  
Form POS AM  
April 30, 2015  
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As filed with the U.S. Securities and Exchange Commission on April 30, 2015

Registration No. 333-195081

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

Post-Effective Amendment No. 2  
to  
FORM S-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

IZEA, INC.

(Exact name of registrant as specified in its charter)

Nevada	7310	37-1530765
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

480 N. Orlando Avenue  
Suite 200  
Winter Park, FL 32789  
(407) 674-6911  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Edward H. (Ted) Murphy  
President and Chief Executive Officer  
IZEA, Inc.  
480 N. Orlando Avenue  
Suite 200  
Winter Park, FL 32789  
(407) 674-6911  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. [X]

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

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. (check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

**EXPLANATORY NOTE**

This Post-Effective Amendment No. 2 to the Registration Statement on Form S-1 (File No. 333-195081) (the “Registration Statement”) of IZEA, Inc. (the “Company”) is being filed pursuant to the undertakings in Item 17 of the Registration Statement to update and supplement the information contained in the Registration Statement, as originally declared effective by the U.S. Securities and Exchange Commission (“SEC”) on May 14, 2014, to include the audited financial statements for the Company's fiscal year ended December 31, 2014 and other information contained in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2014 (the “Annual Report”) which was filed with the SEC on March 19, 2015.

No additional securities are being registered under this filing. All applicable registration fees were paid at the time of the original filing of the Registration Statement.

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The information in this prospectus is not complete and may be changed. Our selling stockholders may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

68,571,456 Shares of Common Stock

This prospectus relates to 68,571,456 shares of common stock of IZEA, Inc. for the sale from time to time by certain selling stockholders of our securities, or by their pledgees, donees, transferees or other successors in interests. The number of shares the selling stockholders may sell consists of 34,285,728 shares of common stock that are currently issued and outstanding and 34,285,728 shares of common stock that they may receive if they exercise their warrants. You can find detailed information on the selling stockholders and the transactions in which they acquired our securities in the section entitled "Selling Stockholders" beginning on page 51 of this prospectus.

Our common stock is quoted on the OTCQB marketplace under the trading symbol IZEA. On April 17, 2015, the closing price of our common stock was \$0.37 per share.

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These securities involve a high degree of risk. See "Risk Factors" beginning on page 5 of this prospectus. Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is April \_\_, 2015.

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PROSPECTUS SUMMARY

This summary highlights information contained elsewhere in this prospectus. It is not complete and does not contain all of the information that you should consider before investing in our common stock. Before making a decision to purchase our shares, you should read this entire prospectus, including the financial statements and related notes, and risk factors. Unless the context otherwise requires, the terms "IZEA," the "Company," "we," "our," "us" and similar terms used in this prospectus refer to IZEA, Inc. and its subsidiary, IZEA Innovations, Inc.

Our Company

Our Mission

Our mission is to champion the world's creators.

Business Overview

IZEA, Inc. is a leading company in the social sponsorship space. We operate an online marketplace that connects brands with creators at IZEA.com as well as other white label marketplaces. IZEA.com and all white label sites are powered by the IZEA Exchange ("IZEAx"), a platform that handles content workflow, creator search and targeting, bidding, analytics and payment processing. Prior to the launch of IZEAx, we had independent technology platforms including PayPerPost.com, SocialSpark.com and SponsoredTweets.com, which have been shuttered throughout 2014 and replaced with the IZEAx system.

Social sponsorship is when a company compensates a social media publisher or influencer such as a blogger or tweeter ("creators") to share sponsored content with their social network audience. This sponsored content is shared within the body of a content stream, a practice also referred to as "native advertising" and "sponsored content." We generate our revenue primarily through the sale of sponsorship campaigns to our advertisers. We fulfill these campaigns through our platforms by utilizing our creators to complete sponsorship opportunities for our advertisers. We also generate revenue from the posting of targeted display advertising and from various service fees.

IZEAx takes the existing concepts of product placement and endorsements commonly found in movies, television and radio and apply them to the social web. We democratize the sponsorship process, allowing everyone from college students and stay at home moms to celebrities the opportunity to monetize their content, creativity and influence in social media.

We believe that we pioneered the concept of a marketplace for sponsorships on the social web in 2006 with the launch of our first platform, PayPerPost, and have focused on scaling our offerings ever since. We compensate bloggers, tweeters and other types of social media content creators to share information about companies, products, websites and events within their social media content streams. Advertisers benefit from buzz, traffic, awareness and sales, and creators earn cash compensation in exchange for their posts.

Recent Events

On January 30, 2015, we purchased all of the outstanding shares of capital stock of Ebyline, Inc. ("Ebyline"), pursuant to the terms of a Stock Purchase Agreement, dated as of January 27, 2015, by and among IZEA, Ebyline and the stockholders of Ebyline. The aggregate consideration payable by us will be an amount in the aggregate of up to \$8,850,000, including a cash payment made at closing of \$1,200,000, a stock issuance six months after the closing valued at \$250,000, up to an additional \$1,900,000 in two equal installments of \$950,000 on the first and second anniversaries of the closing (subject to proportional reduction in the event Ebyline's final 2014 revenue is below \$8,000,000), and up to \$5,500,000 in performance payments based on Ebyline meeting certain revenue targets for each of the three years ending December 31, 2015, 2016 and 2017. Both the \$1,900,000 in annual payments and the \$5,500,000 in performance payments may be made in cash or common stock, at our option. The performance payments will be made only if Ebyline achieves at least 90% of Content-Only Revenue, as defined in the agreement, of \$17,000,000 in 2015, \$27,000,000 in 2016 and \$32,000,000 in 2017. If Ebyline achieves at least 90% but less than 100% of the Content-Only Revenue targets, the performance payments owed of \$1,800,000, \$1,800,000 and \$1,900,000 for each of the three years ending December 31, 2015, 2016 and 2017, respectively, will be subject to adjustment.

Future cash payments and common stock issuances may be withheld to satisfy indemnifiable claims made by us with respect to any misrepresentations or breaches of warranty under the Stock Purchase Agreement by Ebyline or the stockholders of Ebyline within two years after the closing of the acquisition.

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Based in Los Angeles, California, Ebyline operates an online marketplace that enables publishers to access a network of over 12,000 content creators ranging from writers to illustrators in 73 countries. Over 2,000 fully vetted individuals in the Ebyline network have professional journalism credentials with backgrounds at well-known media outlets. Ebyline's proprietary workflow is utilized by leading media organizations to manage the entire customer content creation process - from creator selection through electronic payment. In addition to publishers, Ebyline is leveraged by brands to produce custom branded content for use on their owned and operated sites, as well as third party content marketing and native advertising efforts. The Ebyline technology platform has been used by publishers and brands to manage over 200,000 content projects.

Corporate Information

Our executive offices are located at 480 N. Orlando Avenue, Suite 200, Winter Park, FL 32789 and our telephone number is (407) 674-6911. We maintain a corporate website at <http://corp.izea.com>. We provide free access to various reports that we file with or furnish to the U.S. Securities and Exchange Commission through our website, as soon as reasonably practicable after they have been filed or furnished. These reports include, but are not limited to, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and any amendments to those reports. Our SEC reports can be accessed through the investors section of our website, or through <http://www.sec.gov>. Information on our website does not constitute part of this annual report on Form 10-K or any other report we file or furnish with the SEC.

Investors and others should note that we use social media to communicate with our subscribers and the public about our company, our services, new product developments and other matters. Any information that we consider to be material to an evaluation of our company will be included in filings on the SEC EDGAR website, and may also be disseminated using our investor relations website (<http://corp.izea.com>) and press releases. However, we encourage investors, the media, and others interested in our company to also review our social media channels @izea and @tedmurphy on Twitter and izeainc on Facebook.



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## The Offering

Common stock offered by selling stockholders:	
Shares that are currently outstanding	34,285,728
Shares that may be issued upon exercise of warrants	34,285,728
Total	68,571,456
Common stock outstanding as of April 17 2015: (1)	57,697,666
Shares that may be issued upon exercise of warrants as described in this prospectus	34,285,728
Shares that may be issued upon exercise of warrants as described in a second prospectus (2)	18,423,972
Common stock to be outstanding after the offering (assuming full exercise of the warrants):	110,407,366

## Use of proceeds:

We will not receive any proceeds from the sale or other disposition of shares of common stock by the selling stockholders, but we will receive the exercise price of the warrants if the warrants are exercised for cash. Any proceeds received from the exercise of the warrants will be used for general operating purposes.

## OTCQB trading symbol:

IZEA

## Risk factors:

As part of your evaluation of our company, you should take into account not only our business plan and strategy, but also special risks we face in our business, including our history of net losses, the competitive conditions in the social sponsorship segment in which we operate and the potential failure to popularize one or more of our marketplace platforms, including our new IZEAx platform. For a detailed discussion of these and other risks, see “Risk Factors” beginning on page 5.

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(1) The number of shares of our common stock outstanding as of April 17, 2015 excludes:

- 1,769,788 vested, yet unissued, shares of restricted common stock;
- warrants to purchase an aggregate of 54,042,749 shares of common stock (inclusive of the 34,285,728 being registered hereby); and
- stock options to purchase an aggregate of 14,197,378 shares of common stock.

(2) The Company also filed Post-Effective Amendment No. 3 to the Registration Statement on Form S-1 (File No. 333-191743) and Post-Effective Amendment No. 2 to the Registration Statement on Form S-1 (File No. 333-197482) (the “Registration Statements”) of IZEA, Inc. on April 30, 2015. The Registration Statements include a prospectus relating primarily to the securities issued in our 2013 private placement. The shares being registered pursuant to the Registration Statements consist of 9,141,545 shares of common stock that are currently issued and outstanding and 18,423,972 shares of common stock that the selling stockholders may receive if they exercise their warrants for a total

of 27,565,517 shares of common stock of IZEA, Inc.

Unless otherwise specifically stated, all information in this prospectus assumes (i) no issuance of the restricted stock units and (ii) no exercise of outstanding warrants or stock options to purchase common stock.

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## Summary Financial Data

The following table summarizes the relevant financial data for our business and should be read with our financial statements and related notes, which are included in this prospectus.

Consolidated Statement of Operations Data:	Years Ended	
	December 31,	
	2014	2013
Revenue	\$8,322,274	\$6,626,943
Cost of sales	2,845,833	2,698,364
Total operating expenses	10,122,644	6,841,635
Total other income (expense)	7,830,267	(408,936 )
Net income (loss)	\$3,184,064	\$(3,321,992 )
Income (loss) per common share - basic	\$0.06	\$(0.27 )
Weighted average common shares outstanding - basic	52,327,088	12,400,366
Income (loss) per common share - diluted	\$0.05	\$(0.27 )
Weighted average common shares outstanding - diluted	63,400,080	12,400,366

The following table summarizes our balance sheet data as of December 31, 2014, as reported and as adjusted. The "as adjusted" information gives effect to the following items:

- Receipt of gross proceeds of \$14,571,434 upon exercise of all the warrant shares registered hereunder at an average exercise price of approximately \$0.42 per share.

Consolidated Balance Sheet Data:	As of December 31, 2014	
	Actual	As Adjusted (unaudited)
Cash and cash equivalents	\$6,521,930	\$21,093,364
Working capital	6,403,658	20,975,092
Total assets	10,103,440	24,674,874
Total liabilities	5,843,965	5,843,965
Total stockholders' equity	4,259,475	18,830,909

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RISK FACTORS

In addition to the information set forth at the beginning of Management's Discussion and Analysis entitled "Special Note Regarding Forward-Looking Information", investors should consider that there are numerous and varied risks, known and unknown, that may prevent us from achieving our goals. If any of these risks actually occur, our business, financial condition or results of operation may be materially and adversely affected. In such case, the trading price of our common stock could decline and investors could lose all or part of their investment.

Risks Related to our Business and Industry

We have a history of losses, expect future losses and cannot assure you that we will achieve profitability or obtain the financing necessary for future growth.

We have incurred significant net losses and negative cash flow from operations since our inception which has resulted in a total accumulated deficit of \$22,941,350 as of December 31, 2014. Although our revenue has increased since inception, we have not achieved profitability and cannot be certain that we will be able to sustain these growth rates or realize sufficient revenue to achieve profitability. If we achieve profitability, we may not be able to sustain it.

We are developing a new platform to process all of our existing business transactions and grow our operations, but cannot provide any assurance regarding its commercial success.

We are developing a new platform called the IZEA Exchange (IZEAx) which is currently in public beta. IZEAx is designed to provide a unified ecosystem that enables the creation of multiple types of content through a wide variety of social channels. IZEAx is a brand-new system, engineered from the ground-up to replace all of our current platforms with an integrated offering that is improved and more efficient for the company to operate. Our intention is to focus all of our engineering resources on the IZEAx platform for the foreseeable future. We are spending a significant amount of time and resources on the development of this platform, but we cannot provide any assurances of its short or long-term commercial success or growth. A portion of the proceeds of our private placement completed in February 2014 ("2014 Private Placement") was used for completion of the IZEAx platform, which is scheduled for continued updates and enhancements into the foreseeable future. There is no assurance that the amount of money being allocated for the platform will be sufficient to complete it, or that such completion will result in significant revenues or profit for us. If our advertisers and creators do not perceive this platform to be of high value and quality, we may not be able to retain them or acquire new advertisers and creators. Additionally, if existing or future competitors develop or offer products or services that provide significant performance, price, creative or other advantages over this platform, demand for IZEAx may decrease and our business, prospects, results of operations and financial condition could be negatively affected.

We have a limited operating history and are subject to the risks encountered by early-stage companies.

Because we have a limited operating history, we encounter risks and uncertainties frequently experienced by early-stage companies in rapidly evolving markets. For us, these risks include:

- risks associated with our dependence on our platforms and related services for the majority of our revenues for the foreseeable future;
- risks that our growth strategy may not be successful in terms of greater revenue and profitability; and
- risks that fluctuations in our operating results will be significant causing volatility in our stock price.

Our future growth will depend substantially on our ability to address these and the other risks described in this section. If we do not successfully address these risks, our business would be significantly harmed.

We have experienced rapid growth over a short period in our social sponsorship platforms and we do not know whether this will continue to develop or whether it can be maintained. If we are unable to successfully respond to changes in the market, our business could be harmed.

Our business has grown rapidly as advertisers and creators have increasingly used our social sponsorship platforms. However, the social sponsorship industry is relatively new. Given the limited history, it is difficult to predict whether our platforms will continue to grow or whether it can be maintained. We expect that the platforms will evolve in ways that may be difficult to predict. It is possible that advertisers and creators could broadly determine that they no longer believe in the value of our current platforms. In the event of these or any other changes to the market, our continued success will depend on our ability to successfully adjust our strategy to meet the changing market dynamics. If we are unable to do so, our business, prospects, results of operation and financial condition could be materially harmed.

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Delays in releasing enhanced versions of our products and services could adversely affect our competitive position.

As part of our strategy, we expect to periodically release enhanced versions of our premier platforms and related services. Even if our new versions contain the features and functionality our customers want, in the event we are unable to timely introduce these new product releases, our competitive position may be harmed. We cannot assure you that we will be able to successfully complete the development of currently planned or future products in a timely and efficient manner. Due to the complexity of these products, internal quality assurance testing and customer testing of pre-commercial releases may reveal product performance issues or desirable feature enhancements that could lead us to postpone the release of these new versions. In addition, the reallocation of resources associated with any postponement would likely cause delays in the development and release of other future products or enhancements to our currently available products. Any delay in releasing other future products or enhancements of our products could cause our financial results to be adversely impacted.

We may not successfully integrate our recent Ebyline acquisition to realize the full benefits of the combined business.

Our recent acquisition of Ebyline involves the integration of a business that had previously operated separately. The difficulties of combining the operations of this business include:

- the challenge of effecting technical integration while carrying on our ongoing businesses;
- the necessity of coordinating geographically separate organizations; and
- effective integration of personnel with diverse business backgrounds.

The process of completing the integration of this business could cause an interruption of, or loss of momentum in, the activities of our company and the loss of key personnel. The diversion of management's attention and any delays or difficulties encountered in connection with the acquisition and the integration of Ebyline's operations could have an adverse effect on our business, financial condition or results of operations.

Our growth strategy depends, in part, on our acquiring companies, technologies and assets and adding them to our portfolio of software services to drive additional near and long-term revenue, which we may be unable to do.

Our growth strategy is based, in part, on our ability to acquire companies, technologies and assets. The success of this acquisition strategy will depend, in part, on our ability to accomplish the following:

- identify suitable companies, technologies or assets to buy;
- complete the purchase of those businesses on terms acceptable to us;
- complete the acquisition(s) in the time frame and within the budget we expect; and
- improve the results of operations of each of the businesses that we buy and successfully integrate its operations on an accretive basis.

There can be no assurance that we will be successful in any or all of the factors above. Our failure to successfully implement our acquisition strategy could have an adverse effect on other aspects of our business strategy and our business in general. We may not be able to find appropriate acquisition candidates, accretively acquire those candidates that we identify or integrate acquired businesses effectively and profitably.

We (and others) are currently defending a patent infringement claim related to peer-to-peer advertising between mobile communication devices seeking unspecified damages, which may materially impact our business.

On October 17, 2012, Blue Calypso, Inc. filed a complaint against us in the U.S. District Court for the Eastern District of Texas. Blue Calypso's complaint alleges that we infringe on their patents related to peer-to-peer advertising between mobile communication devices and seeks unspecified damages. On July 19, 2013, Blue Calypso's case against us was

consolidated, along with patent infringement cases against Yelp, Inc. and Foursquare Labs, Inc., into Blue Calypso, Inc. v. Groupon, Inc. for all pretrial purposes, including discovery and claim construction.

On December 16, 2013, the Patent Trial and Appeal Board's (PTAB) instituted a Covered Business Method Review (CBMR) for three of the five patents Blue Calypso asserts in its case against IZEA. In its decisions granting the CMBRs, the PTAB explained that several of Blue Calypso's asserted patents are likely invalid. In particular, the PTAB found it more likely than not that each of these three patents was invalid based on two independent grounds of anticipation, and one ground of obviousness. Additionally, the PTAB preliminarily found it more likely than not that many of the claims of one of Blue Calypso's patents were invalid due to a lack of written description. On January 17, 2014, the PTAB expanded its review to all five of Blue Calypso's assert patents. The PTAB's final decision regarding the asserted patents is expected by the end of this year. On January 16, 2014, the court granted a joint motion to stay Blue Calypso's patent infringement case until the PTAB's

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review of Blue Calypso's asserted patents is complete. On January 17, 2014, the PTAB expanded its review to all five of Blue Calypso's assert patents.

On December 16, 2014, the PTAB issued its Final Decisions concerning the five patents-in-suit. The Final Decisions eliminated the vast majority of claims asserted by Blue Calypso. While some claims did survive the PTAB's Final Decisions, those claims are potentially invalid in view of factual findings made by the PTAB. The PTAB decisions are now on appeal before the United States Court of Appeals for the Federal Circuit. The potential outcomes of these appeals ranges from invalidation of all of Blue Calypso's asserted claims to complete reversal of the PTAB's Final Decisions. On April 1, 2015, the district court lifted the stay and set a trial date for December 14, 2015. The district court has also set a claim construction hearing for June 29, 2015. The parties are now exchanging discovery and preparing for claim construction.

At this stage, we do not have an estimate of the likelihood or the amount of any potential exposure to us. Although we believe that there is no merit to Blue Calypso's suit, there can be no assurance that we will prevail in the suit. In the event that a favorable outcome for us is not obtained, we could potentially be limited in certain ways in the use of our current social sponsorship platforms. Even if the litigation is resolved in our favor, it is possible that the litigation will be protracted, resulting in substantial legal costs to defend against the action and the diversion of management's attention and other resources of our company. In either event, the continuation of this action could have a material adverse effect on our business, financial condition and results of operations.

The social sponsorship landscape is subject to numerous changes that could cause our revenue to decline.

Our business model may not continue to be effective in the future for a number of reasons, including the following:

- social sponsorship is, by its nature, limited in content relative to other media;
- companies may be reluctant or slow to adopt social sponsorship that replaces, limits or competes with their existing direct marketing efforts;
- companies may prefer other forms of advertising we do not offer, including certain forms of search engine placements;
- companies, such as Facebook and Twitter, may no longer grant us access to their websites in connection with our social sponsorship platforms;
- companies may not utilize social sponsorship due to concerns of "click-fraud" particularly related to search engine placements ("click-fraud" is a form of online fraud when a person or computer program imitates a legitimate user by clicking on an advertisement for the purpose generating a charge per click without having an actual interest in the target of the advertisement's link); and
- regulatory actions may negatively impact certain business practices that we currently rely on to generate a portion of our revenue and profitability.

If the number of companies that purchase social sponsorship from us or the size of the sponsorship campaigns does not grow, our revenue could decline which would have a material adverse effect on our business, prospects, results of operations and financial condition.

If we fail to retain our existing creators, our revenue and business will be harmed.

We must continue to retain and acquire creators that publish sponsorships through IZEAx in order to increase revenue and achieve profitability. If creators do not perceive our products and services to be of high value and quality or if we fail to provide value with IZEAx, we may not be able to acquire or retain creators. If we are unable to acquire new creators in numbers sufficient to grow our business, or if creators cease using our products and services, the revenue we generate may decrease and our operating results will be adversely affected. We believe that many of our new creators originate from word of mouth and other referrals from existing creators, and therefore we must ensure that our existing creators remain loyal to our service in order to continue receiving those referrals. If our efforts to satisfy



our existing creators are not successful, we may not be able to acquire new creators in sufficient numbers to continue to grow our business or we may be required to incur significantly higher marketing expenses in order to acquire new creators.

If we fail to retain existing advertisers or add new advertisers, our revenue and business will be harmed.

We depend on our ability to attract and retain advertisers that are prepared to offer products or services on compelling terms through IZEAx. We must continue to attract and retain advertisers in order to increase revenue and achieve profitability. If new advertisers do not find our marketing and promotional services effective, or if existing advertisers do not believe that utilizing our platforms provides them with a long-term increase in customers, revenue or profit, they may stop advertising through our platforms. In addition, we may experience attrition in our advertisers in the ordinary course of business resulting from several factors, including losses to competitors, closures or bankruptcies. If we are unable to attract new advertisers in

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numbers sufficient to grow our business, or if too many advertisers are unwilling to offer products or services with compelling terms to our creators through our platforms or if too many large advertisers seek extended payment terms, our operating results will be adversely affected.

Intense competition in our target market could impair our ability to grow and to achieve profitability.

The market for native advertising is highly competitive. We expect this competition to continue to increase, in part because there are no significant barriers to entry to our industry. Increased competition may result in price reductions for advertising space, reduced margins and loss of market share. Our principal competitors include other companies that provide advertisers with Internet advertising solutions and companies that offer pay per click search services.

Competition for advertising placements among current and future suppliers of Internet navigational and informational services, high traffic websites and social sponsorship providers, as well as competition with other media for native advertising placements, could result in significant price competition, declining margins and reductions in advertising revenue. In addition, as we continue our efforts to expand the scope of our services, we may compete with a greater number of other media companies across an increasing range of different services, including in vertical markets where competitors may have advantages in expertise, brand recognition and other areas. If existing or future competitors develop or offer products or services that provide significant performance, price, creative or other advantages over those offered by us, our business, prospects, results of operations and financial condition could be negatively affected. We also compete with traditional advertising media, such as direct mail, television, radio, cable and print for a share of advertisers' total advertising budgets. Many current and potential competitors enjoy competitive advantages over us, such as longer operating histories, greater name recognition, larger customer bases, greater access to advertising space on high-traffic websites, and significantly greater financial, technical, sales and marketing resources. As a result, we may not be able to compete successfully. If we fail to compete successfully, we could lose customers or advertising inventory and our revenue and results of operations could decline.

Our business depends on a strong brand, and if we are not able to maintain and enhance our brand, or if we receive unfavorable media coverage, our ability to expand our base of creators and advertisers will be impaired and our business and operating results will be harmed.

We believe that the brand identity that we have developed has significantly contributed to the success of our business. We also believe that maintaining and enhancing the "IZEA" brand is critical to expanding our base of creators and advertisers. Maintaining and enhancing our brand may require us to make substantial investments and these investments may not be successful. If we fail to promote and maintain the "IZEA" brand, or if we incur excessive expenses in this effort, our business, prospects, operating results and financial condition will be materially and adversely affected. We anticipate that, as our market becomes increasingly competitive, maintaining and enhancing our brand may become increasingly difficult and expensive. Unfavorable publicity or consumer perception of our platforms, applications, practices or service offerings, or the offerings of our advertisers, could adversely affect our reputation, resulting in difficulties in recruiting, decreased revenue and a negative impact on the number of advertisers and the size of our creator base, the loyalty of our creators and the number and variety of sponsorships we offer each day. As a result, our business, prospects, results of operation and financial condition could be materially and adversely affected.

Our total number of registered creators may be higher than the number of our actual individual creators and may not be representative of the number of persons who are active potential creators.

Our total number of registered creators IZEAx may be higher than the number of our actual individual creators because some creators have multiple registrations, other creators may have died or become incapacitated and others may have registered under fictitious names. Given the challenges inherent in identifying these creators, we do not

have a reliable system to accurately identify the number of actual individual creators, and thus we rely on the number of total registered creators as our measure of the size of our creator base. In addition, the number of creators includes the total number of individuals that have completed registration through a specific date, less individuals who have unsubscribed, and should not be considered as representative of the number of persons who continue to actively create to fulfill the sponsorships offered through our platforms.

Our total number of registered advertisers may be higher than the number of our actual individual advertisers and may not be representative of the number of persons or companies who are active potential advertisers.

Our total number of registered advertisers IZEAx may be higher than the number of our actual individual advertisers because some advertisers have multiple registrations and other advertisers may no longer have a need for advertising or be in

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business. Given the challenges inherent in identifying these advertisers, we do not have a reliable system to accurately identify the number of actual individual advertisers, and thus we rely on the number of total registered advertisers as our measure of the size of our advertiser base. In addition, the number of advertisers includes the total number of advertisers that have completed registration through a specific date, less advertisers who have unsubscribed, and should not be considered as representative of the number of advertisers who continue to actively create to fulfill the sponsorships offered through our platforms.

We may become subject to government regulation and legal uncertainties that could reduce demand for our products and services or increase the cost of doing business, thereby adversely affecting our financial results.

We are not currently subject to direct regulation by any domestic or foreign governmental agency, other than regulations applicable to businesses generally and laws or regulations directly applicable to Internet commerce. However, due to the increasing popularity and use of the social media, it is possible that a number of laws and regulations may become applicable to us or may be adopted in the future with respect to the Internet covering issues such as:

- truth-in-advertising;
- user privacy;
- taxation;
- right to access personal data;
- copyrights;
- distribution; and
- characteristics and quality of services.

The applicability of existing laws governing issues such as property ownership, copyrights and other intellectual property, encryption, taxation, libel, export or import matters and personal privacy to social media platforms is uncertain. The vast majority of these laws were adopted prior to the broad commercial use of social media platforms and related technologies. As a result, they do not contemplate or address the unique issues of social media and related technologies. Changes to these laws intended to address these issues, including some recently proposed changes, could create uncertainty in the social media marketplace. Such uncertainty could reduce demand for our services or increase the cost of doing business due to increased costs of litigation or increased service delivery costs.

Our social sponsorship business is subject to the risks associated with word of mouth advertising and endorsements, such as violations of the “truth-in-advertising,” FTC Guides and other similar regulatory requirements and, more generally, loss of consumer confidence.

We do not engage in targeted or online behavioral advertising practices, nor do we compile or use information concerning consumer behavior on an individual level, but we may do so from time to time in the aggregate and on an anonymous basis to analyze our services and offerings, and better optimize them for improved business results. As the practice of targeted advertising has become increasingly scrutinized by both regulators and the industry alike, a greater emphasis has been placed on educating consumers about their privacy choices on the Internet, and providing them with the right to opt in or opt out of certain industry practices, such as targeted advertising. The common thread throughout both targeted advertising and the FTC requirements described in detail in the section "Business - Government Regulation" is the increased importance placed on transparency between the advertiser and the consumer to ensure that consumers know the difference between “information” and “advertising” on the Internet, and are afforded the opportunity to decide how their data will be used in the manner to which they are marketed. There is a risk regarding negative consumer perception “of the practice of undisclosed compensation of social media users to endorse specific products” which pertains to a risk of overall general public confidence in the FTC’s ability to enforce its Guides Concerning the Use of Endorsements and Testimonials in Advertising in social media. As described in the

section "Business - Government Regulation," we undertake various measures through controls across our platforms and by monitoring and enforcing our code of ethics to ensure that advertisers and creators comply with the FTC Guides when utilizing our sites, but if competitors and other companies do not, it could create a negative overall perception for the industry. Not only will readers stop relying on blogs for useful, timely and insightful information that enrich their lives by having access to up-to-the-minute information that often bears different perspectives and philosophies, but a lack of compliance will almost inevitably result in greater governmental oversight and involvement in an already-highly regulated marketplace. If there is pervasive overall negative perception caused by others not complying with FTC Guides among its other acts, regulations and policies, then this could result in reduced revenue and results of operations and higher compliance costs for us.

New tax treatment of companies engaged in internet commerce may adversely affect the commercial use of our services and our financial results.

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Due to the global nature of social media, it is possible that various states or foreign countries might attempt to regulate our transmissions or levy sales, income or other taxes relating to our activities. Tax authorities at the international, federal, state and local levels are currently reviewing the appropriate treatment of companies engaged in internet commerce. New or revised international, federal, state or local tax regulations may subject us or our creators to additional sales, income and other taxes. We cannot predict the effect of current attempts to impose sales, income or other taxes on commerce over social media. New or revised taxes and, in particular, sales taxes, VAT and similar taxes would likely increase the cost of doing business online and decrease the attractiveness of advertising and selling goods and services over social media. New taxes could also create significant increases in internal costs necessary to capture data, and collect and remit taxes. Any of these events could have an adverse effect on our business and results of operations.

Failure to comply with federal, state and international privacy laws and regulations, or the expansion of current or the enactment of new privacy laws or regulations, could adversely affect our business.

A variety of federal, state and international laws and regulations govern the collection, use, retention, sharing and security of consumer data. The existing privacy-related laws and regulations are evolving and subject to potentially differing interpretations. In addition, various federal, state and foreign legislative and regulatory bodies may expand current or enact new laws regarding privacy matters. For example, recently there have been Congressional hearings and increased attention to the capture and use of location-based information relating to users of smartphones and other mobile devices. We have posted privacy policies and practices concerning the collection, use and disclosure of creator data on our websites and platforms. Several internet companies have incurred penalties for failing to abide by the representations made in their privacy policies and practices. In addition, several states have adopted legislation that requires businesses to implement and maintain reasonable security procedures and practices to protect sensitive personal information and to provide notice to consumers in the event of a security breach. Any failure, or perceived failure, by us to comply with our posted privacy policies or with any data-related consent orders, FTC requirements or orders or other federal, state or international privacy or consumer protection-related laws, regulations or industry self-regulatory principles could result in claims, proceedings or actions against us by governmental entities or others or other liabilities, which could adversely affect our business. In addition, a failure or perceived failure to comply with industry standards or with our own privacy policies and practices could result in a loss of creators or advertisers and adversely affect our business. Federal, state and international governmental authorities continue to evaluate the privacy implications inherent in the use of third-party web "cookies" for behavioral advertising. The regulation of these cookies and other current online advertising practices could adversely affect our business.

Our business depends on our ability to maintain and scale the network infrastructure necessary to operate our platforms and applications, and any significant disruption in service on our platforms and applications could result in a loss of creators or advertisers.

Creators and advertisers access our services through our platforms and applications. Our reputation and ability to acquire, retain and serve our creators and advertisers are dependent upon the reliable performance of our platforms and applications and the underlying network infrastructure. As our creator base continues to grow, we will need an increasing amount of network capacity and computing power. We have spent and expect to continue to spend substantial amounts for data centers and equipment and related network infrastructure to handle the traffic on our platforms and applications. The operation of these systems is expensive and complex and could result in operational failures. In the event that our creator base or the amount of traffic on our platforms and applications grows more quickly than anticipated, we may be required to incur significant additional costs. Interruptions in these systems, whether due to system failures, computer viruses or physical or electronic break-ins, could affect the security or availability of our platforms and applications, and prevent our creators and advertisers from accessing our services. A substantial portion of our network infrastructure is hosted by third-party providers. Any disruption in these services or any failure of these providers to handle existing or increased traffic could significantly harm our business. Any

financial or other difficulties these providers face may adversely affect our business, and we exercise little control over these providers, which increases our vulnerability to problems with the services they provide. If we do not maintain or expand our network infrastructure successfully or if we experience operational failures, we could lose current and potential creators and advertisers, which could harm our operating results and financial condition.

If our security measures are breached, or if our services are subject to attacks that degrade or deny the ability of users to access our platforms, our platforms and applications may be perceived as not being secure, advertisers and creators may curtail or stop using our services, and we may incur significant legal and financial exposure.

Our platforms and applications and the network infrastructure that is hosted by third-party providers involve the storage and transmission of advertiser and creator proprietary information, and security breaches could expose us to a risk of loss of this information, litigation and potential liability. Our security measures may be breached due to the actions of outside parties, employee error, malfeasance, security flaws in the third party hosting service that we rely upon or any number of other

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reasons and, as a result, an unauthorized party may obtain access to our data or our advertisers' or creators' data. Additionally, outside parties may attempt to fraudulently induce employees, advertisers or creators to disclose sensitive information in order to gain access to our data or our advertisers' or creators' data. Although we do have security measures in place, we have had instances where some customers have used fraudulent credit cards in order to pay for our services. While these breaches of our security did not result in material harm to our business, any future breach or unauthorized access could result in significant legal and financial exposure, damage to our reputation and a loss of confidence in the security of our platforms and applications that could potentially have an adverse effect on our business. Because the techniques used to obtain and use unauthorized credit cards, obtain unauthorized access, disable or degrade service, or sabotage systems change frequently and often are not recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures on a timely basis. If an actual or perceived breach of our security occurs, the market perception of the effectiveness of our security measures could be harmed and we could lose advertisers, creators and vendors and have difficulty obtaining merchant processors or insurance coverage essential for our operations.

If our technology platforms contain defects, we may need to suspend their availability and our business and reputation would be harmed.

Platforms as complex as ours often contain unknown and undetected errors or performance problems. Many serious defects are frequently found during the period immediately following introduction and initial release of new platforms or enhancements to existing platforms. Although we attempt to resolve all errors that we believe would be considered serious by our customers before making our platforms available to them, our products are not error-free. These errors or performance problems could result in lost revenues or delays in customer acceptance that would be detrimental to our business and reputation. We may not be able to detect and correct errors before releasing our product commercially. We cannot assure you that undetected errors or performance problems in our existing or future products will not be discovered in the future or that known errors, considered minor by us, will not be considered serious by our customers, resulting in a decrease in our revenues.

We may be subject to lawsuits for information by our advertisers and our creators, which may affect our business.

Laws relating to the liability of providers of online services for activities of their advertisers or of social media content creators and for the content of their advertisers' listings are currently unsettled. It is unclear whether we could be subjected to claims for defamation, negligence, copyright or trademark infringement or claims based on other theories relating to the information we publish on our websites or the information that is published across our platforms. These types of claims have been brought, sometimes successfully, against online services, as well as print publications in the past. We may not successfully avoid civil or criminal liability for unlawful activities carried out by our advertisers or our creators. Our potential liability for unlawful activities of our advertisers or our creators or for the content of our advertisers' listings could require us to implement measures to reduce our exposure to such liability, which may require us, among other things, to spend substantial resources or to discontinue certain service offerings. Our insurance may not adequately protect us against these types of claims and the defense of such claims may divert the attention of our management from our operations. If we are subjected to such lawsuits, it may adversely affect our business.

If we fail to detect click-fraud, we could lose the confidence of our advertisers and advertising partners as a result of lost revenue to advertisers or misappropriation of proprietary and confidential information, thereby causing our business to suffer.

“Click-fraud” is a form of online fraud when a person or computer program imitates a legitimate user by clicking on an advertisement for the purpose generating a charge per click without having an actual interest in the target of the advertisement's link. We are exposed to the risk of fraudulent or illegitimate clicks on our sponsored listings. The



security measures we have in place, which are designed to reduce the likelihood of click-fraud, detect click-fraud from time to time. While the instances of click-fraud that we have detected to date have not had a material effect on our business, click-fraud could result in an advertiser experiencing a reduced return on their investment in our advertising programs because the fraudulent clicks will not lead to revenue for the advertisers. As a result, our advertisers and advertising partners may become dissatisfied with our advertising programs, which could lead to loss of advertisers, advertising partners and revenue. In addition, anyone who is able to circumvent our security measures could misappropriate proprietary and confidential information or could cause interruptions in our operations. We may be required to expend significant capital and other resources to protect against such security breaches or to address problems caused by such breaches. Concerns over the security of the Internet and other online transactions and the privacy of users may also deter people from using the Internet to conduct transactions that involve transmitting confidential information.

If third parties claim that we infringe their intellectual property rights, it may result in costly litigation.

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We cannot assure you that third parties will not claim our current or future products or services infringe their intellectual property rights. Any such claims, with or without merit, could cause costly litigation that could consume significant management time. As the number of product and services offerings in our market increases and functionalities increasingly overlap, companies such as ours may become increasingly subject to infringement claims, such as the pending Blue Calypso lawsuit described above. These claims also might require us to enter into royalty or license agreements. If required, we may not be able to obtain such royalty or license agreements, or obtain them on terms acceptable to us.

Historically, we have not relied upon patents to protect our proprietary technology, and our competitors may be able to offer similar products and services which would harm our competitive position.

Our success depends upon our proprietary technology. We do not have registered patents on any of our current platforms, because we determined that the costs of patent prosecution outweighed the benefits given the alternative of reliance upon copyright law to protect our computer code and other proprietary technology and properties. In addition to copyright laws, we rely upon service mark and trade secret laws, confidentiality procedures and contractual provisions to establish and protect our proprietary rights. As part of our confidentiality procedures, we enter into non-disclosure agreements with our employees and consultants. Despite these precautions, third parties could copy or otherwise obtain and use our technology without authorization, or develop similar technology independently. In addition, effective protection of intellectual property rights is unavailable or limited in certain foreign countries. We cannot assure you that the protection of our proprietary rights will be adequate or that our competitors will not independently develop similar technology, duplicate our products and services or design around any intellectual property rights we hold.

We have developed a new platform called the IZEA Exchange (IZEAx). IZEAx is designed to provide a unified ecosystem that enables the creation of multiple types of content including blog posts, status updates, videos and photos through a wide variety of social channels including blogs, Twitter, Facebook, Instagram, Tumblr and LinkedIn, among others. We have filed a patent application covering important features of this platform and have submitted a trademark application for “Native Ad Exchange,” which are currently pending approval. We are not aware of any reason why such applications will not be granted, although there can be no assurance thereof.

Our market is subject to rapid technological change and, to compete, we must continually enhance our products and services.

We must continue to enhance and improve the performance, functionality and reliability of our products and services. The social sponsorship industry is characterized by rapid technological change, changes in user requirements and preferences, frequent new product and services introductions embodying new technologies and the emergence of new industry standards and practices that could render our products and services obsolete. In the past, we have discovered that some of our customers desire additional performance and functionality not currently offered by our products. Our success will depend, in part, on our ability to develop new products and services that address the increasingly sophisticated and varied needs of our customers, and respond to technological advances and emerging industry standards and practices on a cost-effective and timely basis. The development of our technology and other proprietary technology involves significant technical and business risks. We may fail to use new technologies effectively or to adapt our proprietary technology and systems to customer requirements or emerging industry standards. If we are unable to adapt to changing market conditions, customer requirements or emerging industry standards, we may not be able to increase our revenue and expand our business.

Difficulties we may encounter managing our growth could adversely affect our results of operations.

We have experienced a period of growth that has placed, and and will continue to place, a strain on our managerial and financial resources. As our business needs expand, we intend to hire new employees. To manage the expected growth of our operations and personnel, we will be required to:

- improve existing, and implement new, operational, financial and management controls, reporting systems and procedures;
- install enhanced management information systems; and
- train, motivate and manage our employees.

We may not be able to install adequate management information and control systems in an efficient and timely manner, and our current or planned personnel, systems, procedures and controls may not be adequate to support our future operations. If we are unable to manage growth effectively, our business would be seriously harmed.

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If we lose key personnel or are unable to attract and retain additional qualified personnel we may not be able to successfully manage our business and achieve our objectives.

We believe our future success will depend upon our ability to retain our key management, including Edward H. Murphy, our President and Chief Executive Officer, and Ryan S. Schram, our Chief Operating Officer. Mr. Murphy, who is our founder, has unique knowledge regarding the social sponsorship space and business contacts that would be difficult to replace. Mr. Schram has sales, marketing and development expertise regarding our platforms that our other officers do not possess. If Messrs. Murphy and Schram were to become unavailable to us, our operations would be adversely affected. We maintain "key-man" life insurance for our benefit in the amount of \$1,500,000 on the life of Mr. Murphy, but not for any other officer. This insurance may be inadequate to compensate us for the loss of Mr. Murphy. Moreover, we have no insurance to compensate us for the loss of any other of our executive officers or key employees.

Our future success and our ability to expand our operations will also depend in large part on our ability to attract and retain additional qualified graphic designers, computer scientists, sales and marketing and senior management personnel. Competition for these types of employees is intense due to the limited number of qualified professionals and the high demand for them, particularly in the Orlando, Florida area where our headquarters are located. We have in the past experienced difficulty in recruiting qualified personnel. Failure to attract, assimilate and retain personnel, including key management, technical, sales and marketing personnel, would have a material adverse effect on our business and potential growth.

Having only three executive officers and two independent directors limits our ability to establish effective independent corporate governance procedures and increases the control of our executive officers and non-independent directors.

We have only three executive officers and five directors. Two of our directors are also executive officers, one director is our largest individual stockholder and two directors are considered independent. Accordingly, it is difficult to establish effective operating board committees comprised of independent members to oversee committee functions. This structure gives our executive officers and largest stockholder significant control over all our corporate governance matters.

Unless and until we have a larger board of directors that would include a majority of independent members, there will be limited oversight of our executive officers' decisions and activities and little ability for you to challenge or reverse those decisions and activities, even if they are not in your best interests.

Public company compliance may make it more difficult to attract and retain officers and directors.

The Sarbanes-Oxley Act and new rules subsequently implemented by the SEC have required changes in corporate governance practices of public companies. As a public company, we expect these rules and regulations to increase our compliance costs and to make certain activities more time consuming and costly. As a public company, we also expect that these rules and regulations may make it more difficult and expensive for us to obtain director and officer liability insurance and we may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. As a result, it may be more difficult and costly for us to attract and retain qualified persons to serve on our Board of Directors or as executive officers.

Risks Relating to our Common Stock

Exercise of stock options, warrants and other securities will dilute your percentage of ownership and could cause our stock price to fall.

As of April 17, 2015, we have 57,697,666 shares of common stock issued, outstanding stock options to purchase 14,197,378 shares of common stock at an average price of \$0.43 per share, outstanding warrants to purchase 54,042,749 shares of common stock at an average price of \$0.41 per share, and 1,769,788 shares of vested, yet unissued, shares of restricted common stock. Additionally, we have reserved shares to issue stock options, restricted stock or other awards to purchase or receive up to 5,887,638 shares of common stock under our May 2011 Equity Incentive Plan and 1,492,397 shares of common stock under our 2014 Employee Stock Purchase Plan. In the future, we may grant additional stock options, warrants and convertible securities. The exercise, conversion or exchange of stock options, warrants or convertible securities will dilute the percentage ownership of our other stockholders. Sales of a substantial number of shares of our common stock could cause the price of our common stock to fall and could impair our ability to raise capital by selling additional securities.

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There may be substantial issuances of our common stock to satisfy our obligations under the Stock Purchase Agreement for our acquisition of Ebyline, Inc.

On January 30, 2015, we purchased all of the outstanding shares of capital stock of Ebyline pursuant to the terms of a Stock Purchase Agreement, dated as of January 27, 2015, by and among IZEA, Ebyline and the stockholders of Ebyline. The aggregate consideration payable by us will be an amount in the aggregate of up to \$8,850,000, including a cash payment made at closing of \$1,200,000, a stock issuance six months after the closing valued at \$250,000, up to an additional \$1,900,000 in two equal installments of \$950,000 on the first and second anniversaries of the closing (subject to reduction) and up to \$5,500,000 in performance payments paid over three years based on Ebyline meeting certain revenue targets for each of the three years ending December 31, 2015, 2016 and 2017. Both the \$1,900,000 in annual payments and the \$5,500,000 in performance payments may be made in cash or common stock, at our option. If Ebyline achieves all of the revenue targets, we do not have enough cash reserves to pay for the complete purchase price in cash. As such, we may issue shares of our common stock to satisfy the future payment obligations or raise funds through additional financing opportunities. Stock payments are to be based on the 30-day volume-weighted average closing price prior to the payment date. Additional financing transactions may include the issuance of equity or convertible debt securities, obtaining credit facilities or other financing alternatives. The issuance of a substantial number of shares of common stock to raise additional capital to satisfy the future payment obligations could significantly dilute the percentage ownership interests of and may be at prices more beneficial than those paid by our existing common stockholders.

There may be substantial sales of our common stock under the prospectus relating to our 2014 Private Placement, which could cause our stock price to drop.

We agreed with the investors in our 2014 Private Placement to file a shelf registration statement with the SEC with respect to the resale of all of the shares of our common stock, as well as shares of common stock issuable upon the exercise of warrants, purchased by investors. We filed a registration statement on Form S-1 on April 7, 2014 and it was declared effective on May 14, 2014. The registration statement included a total of 68,571,456 shares of our common stock (of which 34,285,728 shares are presently outstanding and 34,285,728 shares are issuable upon the exercise of warrants). There are currently no agreements or understandings in place with these selling stockholders to restrict their sale of those shares. Sales of a substantial number of shares of our common stock by the selling stockholders over a short period of time could cause the market price of our common stock to drop and could impair our ability to raise capital in the future by selling additional securities.

Holders of warrants issued in our 2014 Private Placement have anti-dilution adjustment rights that, if triggered, could dilute the ownership interests of our existing common stockholders.

Holders of our warrants to purchase 17,893,375 shares of common stock at an exercise price of \$0.35 per share and warrants to purchase 17,893,375 shares at an exercise price of \$0.50 per share issued in our 2014 Private Placement have anti-dilution adjustment rights that, if triggered, could dilute the interests of our common stockholders. The warrants contain weighted average anti-dilution protection for warrant holders if we sell another equity or equity-linked security at a price per share lower than the respective exercise prices during the five-year term of the warrants. Additionally, the warrants do not contain a negotiated floor for the exercise price. As compared with a full ratchet anti-dilution provision, which resets the exercise price at the lowest price in any subsequent sale of stock, a weighted average anti-dilution provision takes into account both the lower price and the number of shares issued at the lower price. The triggering of these anti-dilution provisions could result in the issuance of a substantial number of additional shares of common stock upon exercise of the warrants, which would dilute the ownership interests of our existing common stockholders.

Our earnings are subject to substantial quarterly and annual fluctuations and to market downturns.

Our revenues and earnings may fluctuate significantly in the future. General economic or other political conditions may cause a downturn in the market for our products or services. Despite the recent improvements in market conditions, a future downturn in the market for our products or services could adversely affect our operating results and increase the risk of substantial quarterly and annual fluctuations in our earnings. Our future operating results may be affected by many factors, including, but not limited to: our ability to retain existing or secure anticipated advertisers and creators; our ability to develop, introduce and market new products and services on a timely basis; changes in the mix of products developed, produced and sold; and disputes with our advertisers and creators. These factors affecting our future earnings are difficult to forecast and could harm our quarterly and/or annual operating results. The change in our earnings or general economic conditions may cause the market price of our common stock to fluctuate.

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Our stock price may be volatile.

The stock market in general, and the stock prices of technology-based companies in particular, have experienced volatility that often has been unrelated to the operating performance of any specific public company. The market price of our common stock is likely to be highly volatile and could fluctuate widely in price in response to various factors, many of which are beyond our control, including the following:

- changes in our industry;
- competitive pricing pressures;
- our ability to obtain working capital financing;
- additions or departures of key personnel;
- limited "public float" in the hands of a small number of persons whose sales or lack of sales could result in positive or negative pricing pressure on the market prices of our common stock;
- expiration of any Rule 144 holding periods or registration of unregistered securities issued by us;
- sales of our common stock;
- our ability to execute our business plan;
- operating results that fall below expectations;
- loss of any strategic relationship;
- regulatory developments; and
- economic and other external factors.

In addition, the securities markets have from time to time experienced significant price and volume fluctuations that are unrelated to the operating performance of particular companies. These market fluctuations may also materially and adversely affect the market price of our common stock.

We have not paid dividends in the past and do not expect to pay dividends in the future. Any return on investment may be limited to the value of our common stock.

We have never paid cash dividends on our common stock and do not anticipate doing so in the foreseeable future. The payment of dividends on our common stock will depend on earnings, financial condition and other business and economic factors affecting us at such time as our Board of Directors may consider relevant. If we do not pay dividends, our common stock may be less valuable because a return on your investment will only occur if our stock price appreciates.

There may be a limited public market for our securities; we presently fail to qualify for listing on any national securities exchanges.

Our common stock currently does not meet all of the requirements for initial listing on a national securities exchange. Specifically, the bid price of our common stock is less than the minimum bid price required to obtain a listing. Trading in our common stock continues to be conducted in the over-the-counter market. As a result, an investor may find it difficult to dispose of or to obtain accurate quotations as to the market value of our common stock, and our common stock may be less attractive for margin loans, for investment by larger financial institutions, as consideration in possible future acquisition transactions or other purposes.

Our common stock is currently deemed a "penny stock," which makes it more difficult for our investors to sell their shares.

Our common stock is subject to the "penny stock" rules adopted under Section 15(g) of the Exchange Act. The penny stock rules generally apply to companies whose common stock is not listed on the Nasdaq Stock Market or other national securities exchange and trades at less than \$4.00 per share, other than companies that have had average



revenue of at least \$6,000,000 for the last three years or that have tangible net worth of at least \$5,000,000 (\$2,000,000 if the company has been operating for three or more years). These rules require, among other things, that brokers who trade penny stock to persons other than “established customers” complete certain documentation, make suitability inquiries of investors and provide investors with certain information concerning trading in the security, including a risk disclosure document and quote information under certain circumstances. Many brokers have decided not to trade penny stocks because of the requirements of the penny stock rules and, as a result, the number of broker-dealers willing to act as market makers in such securities is limited. If we remain subject to the penny stock rules for any significant period, it could have an adverse effect on the market, if any, for our securities. If our securities are subject to the penny stock rules, investors will find it more difficult to dispose of our securities.

Investor relations activities and supply and demand factors may affect the price of our common stock.

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We expect to utilize various techniques such as non-deal road shows and investor relations campaigns in order to create investor awareness for our business. These campaigns may include personal, video and telephone conferences with investors and prospective investors in which our business practices are described. We may provide compensation to investor relations firms and pay for newsletters, websites, mailings and email campaigns that are produced by third-parties based upon publicly-available information concerning us. We do not intend to review or approve the content of such analysts' reports or other materials based upon analysts' own research or methods. Investor relations firms should generally disclose when they are compensated for their efforts, but whether such disclosure is made or complete is not under our control. Our investors may be willing, from time to time, to encourage investor awareness through similar activities. Investor awareness activities may also be suspended or discontinued which may impact the trading market of our common stock.

The SEC and FINRA enforce various statutes and regulations intended to prevent manipulative or deceptive devices in connection with the purchase or sale of any security and carefully scrutinize trading patterns and company news and other communications for false or misleading information, particularly in cases where the hallmarks of "pump and dump" activities may exist, such as rapid share price increases or decreases. We and our shareholders may be subjected to enhanced regulatory scrutiny due to the limited trading markets in which our shares may be offered or sold which have been associated with improper activities concerning penny stocks, such as the OTCQB marketplace.

The Supreme Court has stated that manipulative action is a term of art connoting intentional or willful conduct designed to deceive or defraud investors by controlling or artificially affecting the price of securities. Often times, manipulation is associated by regulators with forces that upset the supply and demand factors that would normally determine trading prices. Securities regulators have often cited thinly-traded markets, small numbers of holders, and awareness campaigns as components of their claims of price manipulation and other violations of law when combined with manipulative trading, such as wash sales, matched orders or other manipulative trading timed to coincide with false or touting press releases. There can be no assurance that our third-parties' activities or determinations by purchasers or holders as to when or under what circumstances or at what prices they may be willing to buy or sell stock, will not artificially impact (or would be claimed by regulators to have affected) the normal supply and demand factors that determine the price of stock.

We have not registered our securities under the Securities Exchange Act and therefore are not subject to the SEC's beneficial ownership reporting and proxy statement rules.

We do not currently have a class of securities registered under Section 12 of the Securities Exchange Act of 1934, which would subject us to the proxy solicitation rules and the beneficial ownership reporting rules for executive officers and directors. We are, however, subject to Section 15(d) of the Securities Exchange Act because we have a current registration statement in 2015. This means that we are required to file Forms 10-K, 10-Q and 8-K with the SEC, but we are still not subject to the beneficial ownership reporting and proxy statement rules, which would provide our stockholders and potential investors with additional information about our company and management. So long as we are subject to Section 15(d) of the Securities Exchange Act, shareholders holding restricted shares of our common stock may utilize Rule 144's six-month holding period prior to sale. Should we no longer have a current registration statement in 2016, we will no longer be subject to Section 15(d) and will be a "voluntary filer" so that shareholders holding restricted shares of our common stock will be required to hold our shares for 12 months prior to sale. When we are able to satisfy initial eligibility criteria to "uplist" our common stock to a national securities exchange such as Nasdaq, we would expect to register our securities under Section 12 of the Securities Exchange Act and then become subject to all applicable reporting rules.

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NOTE ON FORWARD-LOOKING STATEMENTS

Some of the statements in this prospectus are forward-looking statements that involve risks and uncertainties. In some cases, you can identify forward-looking statements by our use of words such as “may,” “could,” “should,” “project,” “believe,” “anticipate,” “expect,” “plan,” “estimate,” “forecast,” “potential,” “intend,” “continue” or the negative or other variations of these and other similar words. Forward-looking statements involve known and unknown risks, uncertainties and other factors that could cause our actual results, performance, achievements or industry results to differ materially from any future results, performance or achievements expressed or implied by these forward-looking statements. These risks, uncertainties and other factors include, among others, those discussed in more detail under the heading “Risk Factors” and elsewhere in this prospectus.

Our forward-looking statements are based on our current expectations, intentions and beliefs as of the date of this prospectus. Although we believe that the expectations reflected in our forward-looking statements are reasonable as of the date of this prospectus, we cannot guarantee future results, acquisitions of new creditor clients, settlement volumes or amounts, levels of activity, performance or achievements or other future events. You should not place undue reliance on our forward-looking statements. Some of the important factors that could cause our actual results, performance or financial condition to differ seriously from expectations are:

- our ability to raise additional funding,
- our ability to maintain and grow our business,
- variability of operating results,
- our ability to maintain and enhance our brand,
- our expansion and development of new products and services,
- marketing and other business development initiatives,
- competition in the industry,
- general government regulation,
- economic conditions,
- dependence on key personnel,
- the ability to attract, hire and retain personnel who possess the technical skills and experience necessary to meet the service requirements of our clients,
- our ability to protect our intellectual property,
- the potential liability with respect to actions taken by our existing and past employees,
- risks associated with international sales, and
- other risks described in this prospectus and in our other filings with the SEC.

USE OF PROCEEDS

A total of up to 68,571,456 shares may be offered by certain stockholders who participated in our private placement in February 2014. The number of shares the selling stockholders may sell consists of 34,285,728 shares of common stock that are currently issued and outstanding and 34,285,728 shares of common stock that they may receive if they exercise their warrants.

We will not receive any of the proceeds from the sale or other disposition of the common stock covered by this prospectus by the selling stockholders, but we will receive the exercise price of the warrants if the warrants are exercised for cash.

The exercise price of outstanding warrants covered by this prospectus is (i) \$0.35 per share related to 17,142,864 shares of common stock and (ii) \$0.50 per share related to 17,142,864 shares of common stock. If all of the warrants are exercised for cash, we will receive proceeds of \$14,571,434 which we will use for general corporate purposes.

We will bear all expenses incident to the registration of the shares of our common stock under federal and state securities laws other than expenses incident to the delivery of the shares to be sold or otherwise disposed of by the selling stockholders. Any transfer taxes payable on these shares and any commissions and discounts payable to underwriters, agents, brokers or dealers will be paid by the selling stockholders.

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## PRICE RANGE OF COMMON STOCK

## Market Information

Since May 2012, our common stock has been quoted on the OTCQB marketplace, under the trading symbol IZEA. From June 2011 to April 2012, our common stock was quoted on the OTC Bulletin Board. Prior to June 2011, there was no trading of our common stock. The following table sets forth, for the calendar periods indicated, the range of the high and low closing prices reported for our common stock. The quotations represent inter-dealer prices without retail mark-ups, mark-downs or commissions, and may not necessarily represent actual transactions. The quotations may be rounded for presentation.

Fiscal year ended December 31, 2013	High	Low
First quarter	\$0.46	\$0.16
Second quarter	\$0.35	\$0.16
Third quarter	\$0.40	\$0.25
Fourth quarter	\$0.43	\$0.26
Fiscal year ended December 31, 2014	High	Low
First quarter	\$0.68	\$0.30
Second quarter	\$0.61	\$0.41
Third quarter	\$0.50	\$0.35
Fourth quarter	\$0.37	\$0.19
Fiscal year ending December 31, 2015	High	Low
First quarter	\$0.40	\$0.23
Second quarter (through April 17, 2015)	\$0.39	\$0.37

## Holders

As of April 17, 2015, we had approximately 205 shareholders of record of our common stock. This number does not include beneficial owners whose shares are held in the names of various securities brokers, dealers and registered clearing agencies.

## Dividend Policy

We have never declared or paid cash dividends on our common stock, and we do not intend to pay any cash dividends on our common stock in the foreseeable future. Rather, we expect to retain future earnings (if any) to fund the operation and expansion of our business and for general corporate purposes.

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### MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

#### Special Note Regarding Forward-Looking Information

The following discussion and analysis is provided to increase the understanding of, and should be read in conjunction with, our consolidated financial statements and related notes included elsewhere in this report. Historical results and percentage relationships among any amounts in these financial statements are not necessarily indicative of trends in operating results for any future period. This report contains "forward-looking statements." The statements, which are not historical facts contained in this report, including this Management's Discussion and Analysis of Financial Condition and Results of Operations, and notes to our consolidated financial statements, particularly those that utilize terminology such as "may" "will," "should," "expects," "anticipates," "estimates," "believes," or "plans" or comparable terminology are forward-looking statements. Such statements are based on currently available operating, financial and competitive information, and are subject to various risks and uncertainties. Future events and our actual results may differ materially from the results reflected in these forward-looking statements. Factors that might cause such a difference include, but are not limited to, our ability to raise additional funding, our ability to maintain and grow our business, variability of operating results, our ability to maintain and enhance our brand, our development and introduction of new products and services, the successful integration of acquired companies, technologies and assets into our portfolio of software and services, marketing and other business development initiatives, competition in the industry, general government regulation, economic conditions, dependence on key personnel, the ability to attract, hire and retain personnel who possess the technical skills and experience necessary to meet the service requirements of our clients, our ability to protect our intellectual property, the potential liability with respect to actions taken by our existing and past employees, risks associated with international sales, and other risks described herein and in our other filings with the SEC.

All forward-looking statements in this document are based on information currently available to us as of the date of this report, and we assume no obligation to update any forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results to differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements.

#### Company History

IZEA, Inc. was founded in February 2006 under the name PayPerPost, Inc. and became a public company incorporated in the state of Nevada in May 2011. We are headquartered in Winter Park, Florida with offices in Chicago, Los Angeles and New York and a sales presence in Texas and Michigan.

#### Company Overview

IZEA, Inc. is a leading company in the social sponsorship space. We believe that we pioneered the concept of a marketplace for sponsorships on the social web in 2006 with the launch of our first platform, PayPerPost.com, and have focused on scaling our offerings ever since. We compensate bloggers, tweeters and other types of social media content creators to share information about companies, products, websites and events within their social media content streams. Advertisers benefit from buzz, traffic, awareness and sales, and creators earn cash compensation in exchange for their posts.

Social sponsorship is when a company compensates a social media publisher or influencer such as a blogger or tweeter ("creators") to share sponsored content with their social network audience. This sponsored content is shared within the body of a content stream, a practice also referred to as "native advertising" and "sponsored content." We

generate our revenue primarily through the sale of sponsorship campaigns to our advertisers. We fulfill these campaigns through our platforms by utilizing our creators to complete sponsorship opportunities for its advertisers. We also generate revenue from the posting of targeted display advertising and from various service fees.

We operate an online marketplace that connects brands with creators at IZEA.com as well as other white label marketplaces. IZEA.com and all white label sites are powered by the IZEA Exchange (“IZEAx”), a platform that handles content workflow, creator search and targeting, bidding, analytics and payment processing. IZEAx is designed to provide a unified ecosystem that enables the creation of multiple types of content including blog posts, status updates, videos and photos through a wide variety of social channels including blogs, Twitter, Facebook, Instagram and Tumblr, among others. Prior to the launch of IZEAx, we had independent technology platforms including PayPerPost.com, SocialSpark.com and SponsoredTweets.com, which have been shut down throughout 2014 and replaced with the IZEAx system.

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IZEAx takes the existing concepts of product placement and endorsements commonly found in movies, television and radio and applies them to the social web. We democratize the sponsorship process, allowing everyone from college students and stay at home moms to celebrities the opportunity to monetize their content, creativity and influence in social media. We direct bloggers, tweeters and other types of social media content creators to share information about companies, products, websites and events within their social media content streams. Advertisers benefit from buzz, traffic, awareness and sales, and creators earn cash compensation in exchange for their posts.



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## Results of Operations for the Twelve Months Ended December 31, 2014 Compared to the Twelve Months Ended December 31, 2013

	Twelve Months Ended				
	December 31, 2014	December 31, 2013	\$ Change	% Change	
Revenue	\$8,322,274	\$6,626,943	\$1,695,331	25.6	%
Cost of sales	2,845,833	2,698,364	147,469	5.5	%
Gross profit	5,476,441	3,928,579	1,547,862	39.4	%
Operating expenses:					
General and administrative	8,813,291	6,460,800	2,352,491	36.4	%
Sales and marketing	1,309,353	380,835	928,518	243.8	%
Total operating expenses	10,122,644	6,841,635	3,281,009	48.0	%
Loss from operations	(4,646,203 )	(2,913,056 )	(1,733,147 )	(59.5 )	)%
Other income (expense):					
Interest expense	(25,375 )	(63,404 )	38,029	(60.0 )	)%
Loss on exchange of warrants and debt	—	(94,214 )	94,214	(100.0 )	)%
Change in fair value of derivatives and notes payable carried at fair value, net	7,845,214	(251,847 )	8,097,061	(3,215.1 )	)%
Other income (expense), net	10,428	529	9,899	1,871.3	%
Total other income (expense)	7,830,267	(408,936 )	8,239,203	2,014.8	%
Net income (loss)	\$3,184,064	\$(3,321,992 )	\$6,506,056	195.8	%

## Non-GAAP Financial Measures

To supplement our consolidated financial statements presented in accordance with generally accepted accounting principles in the United States ("U.S. GAAP"), we consider certain financial measures that are not prepared in accordance with U.S. GAAP, including Operating EBITDA. These non-GAAP financial measures are not based on any standardized methodology prescribed by GAAP. These non-GAAP financial measures should not be considered in isolation from, or as a substitute for, financial information prepared in accordance with GAAP.

We believe that Operating EBITDA provides useful information to investors as it excludes transactions not related to the core cash operating business activities including non-cash transactions. We believe that excluding these transactions allows investors to meaningfully trend and analyze the performance of our core cash operations. All companies do not calculate EBITDA in the same manner, and Operating EBITDA as presented by IZEA may not be comparable to EBITDA presented by other companies. IZEA defines Operating EBITDA as earnings or loss before interest, taxes, depreciation and amortization, non-cash stock related compensation, gain or loss on asset disposals or impairment and all other income and expense items such as loss on exchanges and changes in fair value of derivatives, if applicable.

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## Reconciliation of Net Income (Loss) to Operating EBITDA:

	Twelve Months Ended	
	December 31, 2014	December 31, 2013
Net income (loss)	\$3,184,064	\$(3,321,992 )
Non-cash stock-based compensation	538,263	725,254
Non-cash stock issued for payment of services	166,610	438,768
Change in the fair value of derivatives	(7,845,214 )	251,847
Loss on exchange of warrants	—	94,214
Loss/(Gain) on disposal of equipment	16,192	(2,879 )
Interest expense	25,375	63,404
Depreciation & amortization	195,154	69,229
Operating EBITDA	\$(3,719,556 )	\$(1,682,155 )

## Revenues

We derive revenue from three sources: revenue from an advertiser for the use of our network of social media content creators to fulfill advertiser sponsor requests for a blog post, tweet, click or action ("Sponsored Revenue"), revenue from the posting of targeted display advertising ("Media Revenue") and revenue derived from various service fees charged to advertisers and creators for services, maintenance and enhancement of their accounts ("Service Fee Revenue"). In 2015, we expect to see a small portion of revenue from our addition of partnerships and licensing fees.

Revenues for the twelve months ended December 31, 2014 increased by \$1,695,331, or 25.6%, compared to the same period in 2013. The increase was attributable to a \$1,534,000 increase in our Sponsored Revenue, a \$77,000 decrease in Media Revenue and a \$238,000 increase in Service Fee Revenue. In the twelve months ended December 31, 2014, Sponsored Revenue was 88%, Media Revenue was 4% and Service Fee Revenue was 8% of total revenue compared to Sponsored Revenue of 88%, Media Revenue of 5% and Service Fee Revenue of 7% of total revenue in the twelve months ended December 31, 2013. The increase in Sponsored Revenue income was primarily attributable to our larger sales force, concentrated sales efforts toward larger IZEA managed campaigns rather than smaller advertiser self-service campaigns and generating repeat business from existing customers. Service fees increased in the twelve months ended December 31, 2014 due to additional fees received from inactive self-service advertisers and creators. Media Revenue is decreasing due to a tactical shift from display advertising to focus on our Sponsored Revenue.

Our net bookings of \$9.0 million for the twelve months ended December 31, 2014 were approximately 24% higher than the net bookings of \$7.3 million for the twelve months ended December 31, 2013. Net bookings is a measure of sales orders minus any cancellations or refunds in a given period. Management uses net bookings as a leading indicator of future revenue recognition as revenue is typically recognized within 90 days of booking. We experienced higher bookings as a result of new customers, larger IZEA managed campaigns and an increase in repeat clients. These bookings are expected to translate into higher revenue in 2015 as compared to 2014.

## Cost of Sales and Gross Profit

Our cost of sales is comprised primarily of amounts paid to our social media content creators for fulfilling an advertiser's sponsor request for a blog post, tweet, click or action.

Cost of sales for the twelve months ended December 31, 2014 increased by \$147,469, or 5.5%, compared to the same period in 2013. The increase in cost of sales was primarily related to the increase in our sales.

Gross profit for the twelve months ended December 31, 2014 increased by \$1,547,862, or 39.4%, compared to the same period in 2013. Additionally, our gross profit as a percentage of revenue increased by seven percentage points from 59% for the twelve months ended December 31, 2013 to 66% for the same period in 2014. The gross profit increase during the twelve months ended December 31, 2014 compared to 2013 was primarily attributable to an increase in larger advertisers using our managed campaign services, where we manage all aspects of their sponsored social advertising, as compared to smaller or self-service advertisers who manage their own campaigns using our platforms. Additionally, a larger portion of revenue was

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derived from service fees during the twelve months ended December 31, 2014, which have little or no cost associated with them.

While IZEAx will allow us to add new revenue streams in 2015, it will also create partnerships that have different economic models. White label partners will receive a percentage of each transaction, which will affect the gross profit margin on sponsorships over time. Additionally, the acquisition of Ebyline in January 2015 is also expected to result in lower near term gross margins as the margins on this business are currently significantly lower than our historical averages. As a result, we expect that our total revenue will increase but our margins will decrease.

## Operating Expenses

Operating expenses consist of general and administrative, and sales and marketing expenses. Total operating expenses for the twelve months ended December 31, 2014 increased by \$3,281,009, or 48.0%, compared to the same period in 2013. The increase was primarily attributable to an increase in the number of personnel and their related costs, rent increases and investor relations expenses, along with higher depreciation, travel and promotional marketing expenses for our new platform.

General and administrative expenses consist primarily of payroll, general operating costs, public company costs, facilities costs, insurance, depreciation, professional fees, and investor relations fees. General and administrative expenses for the twelve months ended December 31, 2014 increased by \$2,352,491, or 36.4%, compared to the same period in 2013. The increase was primarily attributable to an increase in personnel costs of approximately \$1,700,000 as a result of the increase in the number of our personnel by nearly 71% over the year and additional commissions paid to personnel for the increase in customer bookings. Increased personnel costs are expected to continue in 2015 due to the realization of an entire year of salaries, taxes and benefits for the 2014 new hires and planned increases in the total number of personnel. The increase in general and administrative expenses is also attributable to an increase in public company and investor relations expenses of approximately \$96,000 due to the retainer of several investor relation firms to help further promote our Company in the current year; a \$103,000 increase in software and subscription costs as a result of increased personnel and additional systems used to manage our growing business; a \$160,000 increase in travel costs related to the launch tour of our new platform and increase in outside personnel; a \$145,000 increase in depreciation and amortization expense as a result of the amortization of software development costs for IZEA Exchange (IZEAx); and a \$137,000 increase in rent for our new facilities.

Sales and marketing expenses consist primarily of costs to acquire and support sales and marketing efforts, promotional and advertising costs and trade show expenses. Sales and marketing expenses for the twelve months ended December 31, 2014 increased by \$928,518 or 243.8%, compared to the same period in 2013. The increase was primarily attributable to increased planned promotional expenses related to the launch of IZEAx and development of brand recognition through increased advertising for IZEA.

## Other Income (Expense)

Other income (expense) consists primarily of interest expense, a loss on exchange of warrants and debt and the change in the fair value of derivatives and notes payable carried at fair value.

Interest expense during the twelve months ended December 31, 2014 decreased by \$38,029 compared to the same period in 2013 primarily due to lower debt balances in 2014 after all debt was converted into equity in our 2013 Private Placement pursuant to the terms of our various then outstanding notes payable or by separate agreement.

During the twelve months ended December 31, 2013, we recognized a \$94,214 loss on exchange when we settled the payment of a \$75,000 note payable and accrued interest thereon through an exchange of shares of our common stock

and we redeemed certain warrants to purchase an aggregate of 4,546 shares of common stock for the same number of shares of our common stock without receiving any cash consideration for the exchange.

During the current periods and in prior periods, we entered into financing transactions that gave rise to derivative liabilities. These financial instruments are carried at fair value in our financial statements. Changes in the fair value of derivative financial instruments are required to be recorded in other income (expense) in the period of change. We recorded income of \$7,845,214 and \$514,704, resulting from the increase in the fair value of certain warrants during the twelve months ended December 31, 2014 and 2013, respectively. Additionally, we recorded a \$765,907 expense from the increase in fair value of certain notes payable and a \$644 expense from the increase in fair value of compound embedded derivatives during the twelve months ended December 31, 2013. The net effect of these changes in fair values resulted in income of \$7,845,214 and expense of \$251,847 during the twelve months ended December 31, 2014 and 2013, respectively. We have no control over the amount of change in the fair value of our derivative instruments as this is a factor based on fluctuating interest rates and

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stock prices and other market conditions outside of our control. We have 35,910,554 warrants that are required to be fair valued each period. When the price of our stock decreases, it causes the fair value of our warrant liability in our consolidated balance sheets to decrease causing substantial income from the change in fair value in our consolidated statement of operations. Alternatively, when the price of our stock increases, it causes the fair value of our warrant liability to increase causing a substantial loss from the change in fair value.

### Net Income (Loss)

Net income for the twelve months ended December 31, 2014 was \$3,184,064, which increased from a net loss of \$3,321,992 for the same period in 2013. The increase in net income was primarily the result of the increase in our gross profit margin and income recorded for the change in fair value of derivative financial instruments offset by increases in operating expenses as discussed above.

### Liquidity and Capital Resources

Our cash position was \$6,521,930 as of December 31, 2014 as compared to \$530,052 as of December 31, 2013, an increase of \$5,991,878 primarily as a result of proceeds received in our 2014 Private Placement described below. We have incurred significant net losses and negative cash flow from operations since our inception which has resulted in a total accumulated deficit of \$22,941,350 as of December 31, 2014.

Cash used for operating activities was \$4,213,674 during the twelve months ended December 31, 2014 and was primarily a result of our loss from operations during the period of \$4,646,203. Cash used for investing activities was \$777,709 during the twelve months ended December 31, 2014 due primarily to the capitalization of software development costs for IZEAx that launched in March 2014 and increases in computer equipment purchases. Cash provided by financing activities was \$10,983,261 during the twelve months ended December 31, 2014 and was primarily a result of net proceeds of \$10,933,998 from the sale of our common stock, as discussed below. Financing activities were reduced by loan costs and principal payments on our capital leases of \$63,537. In July 2014, 450,000 shares underlying our \$0.25 warrants issued in our 2013 Private Placement were exercised for total proceeds of \$112,500 and employee stock options were exercised into 1,250 shares of common stock for cash proceeds of \$300.

To date, we have financed our operations through internally generated revenue from operations and the sale of our equity securities.

On February 21, 2014, we completed a private placement pursuant to a Purchase Agreement dated as of February 12, 2014, for the issuance and sale of 34,285,728 shares of our common stock, at a purchase price of \$0.35 per share for gross proceeds of \$12,000,000. As part of the private placement, the investors received warrants to purchase up to 17,142,864 shares of our common stock at an exercise price of \$0.35 per share and warrants to purchase up to another 17,142,864 shares of our common stock at an exercise price of \$0.50 per share. The warrants expire on February 21, 2019, five years after the date on which they were issued. The net proceeds from the private placement, following the payment of offering-related expenses, are being used by us to focus on revenue growth through the acceleration of our sales and client relations activities and marketing initiatives, establishment of strategic partnerships and continuation of technology and engineering enhancements to our platforms, as well as to fund our working capital and capital expenditure requirements.

On January 30, 2015, we purchased all of the outstanding shares of capital stock of Ebyline, Inc. ("Ebyline"), pursuant to the terms of a Stock Purchase Agreement, dated as of January 27, 2015, by and among IZEA, Ebyline and the stockholders of Ebyline. The aggregate consideration payable by us will be an amount in the aggregate of up to \$8,850,000, including a cash payment at closing of \$1,200,000, a stock issuance six months after the closing valued at

\$250,000, up to an additional \$1,900,000 in two equal installments of \$950,000 on the first and second anniversaries of the closing (subject to proportional reduction in the event Ebyline's final 2014 revenue is below \$8,000,000), and up to \$5,500,000 in performance payments based on Ebyline meeting certain revenue targets for each of the three years ending December 31, 2015, 2016 and 2017. Both the \$1,900,000 in annual payments and the \$5,500,000 in performance payments may be made in cash or common stock, at our option. The performance payments will be made only if Ebyline achieves at least 90% of Content-Only Revenue, as defined in the agreement, of \$17,000,000 in 2015, \$27,000,000 in 2016 and \$32,000,000 in 2017. If Ebyline achieves at least 90% but less than 100% of the Content-Only Revenue targets, the performance payments owed of \$1,800,000, \$1,800,000 and \$1,900,000 for each of the three years ending December 31, 2015, 2016 and 2017, respectively, will be subject to adjustment.

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The effect of the above transactions has provided us with a positive working capital balance and sufficient cash reserves or equity available to cover expenses for the foreseeable future.

### Off-Balance Sheet Arrangements

We do not engage in any activities involving variable interest entities or off-balance sheet arrangements.

### Critical Accounting Policies and Use of Estimates

The preparation of the accompanying financial statements and related disclosures in conformity with U.S. GAAP requires us to make judgments, assumptions and estimates that affect the amounts reported in the accompanying financial statements and the accompanying notes. The preparation of these financial statements requires managements to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. When making these estimates and assumptions, we consider our historical experience, our knowledge of economic and market factors and various other factors that we believe to be reasonable under the circumstances. Actual results could differ from these estimates. The following critical accounting policies are significantly affected by judgments, assumptions and estimates used in the preparation of the financial statements.

Accounts receivable are customer obligations due under normal trade terms. Uncollectibility of accounts receivable is not significant since most customers are bound by contract and are required to fund us for all the costs of an "opportunity," defined as an order created by an advertiser for a creator to write about the advertiser's product. If a portion of the account balance is deemed uncollectible, we will either write-off the amount owed or provide a reserve based on the uncollectible portion of the account. Management determines the collectibility of accounts by regularly evaluating individual customer receivables and considering a customer's financial condition, credit history and current economic conditions. We do not have a reserve for doubtful accounts as of December 31, 2014. We believe that this estimate is reasonable, but there can be no assurance that the estimate will not change as a result of a change in economic conditions or business conditions within the industry, the individual customers or our company. Any adjustments to this account are reflected in the consolidated statements of operations as a general and administrative expense. Bad debt expense was less than 1% of revenue for the twelve months ended December 31, 2014 and 2013.

Throughout 2013 and the first quarter of 2014, we developed our new web-based advertising exchange platform, IZEAx. This platform will be utilized both internally and externally to facilitate native advertising campaigns on a greater scale. In accordance with ASC 350-40, Internal Use Software and ASC 985-730, Computer Software Research and Development, research phase costs should be expensed as incurred and development phase costs including direct materials and services, payroll and benefits and interest costs may be capitalized. As a result, we have capitalized \$568,875 in direct materials, payroll and benefit costs to software development costs in the consolidated balance sheet as of December 31, 2014. We estimate the useful life for IZEAx will be 5 years, consistent with the amount of time our legacy platforms were in-service, and are amortizing the software development costs over this period.

We derive revenue from three sources: revenue from an advertiser for the use of the our network of social media content creators to fulfill advertiser sponsor requests for a blog post, tweet, click or action ("Sponsored Revenue"), revenue from the posting of targeted display advertising ("Media Revenue") and revenue derived from various service fees charged to advertisers and creators ("Service Fee Revenue"). Sponsored revenue is recognized and considered earned after an advertiser's opportunity is posted on our online platform and their request is completed and content listed, as applicable, by our creators for a requisite period of time. The requisite period ranges from 3 days for an action or tweet to 30 days for a blog. Management fees related to Sponsored Revenue from advertising campaigns



managed by the Company are recognized equally over the term of the campaign which range from a few days to months. Media Revenue is recognized and considered earned when our creators place targeted display advertising in blogs. Service fees are recognized immediately when the maintenance, enhancement or other service is performed for an advertiser or creator. Service fees charged to advertisers are primarily related to inactivity fees for dormant accounts and fees for additional services outside of sponsored revenue. Service fees charged to creators include upgrade account fees for obtaining greater visibility to advertisers in advertiser searches in our platforms, early cash-out fees if a creator wishes to take proceeds earned for services from their account when the account balance is below certain minimum balance thresholds and inactivity fees for dormant accounts. Service fees are recognized immediately when the maintenance or enhancement service is performed for an advertiser or creator or at the time the account becomes dormant or is cashed out. Self-service advertisers must prepay for services by placing a deposit in their account with the Company. The deposits are typically paid by the advertiser via check, wire transfer or credit card. Advertisers who use Company personnel to manage their advertising campaigns may prepay for services or request credit terms. Deposits are

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recorded as unearned revenue until earned as described above. All of our revenue is generated through the rendering of services and is recognized under the general guidelines of SAB Topic 13 A.1 which states that revenue will be recognized when it is realized or realizable and earned. We consider our revenue as generally realized or realizable and earned once (i) persuasive evidence of an arrangement exists, (ii) services have been rendered, (iii) our price to the advertiser or customer is fixed (required to be paid at a set amount that is not subject to refund or adjustment) and determinable, and (iv) collectibility is reasonably assured. We record revenue on the gross amount earned since we generally are the primary obligor in the arrangement, establish the pricing and determine the service specifications. Stock-based compensation is measured at grant date, based on the fair value of the award, and is recognized as an expense over the employee's requisite service period. We estimate the fair value of each stock option as of the date of grant using the Black-Scholes pricing model. Options typically vest ratably over four years with one-fourth of options vesting one year from the date of grant and the remaining options vesting monthly, in equal increments over the remaining three-year period and generally have five or ten-year contract lives. We estimate the fair value of our common stock using the closing stock price of our common stock as quoted in the OTCQB marketplace on the date of the agreement. We estimate the volatility of our common stock at the date of grant based on the volatility of comparable peer companies that are publicly traded and have had a longer trading history than us. We determine the expected life based on historical experience with similar awards, giving consideration to the contractual terms, vesting schedules and post-vesting forfeitures. We use the risk-free interest rate on the implied yield currently available on U.S. Treasury issues with an equivalent remaining term approximately equal to the expected life of the award. We have never paid any cash dividends on our common stock and do not anticipate paying any cash dividends in the foreseeable future. We estimate forfeitures when recognizing compensation expense and this estimate of forfeitures is adjusted over the requisite service period based on the extent to which actual forfeitures differ, or are expected to differ, from such estimates. Changes in estimated forfeitures are recognized through a cumulative catch-up adjustment, which is recognized in the period of change. Changes also impact the amount of unamortized compensation expense to be recognized in future periods.

The following table shows the number of options granted under our May 2011 and August 2011 Equity Incentive Plans and the assumptions used to determine the fair value of those options during the quarterly periods in 2013 and 2014:

## 2011 Equity Incentive Plans - Options Granted

Period Ended	Total Options Granted	Weighted Average Fair Value of Common Stock	Weighted Average Expected Term	Weighted Average Volatility	Weighted Average Risk Free Interest Rate	Weighted Average Fair Value of Options Granted
March 31, 2013	2,170,834	\$0.25	10 years	52.72%	1.91%	\$0.16
June 30, 2013	975,250	\$0.25	6 years	51.84%	0.91%	\$0.12
September 30, 2013	4,493,978	\$0.35	10 years	51.72%	2.74%	\$0.24
December 31, 2013	980,000	\$0.34	5 years	47.55%	1.37%	\$0.14
March 31, 2014	330,000	\$0.48	5 years	43.32%	1.60%	\$0.19
June 30, 2014	1,066,680	\$0.46	5 years	41.38%	1.66%	\$0.18
September 30, 2014	1,992,151	\$0.38	5 years	40.38%	1.74%	\$0.14
December 31, 2014	970,000	\$0.26	9 years	46.76%	2.14%	\$0.15

There were 11,913,774 total options outstanding with a weighted average exercise price of \$0.46 per share and 4,471,936 exercisable options outstanding with a weighted average exercise price of \$0.58 per share as of December 31, 2014. There is no aggregate intrinsic value on the exercisable, outstanding options as of December 31, 2014 since the weighted average exercise price per share exceeded the market price of \$0.28 of our common stock on such date.

We account for derivative instruments in accordance with ASC 815, Derivatives and Hedging , which requires additional disclosures about the our objectives and strategies for using derivative instruments, how the derivative instruments and related hedged items are accounted for, and how the derivative instruments and related hedging items affect the financial statements. We do not use derivative instruments to hedge exposures to cash flow, market or foreign currency risk. Terms of convertible debt and equity instruments are reviewed to determine whether or not they contain embedded derivative instruments that are required under ASC 815 to be accounted for separately from the host contract, and recorded on the balance sheet at fair value. The fair value of derivative liabilities, if any, is required to be revalued at each reporting date, with corresponding changes in fair value recorded in current period operating results. Pursuant to ASC 815, an evaluation of

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specifically identified conditions is made to determine whether the fair value of warrants issued is required to be classified as equity or as a derivative liability.

We record a beneficial conversion feature ("BCF") related to the issuance of convertible debt and equity instruments that have conversion features at fixed rates that are in-the-money when issued, and the fair value of warrants issued in connection with those instruments. The BCF for the convertible instruments is recognized and measured by allocating a portion of the proceeds to warrants, based on their relative fair value, and as a reduction to the carrying amount of the convertible instrument equal to the intrinsic value of the conversion feature. The discounts recorded in connection with the BCF and warrant valuation are recognized (a) for convertible debt as interest expense over the term of the debt, using the effective interest method or (b) for preferred stock as dividends at the time the stock first becomes convertible.

## Recent Accounting Pronouncements

There are new accounting pronouncements issued by the Financial Accounting Standards Board ("FASB") which are not yet effective. Management does not believe any of these accounting pronouncements will have a material impact on our financial position or operating results.

In May 2014, the FASB issued Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers (ASU 2014-09), which supersedes nearly all existing revenue recognition guidance under U.S. GAAP. The core principle of ASU 2014-09 is to recognize revenues when promised goods or services are transferred to customers in an amount that reflects the consideration to which an entity expects to be entitled for those goods or services. ASU 2014-09 defines a five step process to achieve this core principle and, in doing so, more judgment and estimates may be required within the revenue recognition process than are required under existing U.S. GAAP.

The standard is effective for annual periods beginning after December 15, 2016, and interim periods therein, using either of the following transition methods: (i) a full retrospective approach reflecting the application of the standard in each prior reporting period with the option to elect certain practical expedients, or (ii) a retrospective approach with the cumulative effect of initially adopting ASU 2014-09 recognized at the date of adoption (which includes additional footnote disclosures). We are currently evaluating the impact of the adoption of ASU 2014-09 on our consolidated financial statements and have not yet determined the method by which we will adopt the standard in 2017.

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### BUSINESS

#### Overview

IZEA, Inc. is a leading company in the social sponsorship space. We operate an online marketplace that connects brands with creators at IZEA.com as well as other white label marketplaces. IZEA.com and all white label sites are powered by the IZEA Exchange (“IZEAx”), a platform that handles content workflow, creator search and targeting, bidding, analytics and payment processing. Prior to the launch of IZEAx, we had independent technology platforms including PayPerPost.com, SocialSpark.com and SponsoredTweets.com, which have been shuttered throughout 2014 and replaced with the IZEAx system.

Social sponsorship is when a company compensates a social media publisher or influencer such as a blogger or tweeter (“creators”) to share sponsored content with their social network audience. This sponsored content is shared within the body of a content stream, a practice also referred to as “native advertising” and “sponsored content.” We generate our revenue primarily through the sale of sponsorship campaigns to our advertisers. We fulfill these campaigns through our platforms by utilizing our creators to complete sponsorship opportunities for our advertisers. We also generate revenue from the posting of targeted display advertising and from various service fees.

IZEAx takes the existing concepts of product placement and endorsements commonly found in movies, television and radio and apply them to the social web. We democratize the sponsorship process, allowing everyone from college students and stay at home moms to celebrities the opportunity to monetize their content, creativity and influence in social media.

We believe that we pioneered the concept of a marketplace for sponsorships on the social web in 2006 with the launch of our first platform, PayPerPost, and have focused on scaling our offerings ever since. We compensate bloggers, tweeters and other types of social media content creators to share information about companies, products, websites and events within their social media content streams. Advertisers benefit from buzz, traffic, awareness and sales, and creators earn cash compensation in exchange for their posts.

#### Our Platforms

IZEA.com and The IZEA Exchange. On March 10, 2014, we launched a public beta of IZEA.com powered by The IZEA Exchange (IZEAx). IZEAx is designed to provide a unified ecosystem that enables the creation of multiple types of content including blog posts, status updates, videos and photos through a wide variety of social channels including blogs, Twitter, Facebook, Instagram and Tumblr, among others. The system is available as a public beta to our customers and partners via a self-serve portal, as a managed service or in white-label fashion. IZEAx is engineered from the ground-up to replace all of our previous platforms with an integrated offering that is improved and more efficient for the company to operate. Our intention is to focus all of our engineering resources on the IZEAx platform for the foreseeable future. We completed the sunset of our previous platforms in November 2014 and currently use IZEAx as the only automated system for managing social sponsorships.

IZEAx replaces our legacy systems below which previously served as our core revenue generators:

SocialSpark was our premier blog marketing platform. Through SocialSpark, we provide targeting and detailed analytics to advertisers. The site allowed advertisers to develop large lists of high-quality blogs based on various criteria, such as relevancy, traffic and demographic data. The platform also enabled advertisers to create targeted, large-scale social media campaigns with the click of a button and to observe campaign results in real time.

SponsoredTweets was an online marketplace that allows consumers to connect directly with advertisers to engage in sponsored conversations through Twitter. Marketers paid for Twitter advertising campaigns on either a cost per tweet (CPT) or cost per click (CPC) basis. SponsoredTweets allowed advertisers to hand-pick individual tweeters, including celebrities, to participate in Twitter advertising campaigns.

These legacy platforms remain active domains, however the technology powering these sites is now IZEAx. The user bases from these platforms have been merged into IZEAx and all new signups and transactions are managed through the IZEAx platform.

#### Our Advertisers and Creators

IZEAx and all of our previous platforms were designed to streamline the process of social sponsorship. We utilize our proprietary technology to create efficiencies and economies of scale for both advertisers and creators. Each platform provides

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advertisers with access to a large network of creators along with complete workflow management, content control, payment processing, performance tracking and integrated Federal Trade Commission (FTC) legal compliance. In particular, the integrated FTC compliance framework requires creators to provide disclosure to their followers with respect to the sponsored nature of the content and allows advertisers to review the content for FTC compliance. If the advertiser chooses, sponsorships can be managed end-to-end without the need for interaction with one of our team members through a self-service interface.

In addition to our self-service platforms, we also offer turnkey account management services to manage advertising campaigns on behalf of the customer. This includes working with advertisers to optimize the opportunity that is presented to creators, providing clear instructions on what is required to fill the advertiser's opportunity, identifying and sourcing the creators that are the best fit for the opportunity, managing the offer and acceptance process with the creators, verifying that the creators' content, once submitted, meets the requirements of the opportunity and managing the overall campaign to meet the goals of the advertiser. Account managers also provide clients with progress updates on their campaign that include campaign metrics and all postings created throughout the campaign. Additionally, they assemble comprehensive campaign recaps at the conclusion of the campaign and work with the advertisers on plans for follow-up strategies after the initial campaign has ended.

In all platforms, advertisers, or our account management staff acting on the advertisers' behalf as part of the account management services we offer, have the ability to review the creators' content to verify whether or not it conforms to the requirements of the advertising opportunity. Our platforms provide for the ability to review creators' content prior to publishing, and all the other platforms provide for a review after the content is published. If the content does not conform, the creator is requested to make any necessary adjustments. If the creator refuses, the advertising opportunity is deemed to have been withdrawn. Neither the advertiser nor our account management staff modifies creators' content without the creators' involvement and consent.

The value proposition we offer to both advertisers and social media content creators strengthens our position as a trusted partner and allows us to derive revenue from both customer bases. As more brand advertisers utilize our marketplaces, we increase the breadth and depth of monetization opportunities for creators, attracting more creators and further enhancing value for our advertisers.

As of December 31, 2014, we have more than 243,000 registered users in IZEAx. The approximate aggregate reach of those Creators is 2.3 billion, which represents the total number non-unique fans and followers of IZEAx users.

Creators registered in our system include bloggers, leading social influencers and A-list celebrities.

Our total number of registered creators may be higher than the number of our actual individual creators because some creators have multiple registrations, other creators may have died or become incapacitated and others may have registered under fictitious names. This aggregate reach number includes current and naturally expired O-Auth connections, but does not include manual disconnects. We define naturally expired O-Auth connections as a social media user authentication that has timed out for any number of reasons. Our creators currently publish sponsored content to blogs and Twitter and reach other existing platforms such as Facebook, Pinterest, Tumblr, LinkedIn, Google and Bing through syndication or sharing of that content.

We are currently limited in our ability to service the needs of all advertisers and creators. We have a large number of advertisers and creators that we cannot currently match for sponsorship opportunities. We believe that IZEAx should significantly impact our ability to more efficiently match marketplace participants by providing access to more social media channels and by offering a larger inventory of quality advertisers and quality creators through our partners. Additionally, our creators will have an ability to make offers to our advertisers through our new two-way bidding process.

To date, we have completed over 3.5 million social sponsorship transactions for customers ranging from small local businesses to Fortune 500 companies. We consider each individual sponsored blog post, tweet or other status update as an individual transaction so long as the creator of that content is being compensated for such post, tweet or other status update.

We derive the majority of our revenue from advertisers for the use of our network of social media content creators to fulfill advertiser sponsor requests for a blog post, tweet, click or action (sponsored revenue). We derive the remaining

portion of our revenue from the posting of targeted display advertising (media revenue) and from various service fees charged to advertisers and creators for services, maintenance and enhancement of their accounts (service fee revenue).

#### Industry Background and Trends

Despite the inherently conversational nature of social media marketing as part of the larger digital marketing landscape, many brand budgets are currently allocated towards traditional display advertising, including banner ads and text



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links on social sites. While most advertisers understand the value of word of mouth marketing, peer recommendations and product reviews, few understand how to efficiently engage social media content creators appropriately for these purposes. Those who effectively attempt an approach are quickly limited by the amount of effort required to adequately manage and measure a truly integrated campaign.

The social sponsorship space has been limited primarily by the current inefficiencies of the market. The social media advertiser universe is large and highly fragmented among topic, quality and platform. Brands have been forced to utilize a variety of highly inefficient sources and processes to navigate the complicated landscape of sponsorship, often resulting in low returns on their time investment or worse-yet, questionable results. We believe this is largely due to advertisers and creators lacking an efficient way to identify and engage each other in the marketplace.

At the same time, social media content creators that would like to monetize their community are faced with significant challenges in making advertisers aware of their blog, twitter or Facebook profile and finding quality advertisers who are motivated to sponsor them. In addition, those creators with smaller networks simply lack the individual influence and audience needed to warrant the processing of a micro-transaction. In many cases, it costs an advertiser more money to issue a check to a small creator than the value of the sponsorship payment itself.

Further complicating the sponsorship process for both parties are FTC regulations around social media endorsements, IRS tax reporting generally applicable to anyone receiving income for services, and the associated campaign tracking required to provide compliance. While many advertisers would prefer to be “part of the conversation,” we believe the complexity and cost of individual sponsorship often deters them from doing so.

We believe that the current state of social sponsorship represents a significant opportunity for us. We address these common problems with targeted, scalable marketplaces that aggregate social media content creators and advertisers. In doing so, we offer an efficient, innovative way for creators and advertisers of all sizes to find each other and complete a sponsorship transaction.

Since our inception in 2006, we have worked diligently to establish and leverage key strengths in our business model, including:

**A culture of innovation and creativity.** We believe the only way to survive and thrive in our rapidly changing world is to change ahead of it. We are in a state of constant evolution and re-invention; this is “The IZEA Way.” We have created a culture committed to innovation and creativity that challenges convention and breaks new ground. IZEA team members are protective and proud of our culture by applying its “humble, yet hungry” attitude to all facets of our business. Our people and their innovations ultimately provide us with our largest competitive advantage.

**First-mover advantage with a highly disruptive business model.** We believe that by pioneering the social sponsorship space and investing heavily in innovation and marketing, we were first to develop positive rapport among creators and brand marketers alike. This loyalty has resulted in consistent growth of underlying revenue and gross profit margin, as well as increasing levels of repeat business.

**Powerful network effect.** As more brand marketers contribute opportunities into our marketplaces, we believe we will increase the breadth and depth of the monetization value offered to our creators, attracting more creators to enroll into our platforms and thereby enhancing the value of our platforms to future brand advertisers. Our platforms have referral programs designed to further enhance the network effect for each creator who signs up. Directly trackable creator referrals are new creator signups that we receive as the result of a current creator sharing a unique tracking link to our platform. The link allows us to determine how a new creator learned about our platform. We paid referral fees to creators approximating \$56,000 and \$52,000 in the years ended December 31, 2013 and 2014 respectively. These programs amplify our marketing dollars and decrease the investment required to attract new creators.

**Scalable and leverageable operations.** Our unique business model allows revenue to be derived in a variety of ways, all of which rely on our marketplace as a hub. We intend to introduce multiple new product offerings within IZEAx without substantially increasing our operations and support expense.

**Experienced management team, board of directors and strategic advisors.** Our management team includes not only a highly experienced team of entrepreneurs and executives from the digital media, technology and entertainment industries, but also outstanding strategic advisory board members who are experts in social media and integrated marketing campaigns. See “Management” for details.



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### Our Growth Strategy

After eight years of working in and developing the social sponsorship category, we believe our business model is market-tested and ready for growth. Our development efforts have included assembling a diverse and experienced senior management team and advisory board, launching and optimizing our proprietary marketplaces, developing a cross-platform sales force and refining our message to the market. Key elements of our strategy to accelerate revenue growth and continue product development include:

**Bolster our client development team.** We expect the growth of our client development team to be the primary driver of near-term revenues. For the past year, we have been developing a comprehensive on-boarding and on-going education curriculum that has led to record bookings in 2014. We intend to add additional client development personnel who receive a commission for meeting sales targets to more effectively service clients throughout North America and Canada. The majority of these team members will be located in our headquarters in Winter Park, Florida and will conduct sales activities through phone, email and videoconferencing.

**Develop strategic partnerships.** We intend to develop additional strategic partnerships and reseller agreements with companies that can provide additional growth in our base of creators and advertisers. IZEAx is designed to be easily “white labeled,” allowing partners to operate their own “node” on the exchange. IZEAx is also designed to be resold by partners that do not require a custom-branded solution. As of December 31, 2014, we have signed 27 partners, including CBS, Meredith and Bent Pixels.

**Continue emphasis on product innovation.** We will continue to recruit additional engineering and product innovation team members to enhance IZEAx to develop new technology ideas within this platform that complement our mission as a company.

**Seek complementary acquisitions.** We continually seek to identify and acquire companies, technologies and assets to add to our portfolio of software services that will drive additional near and long-term revenue. In July 2011, we acquired Germany’s Magpie Twitter advertising network that included approximately 12,000 advertisers and 20,000 Twitter creators in 143 countries. In December 2012, we acquired FeaturedUsers, one of the first advertising networks specifically designed to help Twitter users grow their followers. In January 2015, we acquired Ebyline, Inc., an online marketplace that provides access a network of over 12,000 content creators ranging from writers to illustrators in 73 countries.

### Customers

As of December 31, 2014, we have more than 243,000 registered users in IZEAx. The approximate aggregate reach of those Creators is 2.3 billion, which represents the total number non-unique fans and followers of IZEAx users.

Creators registered in our system include bloggers, leading social influencers and A-list celebrities.

Our total number of registered creators may be higher than the number of our actual individual creators because some creators have multiple registrations, other creators may have died or become incapacitated and others may have registered under fictitious names. This aggregate reach number includes current and naturally expired O-Auth connections, but does not include manual disconnects. We define naturally expired O-Auth connections as a social media user authentication that has timed out for any number of reasons. Our creators currently publish sponsored content to blogs and Twitter and reach other existing platforms such as Facebook, Pinterest, Tumblr, LinkedIn, Google and Bing through syndication or sharing of that content.

In the case of our managed advertisers, we typically enter into a master agreement, which incorporates the online terms of service of the specified IZEA website, with each of our advertiser customers. Under the master agreement, the advertiser may submit one or more insertion orders pursuant to which such advertiser provides advertising submissions relating to its website, product or service for posting through the specified IZEA website or service. The master agreement is terminable by us or our customers upon 30 days prior written notice or immediately if a material breach has occurred and is not promptly cured. Each party indemnifies the other with regard to various representations made by such party, including the advertiser's representations that its content does not violate any law, or infringe any intellectual property right of another, is not false or deceptive, or defamatory or libelous, and is free of viruses and other computer programming that could damage any system data or personal information, and that it is not engaging

in spamming. Fees under the master agreement are typically payable within 30 days after the date of our invoice in accordance with the terms agreed to in the applicable insertion order. The master agreement additionally provides for standard service disclaimers and limitations of liability for our benefit, as well as a reciprocal confidentiality provision. We also enter into browsewrap and clickwrap agreements with “self-service”

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advertisers who agree to the terms of service available on the applicable online platform. These self-service advertisers do not separately enter into a master agreement with us.

We provide services to advertising customers in multiple industry segments, including consumer products, retail/eTail, technology and travel. Our customers are predominantly located in the United States followed by India, the United Kingdom, Canada, and over 175 other countries. Our business serves advertising and public relations agencies, as well as brands and businesses directly. In many cases, social media marketing dollars flow through the advertising or public relations agency, even when we have a direct relationship with the brand.

Below is a list of our customers who exceeded 5% of our revenue for the years ended December 31, 2014 and 2013:

Customer	2013	2014		
Triad Retail Media	12	% 10		%
Starcom Worldwide	7	% —		%

### Sales and Marketing

We primarily sell social sponsorship campaigns through our sales team, our self-service platforms and, to a lesser extent, by utilizing distribution relationships such as resellers, affiliates and white label partners. We target regional, national and global brands and advertising agencies in the following ways:

**Self-Service Platforms.** IZEAx, as well as each of our legacy platforms, were developed as a self-service marketplace to enable advertisers and agencies of all sizes to independently access our network of social media content creators and implement their own social sponsorship campaigns. Self-service customers extend our global reach and increase deal flow.

**Client Development Team.** We have a client development team each of whom is assigned a geographic region or specific brands, primarily within the United States. The team members are responsible for identifying and managing sales opportunities in their respective target areas.

**Resellers and White Label Partners.** We have 27 independent resellers and distribution partners who are responsible for selling one or more of our platforms under an independent contractor relationship. We maintain two types of reseller relationships: resellers and white label partners. Resellers focus their efforts on selling a variety of brands throughout the United States. White label partners are complementary relationships that add additional advertisers and creators to our network. We intend to increase our number of resellers and white label partners under the IZEAx technology platform.

**Affiliates.** IZEAx, as well as each of our legacy platforms, contain self-service affiliate programs designed to compensate social media content creators for referring other creators to join these platforms. In these programs, we incur the cost to pay a referral fee to the referrer equal to 5%-15% of the referee's earnings for up to a two-year period. To date, this has proven to be an efficient method of attracting new social media content creators into our creator network.

**Industry Acumen.** Our team possesses a strong marketing background. We focus our corporate marketing efforts on increasing brand awareness, communicating each of our platform advantages, generating qualified leads for our sales team and growing our social media creator network. Our corporate marketing plan is designed to continually elevate awareness of our brand and generate demand for social sponsorship. We rely on a number of channels in this area, including tradeshows, third party social media platforms (e.g., Facebook and Twitter), IZEA-hosted community events, paid searches, public relations and our corporate websites.

Revenue Model

We derive the majority of our revenue from advertisers for the use of our network of social media content creators to fulfill advertiser sponsor requests for a blog post, tweet, click or action (sponsored revenue). We derive the remaining portion of our revenue from the posting of targeted display advertising (media revenue) and from various service fees charged to advertisers and creators for services, maintenance and enhancement of their accounts (service fee revenue).

We earn sponsored revenue either on a per blog post, tweet, click or action basis from opportunities created by advertisers using our platforms or on an advertising campaign basis where we manage the entire campaign for our customers, often using multiple platforms to accomplish a full social media campaign. Advertisers can utilize a single platform to fill a specific need or combine platforms with each other to execute an integrated social media campaign. IZEAx, as well as each of

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our now sunsetted legacy platforms, can be activated and used in a self-service fashion or with the assistance of our account management team.

Advertisers may prepay for services by placing a deposit in their account with us. The deposits are typically paid by the advertiser through the use of checks, wire transfers or credit cards. Deposits are recorded as unearned revenue until earned as described below. Typically, for each dollar an advertiser spends with us for sponsored services, approximately 50% of it goes to our social media content creators. Celebrity creators typically retain a higher percentage of each transaction due to the higher base price associated with these sponsorships.

The fulfillment of an advertiser opportunity is considered successful and earned after the requested blog post, click or action is approved or verified (either by the advertiser, our platforms automatically or by an account management team member, if we are managing the advertiser account) and listed for the requisite period of time, as applicable. The requisite period ranges from 3 days for a tweet to 30 days for a blog. Revenue is only recorded upon successful completion of these actions. If the action was not successful, the advertiser's account would not be charged and no revenue would be recorded. Management fees related to Sponsored Revenue from advertising campaigns managed by us are recognized ratably over the term of the campaign which may range from a few days to months. Sponsored revenue accounted for 88% and 88% of our total revenue in each of the years ended December 31, 2013 and 2014, respectively.

Media revenue occurs when a creator posts targeted display advertising next to sponsored blog content using IZEAMedia, our display advertising solution. Revenue for ad placement is received from the advertiser when the creator places the ad within their blog. Targeted display advertising is the ability to segment audiences individually by demographic, behavioral, contextual, or geographic means to display the most relevant advertisement to the segment. This display advertising is designed to complement a social sponsorship campaign within our platforms. IZEAMedia revenue accounted for 5% and 4% of our total revenue in the years ended December 31, 2013 and 2014, respectively. Moving forward, we believe this will continue to decline, as it is not the core focus of our business.

Service fees charged to advertisers are primarily related to inactivity fees for dormant accounts and fees for additional services outside of sponsored revenue. Service fees charged to creators include upgrade account fees for obtaining greater visibility to advertisers in advertiser searches in our platforms, early cash-out fees if a creator wishes to take proceeds earned for services from their account when the account balance is below certain minimum balance thresholds and inactivity fees for dormant accounts. We set certain minimum cash-out balance thresholds, typically \$50, to encourage creators to help us better manage the time, Paypal fees and administrative costs that are associated with each cash-out by creators. Once a creator's account balance exceeds the minimum balance, they can request to be paid without incurring a fee. Service fee revenue accounted for 7% and 8% of our total revenue in the years ended December 31, 2013 and 2014, respectively.

As IZEAx continues to gain adoption from our advertisers, creators and partners in future periods, we anticipate additional forms of revenue streams including subscription fees, listing fees, licensing fees and sponsored search fees as a result of new functionality built into the platform. Additionally, we will begin reporting revenue from content sales after January 2015 as a result of our acquisition of Ebyline.

We were able to achieve gross margins on all our products of approximately 59% and 66% for the years ended December 31, 2013 and 2014, respectively. As part of our commitment to increasing shareholder value, we are constantly seeking methods to further increase margins by implementing technology advancements, rebalancing our revenue mix to focus on new releases and entering new high-margin social media markets. While IZEAx will add new revenue streams, it will also create partnerships that have different economic models. White label partners will receive a percentage of each transaction, which will affect the gross profit margin on sponsorships over time. Additionally, the acquisition of Ebyline in January 2015 is also expected to result in lower near term gross margins as the margins on this business are currently significantly lower than our historical averages. As a result, we expect that our total

revenue will increase but our margins will decrease. This is an intentional dynamic that we seek to offset with the benefit of increased deal-flow through IZEAx and content sales through our acquisition of Ebyline.

### Technology

IZEAx spans multiple social networks, blogs and YouTube. We aggregate our social media content creators in IZEAx which allows us to create scale and targeting for our advertisers. We provide the ability to target our creators based on a variety of software rules and filters. We provide self-service platforms that service all business types and sizes. Unlike traditional public relations, advertisers only pay for completed posts. We provide trackable results by automatically embedding tracking links and pixels, as well as support, for third-party tracking (such as DART). We also provide dashboards for real-time



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reporting, providing immediate feedback. We have the ability to seed thousands of conversations and create rich content including photos and videos.

### Privacy and Security

We are committed to protecting the privacy, reputations and dignity of our advertisers and creators. Accordingly, we have invested heavily in many areas to prevent the misuse of information that we collect. We do not misuse personally identifiable information that we collect and we use reasonable and suitable physical, electronic and managerial safeguards to protect such informations.

### Product Development

Our product development team is responsible for platform and infrastructure development, application development, user interface and application design, enterprise connectivity, Internet applications and design, quality assurance, documentation and release management. One of our core strengths is our knowledge of and experience in launching and operating scalable social media marketplaces. Our product development expenses, consisting primarily of salaries paid to development personnel and included in general and administrative expenses, were approximately \$503,000 and \$964,000 for the years ended December 31, 2013 and 2014, respectively. We also incurred and capitalized in our balance sheet an additional \$362,346 and \$206,529 during the years ended December 31, 2013 and 2014, respectively, representing development costs from the date technological feasibility for IZEAx was established through the date it was launched.

Our team believes that constant innovation is the only way to achieve long-term growth. As a result, we encourage our engineering team members to continuously develop new platforms and technologies to bring to market. Some of these platforms succeed. Others fail to deliver the results required to warrant ongoing support and development. Much like Google and other successful technology companies, we invest heavily in the platforms that prove themselves, and regularly shutdown the initiatives that fail to deliver value for the organization. We intend to continue to invest in the creation of new technology platforms that complement our core offerings.

### Competition

We face competition from multiple companies in the social sponsorship industry. Direct and indirect competitors in the social sponsorship space include Facebook, Glam Media, Federated Media, BlogHer, Adly, TapInfluence and Collective Bias. In addition, there are a number of agencies, public relations firms and niche consultancies that provide social media programs and conduct manual influencer outreach programs.

Competition for advertising placements among current and future suppliers of Internet navigational and informational services, high traffic websites and social sponsorship providers, as well as competition with other media for native advertising placements, could result in significant price competition, declining margins and reductions in advertising revenue. In addition, as we continue our efforts to expand the scope of our services with IZEAx, we may compete with a greater number of other companies across an increasing range of different services, including in vertical markets where competitors may have advantages in expertise, brand recognition and other areas. If existing or future competitors develop or offer products or services that provide significant performance, price, creative or other advantages over those offered by us, our business, prospects, results of operations and financial condition could be negatively affected.

We also compete with traditional advertising media such as direct mail, television, radio, cable and print for a share of advertisers' total advertising budgets. Many current and potential competitors enjoy competitive advantages over us, such as longer operating histories, greater name recognition, larger customer bases, greater access to advertising space

on high-traffic websites, and significantly greater financial, technical, sales and marketing resources.

#### Proprietary Rights

Proprietary rights are important to our success and our competitive position. To protect our proprietary rights, we rely on trademark, copyright, patent and trade secret laws, confidentiality procedures and contractual provisions.

We currently own 28 trademark registrations and applications. We have successfully registered 17 trademarks to date with the U.S. Patent and Trademark Office (USPTO), including “Blogger’s Choice Awards,” “Champion the Creators,” “FanAds,” “Get Everyone Talking,” “InPostLinks,” “IZEA,” “IZEA Exchange,” “IZEAx,” “Native Ad Exchange,” “PayPerPost,” “Postie,” “SocialSpark,” “Sponsorship Marketplace,” “Staree,” and “We Reward (Design).” Further, we recently acquired registrations for “Virtual Newsroom” and “Ebyline.” In addition to these registered marks, we currently have 11

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trademark applications pending in the United States, with the intention of filing additional applications in both the U.S. and foreign countries where we have a bona fide commercial interest.

The pending applications which have been successfully prosecuted, not challenged by any third-parties, and allowed for registration by the USPTO in due course are “Influence Rank,” “Influence Upfront,” “InRank,” “Selective Syndication,” “SoundAmp,” and “Sponsored Music.” The remaining five pending applications, namely, “Creators Choice Awards,” “Social Media Rank,” “Sponsored Social,” “The Content MarketPlace,” and “The Creator MarketPlace,” were recently filed in early 2015 and have yet to be examined. Even if these applications are approved by the USPTO, there can be no assurance that we will be successful in obtaining the registrations since any third-party with a concern will have an opportunity to challenge the applications during the 30 day opposition period prescribed by the USPTO. If a third party is successful in its challenge, use of the marks will be restricted unless we enter into arrangements with the opposing party that may be unavailable on commercially reasonable terms.

We also own more than 450 domain names related to the various aspects of IZEA’s products and services.

We also actively protect our intellectual property rights through the prosecution of patent applications covering the important features of our IZEA Exchange platform and the other innovations we continue to pioneer. We have five pending non-provisional patent applications covering various methods, systems, and computer programs related to, among other things: two-way bidding associated with an advertisement opportunity; an online marketplace for the creation and modification of content; and an online marketplace for posting and search of content associated with geositional information.

We cannot provide any assurance that our proprietary rights with respect to our products or services will be viable or have value in the future since the validity, enforceability and type of protection of proprietary rights in Internet-related industries are uncertain and still evolving.

Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy aspects of our products or to obtain and use information that we regard as proprietary. Policing unauthorized use of our products is difficult, and while we are unable to determine the extent to which piracy of our software products exists, software piracy can be expected to be a persistent problem. In addition, the laws of some foreign countries do not protect proprietary rights to as great an extent as do the laws of the United States, and effective copyright, trademark, trade secret and patent protection may not be available in those jurisdictions. Our means of protecting our proprietary rights may not be adequate to protect us from the infringement or misappropriation of such rights by others.

Further, in recent years, there has been significant litigation in the United States involving patents and other intellectual property rights, particularly in the software and Internet-related industries. We can and have been subject to intellectual property infringement claims as the number of our competitors grows and our products and services overlap with competitive offerings. These claims, even if not meritorious, could be expensive to defend and could divert management's attention from operating our company. If we become liable to third parties for infringing their intellectual property rights, we could be required to pay a substantial award of damages and to develop non-infringing technology, obtain a license or cease selling the products that contain the infringing intellectual property. We may be unable to develop non-infringing technology or obtain a license on commercially reasonable terms, if at all. See “Legal Proceedings” below for information on our current lawsuit in this regard.

## Government Regulation

We are subject to a number of foreign and domestic laws and regulations that affect companies conducting business on the Internet, many of which are still evolving and could be interpreted in ways that could harm our business. In the United States and abroad, laws relating to the liability of providers of online services for activities of their users and other third parties are currently being tested by a number of claims. These regulations and laws may involve taxation, tariffs, creator privacy, data protection, content, copyrights, distribution, electronic contracts and other

communications, consumer protection, the provision of online payment services and the characteristics and quality of services. It is not entirely clear how existing laws which govern issues such as property ownership, taxation, export or import matters and personal privacy apply to the Internet, as the vast majority of these laws were adopted prior to the advent of the Internet and do not contemplate or address the unique issues raised by the Internet or e-commerce. In addition, it is possible that governments of one or more countries may seek to censor content available on our platforms or may even attempt to completely block access to our platforms. Accordingly, adverse legal or regulatory developments could substantially harm our business.

Many states have passed laws requiring notification to subscribers when there is a security breach of personally identifiable data. There are also a number of legislative proposals pending before the U.S. Congress, various state legislative

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bodies and foreign governments concerning data protection. In addition, data protection laws in Europe and other jurisdictions outside the United States can be more restrictive than those within the United States, and the interpretation and application of these laws are still uncertain and in flux. It is possible that these laws may be interpreted and applied in a manner that is inconsistent with our data practices. If so, in addition to the possibility of fines, this could result in an order requiring that we change and/or abandon certain of our then-existing data practices, which could have an adverse effect on our business. Furthermore, the Digital Millennium Copyright Act has provisions that limit, but do not necessarily eliminate, our liability for linking to third-party websites that contain materials which infringe copyrights or other intellectual property rights of third parties, so long as we comply with the statutory requirements of this act. Complying with these various laws could cause us to incur substantial costs or require us to change our business practices in a manner adverse to our business.

We, and the advertisers and creators that use our platforms, are subject to Federal Trade Commission ("FTC") and various state rules and regulations on advertising and marketing on the Internet, including the FTC's Dot Com Disclosures - Information about Online Advertising and its Guides Concerning the Use of Endorsements and Testimonials in Advertising (known as the Guides) that were updated and reissued by the FTC in 2013. Each of the foregoing are sub-categories that have been taken up by the FTC under the FTC Act to prevent "unfair or deceptive acts and practices" within advertising. These new Guides, for example, significantly extend the scope of potential liability associated with the use of testimonials and endorsements, including injecting endorsement requirements into new advertising methods such as blogging. In particular, the Guides provide that bloggers must always disclose the consideration they receive for blogging about a particular product, service, brand or the like, whether the consideration comprises something tangible (i.e., cash, objects that are provided to them at no cost, even for testing purposes) or intangible such as accolades and more prominent future blogging opportunities. In the event a creator, blogger or advertiser should fail to comply with the Dot Com Disclosures, the Guides or any other FTC rule, regulation or policy, which may be manifest by making deceptive, misleading or unsubstantiated claims and representations, failing to disclose a sponsorship relationship or otherwise, then various parties related to the advertising campaign (including the service provider of the platform over which the campaign is managed) may be subject to liability as a result of such non-compliance. The Guides further provide that in order to limit its potential liability, the advertiser should ensure that its bloggers are provided guidance and training needed to ensure their claims, statements and representations are truthful, transparent and properly substantiated. Our failure to comply with both FTC and state advertising rules may result in the potential imposition of penalties that could include monetary damages and an order to cease our operations.

In certain cases, we are retained by advertisers to manage their advertising campaigns through our platforms, thereby increasing our exposure as not only the service provider but also the medium through which advertisements are broadcast. More generally, if there is negative consumer perception and mistrust of the practice of undisclosed compensation to creators to endorse the advertisers' specific products, then this could result in a reduction by advertisers in the use of social media marketing platforms like ours as a means for advertising which could have a material adverse effect on our business and financial results.

We comply with the 1995 European Union Data Protection Directive with regard to data we collect from users located in the European Union. We do not transfer data collected from users located in the European Union outside of the European Union without first obtaining their express consent. We are currently monitoring potential changes to the 1995 European Union Data Protection Directive to ensure that we are compliant with relevant requirements when and to the extent they are implemented.

As a governing member of a leading marketing and advertising industry association, the Word of Mouth Marketing Association (WOMMA), we are committed to promoting ethical social sponsorship practices and have established codes of ethics for our platforms which include one or more of the following:

**Mandatory Disclosure.** We mandate disclosure of the sponsored relationship between the advertiser and creator. In the case of our sunsetted legacy platforms, SponsoredTweets and SocialSpark a sponsorship cannot be published through the platform unless a phrase or paragraph disclosing the sponsored relationship is included. For example, in SponsoredTweets, a creator is required to select one of a number of disclosure phrases such as “sponsored,” “advertisement” or “ad” prior to the publication of the tweet. Additionally, each SocialSpark campaign includes a Disclosure Audit tool for advertisers that provides them with a report that monitors posts on an ongoing basis to make sure that posts continue to include disclosure after the initial posts are approved. However, as is the case with SponsoredTweets and SocialSpark, failure to disclose the sponsored relationship is a violation of our terms of service, which may result in the withholding of payment for the sponsorship, and the creator being removed from our network. IZEAx has adopted the same disclosure process as SponsoredTweets and SocialSpark.

**Freedom of Choice.** Creators are free to choose which sponsorships to publish. Our platforms never auto-inject an advertiser's message into a influencer's social media network.

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**Authentic Voice.** We encourage honesty of opinion in the selection of sponsorships by a creator and similarly we encourage advertisers to create opportunities that allow the creator to write the sponsorship in their own words, provided that a creator always adheres to our terms of service and code of ethics which includes disclosing their sponsored relationships at all times while using any of the platforms.

**Transparency of Identity.** Our platforms are designed to be open, safe environment for our advertisers, creators and users. In fact, we do not cloak the identities of advertisers or creators. Both parties involved in a potential transaction can see each other's profiles and make informed decisions before engaging with each other.

**Pre-Publication Advertiser Review.** Advertisers have the ability to review their sponsored content before it is published and to request a change to the sponsored content prior to publication in the case of factual inaccuracies.

**Reporting Violations.** We have zero tolerance for violation of our code of ethics and encourage the reporting of violations through a special page on our websites dedicated to reporting violations. If violations are reported, they are promptly investigated by us and in appropriate cases, advertisers, creators and users are removed from our network and prohibited from using our sites. In addition, we take an active role in reporting spam accounts to Twitter and Facebook.

In addition to the compliance and monitoring programs described above, we have created an FTC Survival Guide for our platform users that is available on our corporate website. We also believe, and have subsequently included requirements within our code of ethics, based on positions taken by certain federal courts and the FTC, that communications and messages disseminated by creators through social media networks are subject to and must comply at all times with CAN-SPAM Act (Controlling the Assault of Non-Solicited Pornography and Marketing Act) requirements.

To date, we have not been materially impacted by the rules governing messaging over social media networks and social sponsorship, including the CAN-SPAM Act and the Telephone Consumer Protection Act of 1991. However, we cannot predict the impact of future regulations on us, our advertisers or our creators that use our platforms or the impact of attempts to circumvent our mechanisms that are designed to ensure compliance.

## Employees

As of April 17, 2015, we had a total of 94 full-time employees, including 69 in sales and marketing, 16 in product engineering and 9 in administration and finance. None of our employees are represented by a collective bargaining agreement, nor have we experienced any work stoppage. We consider our relations with our employees to be good. Our future success depends on our continuing ability to attract and retain highly qualified engineers, graphic designers, computer scientists, sales and marketing and senior management personnel.

## Properties

In December 2013, we moved our corporate headquarters to 480 N. Orlando Avenue, Suite 200 in Winter Park, Florida pursuant to a five year and five month sublease agreement that is renewable for one additional year until April 2020. We lease approximately 15,500 square feet based on a variable \$17.50 to \$22.50 per square foot annual rate over the lease term. During 2013, we leased space under a one-year sublease agreement at 1000 Legion Place, Suite 1600 in Orlando, Florida with total rent owed of \$85,000. We also lease flexible office space under a month-to-month contract in Chicago, Los Angeles and New York.

Total rent expense recorded in general and administrative expense in the accompanying consolidated statements of operations was approximately \$125,000 and \$263,000 for the years ended December 31, 2013 and 2014, respectively.

## Legal Proceedings

From time to time, we may become involved in various lawsuits and legal proceedings that arise in the ordinary course of business. Litigation is, however, subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. Other than as described below, we are currently not aware of any legal proceedings or claims that we believe would or could have, individually or in the aggregate, a material adverse effect on us.

On October 17, 2012, Blue Calypso, Inc. filed a complaint against us in the U.S. District Court for the Eastern District of Texas. Blue Calypso's complaint alleges that we infringe their patents related to peer-to-peer advertising between mobile communication devices and seeks unspecified damages. On July 19, 2013, Blue Calypso's case against us was consolidated,



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along with patent infringement cases against Yelp, Inc. and Foursquare Labs, Inc., into Blue Calypso, Inc. v. Groupon, Inc. for all pretrial purposes, including discovery and claim construction.

On December 16, 2013, the Patent Trial and Appeal Board's (PTAB) instituted a Covered Business Method Review (CBMR) for three of the five patents Blue Calypso asserts in its case against IZEA. In its decisions granting the CMBRs, the PTAB explained that several of Blue Calypso's asserted patents are likely invalid. In particular, the PTAB found it more likely than not that each of these three patents was invalid based on two independent grounds of anticipation, and one ground of obviousness. Additionally, the PTAB preliminarily found it more likely than not that many of the claims of one of Blue Calypso's patents were invalid due to a lack of written description. On January 16, 2014, the court granted a joint motion to stay Blue Calypso's patent infringement case until the PTAB's review of Blue Calypso's asserted patents is complete. On January 17, 2014, the PTAB expanded its review to all five of Blue Calypso's assert patents.

On December 16, 2014, the PTAB issued its Final Decisions concerning the five patents-in-suit. The Final Decisions eliminated the vast majority of claims asserted by Blue Calypso. While some claims did survive the PTAB's Final Decisions, those claims are potentially invalid in view of factual findings made by the PTAB. The PTAB decisions are now on appeal before the United States Court of Appeals for the Federal Circuit. The potential outcomes of these appeals ranges from invalidation of all of Blue Calypso's asserted claims to complete reversal of the PTAB's Final Decisions. On April 1, 2015, the district court lifted the stay and set a trial date for December 14, 2015. The district court has also set a claim construction hearing for June 29, 2015. The parties are now exchanging discovery and preparing for claim construction.

At this stage, we do not have an estimate of the likelihood or the amount of any potential exposure to us. We believe that there is no merit to Blue Calypso's suit and continue to vigorously defend ourselves against Blue Calypso's allegations.

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## MANAGEMENT

## Executive Officers and Directors

The names and ages of our executive officers and directors, and their positions with us, are as follows:

Name	Age	Position
Edward H. (Ted) Murphy	38	Founder, President, Chief Executive Officer and Chairman of the Board
Ryan S. Schram	34	Chief Operating Officer and Director
LeAnn C. Hitchcock	45	Chief Financial Officer
Brian W. Brady	56	Director
John H. Caron	57	Director
Lindsay A. Gardner	54	Director
Daniel R. Rua	46	Director

The principal occupations for the past five years (and, in some instances, for prior years) of each of our executive officers and directors are as follows:

## Executive Officers

Edward H. (Ted) Murphy, Founder, President, Chief Executive Officer and Chairman of the Board, founded IZEA in February 2006 as part of MindComet Corp., an interactive advertising agency that he started in 1999 and served as Chief Executive Officer. IZEA was later spun out of MindComet in September 2006. Mr. Murphy is a serial entrepreneur who is recognized as a pioneer in paid blogging and a catalyst behind the social sponsorship industry. As the Founder, President and Chief Executive Officer, Mr. Murphy leads our company, both with his day-to-day operational leadership and with his strategic vision for the company and its products. His efforts have received recognition from media outlets including The Wall Street Journal, Wired, USA Today, Forbes, The New York Times, Business Week, PC World, CNN Money and Fortune. In addition to media coverage, Mr. Murphy has keynoted and spoken on panels at over 100 social media and financial events including SXSW, WOMMA, BlogWorld, Pubcon, and Dow Jones Venture One Summit. Mr. Murphy is a regular guest on FOX Business, CNBC and Bloomberg television. Mr. Murphy attended Florida State University before starting MindComet and several other earlier Internet-related businesses. Mr. Murphy was appointed as a director based on his extensive social sponsorship industry knowledge and a deep background in social media, mobile technology and e-commerce, as well as significant experience in financing technology growth companies.

Ryan S. Schram, Chief Operating Officer and Director, joined us in September 2011 as a senior executive leading our client development, account management, brand marketing, public relations and creator alliance organizations. Prior to joining us, from 2005 to 2011, Mr. Schram served in various leadership roles, most recently as Group Vice President, at ePrize, the industry leader in integrated engagement marketing. Prior to that, Mr. Schram held roles of increasing responsibility at CBS/Westwood One and Clear Channel Interactive. Mr. Schram holds a B.A. degree in management from the Eli Broad College of Business at Michigan State University. Mr. Schram was appointed as a director of our company due to his substantial knowledge and working experience in marketing and client development in quickly evolving industries.

LeAnn C. Hitchcock, Chief Financial Officer, joined us in September 2011 as a financial consultant and was appointed as our Chief Financial Officer in August 2014. During her time as a consultant, she assisted us with financial reporting, internal accounting controls and assistance during our quarterly reviews and annual audits. Prior to working with IZEA, Ms. Hitchcock worked as the Chief Financial Officer of NBI Juiceworks in 2010 and as the SEC

Compliance Officer of Workstream Inc. in 2009. From 2002 to 2009, Ms. Hitchcock worked at Galaxy Nutritional Foods as its Chief Financial Officer and later its SEC Compliance Officer until the company was sold and privatized through a tender offer in 2009. Ms. Hitchcock started her career as an auditor with Arthur Andersen and PriceWaterhouse Coopers with a strong emphasis on public companies. Ms. Hitchcock holds a double major in Accounting and Business Administration from Palm Beach Atlantic University and a Masters in Accounting from Florida State University.

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Directors

Brian W. Brady, Director, joined our Board of Directors in August 2012. Mr. Brady is the Founder and Chief Executive Officer of Northwest Broadcasting, Inc., which owns and operates seven television stations including FOX affiliates in four U.S. markets, since 1995. Mr. Brady has also been the President of Eagle Creek Broadcasting, which owns and operates a CBS affiliate in Laredo, Texas, since 2002. Mr. Brady served on the FOX Affiliate Board for nine years, serving as Chairman for four of those years. The FOX Affiliate Board is a representative body of independent stations affiliated with the FOX Network, part of News Corporation. He currently serves on the Boards of the National Association of Broadcasters (NAB) and Syncbak, Inc. Mr. Brady previously served on the Board of Directors of The Ferris Foundation and Saga Communications, a publicly-traded media company. Mr. Brady holds a B.S. degree in advertising from Ferris State University. Mr. Brady was selected to serve as a member of our Board of Directors due to his more than 25 years of experience in the multi-media industry making his input invaluable to us as we expand our portfolio of clients and platform offerings.

John H. Caron, Director, joined our Board of Directors in April 2015. Mr. Caron has 27 years of marketing experience in the consumer packaged goods and restaurant industries. Mr. Caron is currently an independent director on the board of Thrive Frozen Nutrition, on the Strategic Advisory Board for Kairos and, since 2013, a board member for venVelo, a Central Florida early-stage venture fund. Mr. Caron was also a member of our Strategic Advisory Board since June 2013. Mr. Caron served as the President of Olive Garden at Darden Restaurants Inc. from May 2011 to January 2013, Darden's Chief Marketing Officer from March 2010 to May 2011 and Darden's Executive Vice President of Marketing for Olive Garden from 2003 to 2010. As a member of Darden's Operating Team, Mr. Caron led brand growth strategy across the enterprise to help ensure each Darden brand was appropriately positioned and had clearly identified plans in place to drive sustainable growth. Before joining Darden Restaurants, Mr. Caron served as Vice President and General Manager of Lipton Beverages for Unilever Bestfoods North America from 2000 to 2002. Mr. Caron received a Bachelor's degree in Political Science from The Colorado College and a Master's degree in American Politics from New York University Department of Politics. Mr. Caron also earned an MBA in Marketing from New York University Stern School of Business. Mr. Caron was selected to serve as a member of the Board of Directors due to his decades of experience in leading and managing marketing and branding operations in highly competitive industries.

Lindsay A. Gardner, Director, joined our Board of Directors in December 2013. Mr. Gardner has 25 years of executive management and leadership experience at companies ranging from technology startups to the world's largest media and entertainment companies. Currently, Mr. Gardner is Senior Advisor to Oaktree Capital Management, a Los Angeles-based private equity firm with \$80 billion under management. Since May 2010, he has focused on global buyout opportunities in the technology, media and telecommunications sectors, as well as providing strategic support to various Oaktree portfolio companies. Until mid-2007, Mr. Gardner was President of Affiliate Sales and Marketing for Fox Networks. During his tenure, he built Fox's cable network portfolio from a handful of small channels into one of the industry's largest, launching more than a dozen channels. Mr. Gardner received an M.B.A. from The Wharton School of the University of Pennsylvania and a B.A. degree in Economics from Brandeis University. Mr. Gardner was selected to serve as a member of the Board of Directors due to his significant experience in the media, technology and entertainment industries, as both an executive and a private equity investor.

Daniel R. Rua, Director, rejoined our Board of Directors in July 2012. Mr. Rua was previously the executive Chairman from September 2006 to May 2011 and an early investor in our predecessor entity IZEA Innovations, Inc. Mr. Rua has been a Managing Partner of Inflexion Partners, an early-stage venture capital fund, since January 2002. Prior to Inflexion, Mr. Rua was a Partner with Draper Atlantic, the east coast fund of Silicon Valley's early-stage venture firm Draper Fisher Jurvetson, from 1999 to 2002. Prior to Draper Atlantic, Mr. Rua led internet protocol development at IBM's Networking Labs in Research Triangle, from 1991 to 1999. Mr. Rua is a former director of InphoMatch (acquired by Sybase) and AuctionRover (acquired by Overture/Yahoo), and serves other board and

operating roles as part of his technology investing. Mr. Rua holds a B.S. degree in computer engineering from the University of Florida. He also earned a J.D. from the University of North Carolina School of Law and an M.B.A. from the Kenan-Flagler Business School of the University of North Carolina. Mr. Rua was selected to serve as a member of our Board of Directors due to his extensive knowledge of our products and services as a director and early investor in our predecessor, as well as his many years of experience in venture capital investing and operational leadership of other technology growth companies.

All directors hold office until the next annual meeting of stockholders and the election and qualification of their successors. Officers are elected annually by the Board of Directors and serve at the discretion of the Board.

#### Family Relationships

There are no family relationships among our directors and executive officers.

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### Involvement in Certain Legal Proceedings

To our knowledge, during the past ten years, none of our directors, executive officers, promoters, control persons or nominees has been:

the subject of any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;

convicted in a criminal proceeding or is subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);

subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities; or

found by a court of competent jurisdiction (in a civil action), the SEC or the Commodity Futures Trading SEC to have violated a federal or state securities or commodities law.

### Compliance with Section 16(a) of the Exchange Act

Our directors, officers and principal stockholders are not currently required to make Section 16(a) ownership filings.

### Code of Ethics

We have adopted a code of business conduct and ethics that applies to all our directors, officers (including our chief executive officer, chief financial officer and any person performing similar functions) and employees. We have made our code of business conduct and ethics available on our website at <http://corp.izea.com>.

### Corporate Governance

We have established an audit committee, compensation committee and nominating committee. To date, our entire Board has performed all of the duties and responsibilities which might be contemplated by each committee. We intend to utilize the committees at such time as we expand the size of our Board.

**Audit Committee.** The audit committee's duties are to recommend to the Board of Directors the engagement of independent auditors to audit our financial statements and to review our accounting policies and financial statements. The audit committee is responsible to review the scope and fees for the annual audit and the results of audit examinations performed by our independent public accountants, including their recommendations to improve the system of accounting and internal controls. The audit committee would at all times to be composed exclusively of directors who are, in the opinion of the Board of Directors, free from any relationship which would interfere with the exercise of independent judgment as a committee member and who possess an understanding of financial statements and generally accepted accounting principles.

**Compensation Committee.** The compensation committee is tasked with reviewing and approving our compensation policies, including compensation of executive officers. The compensation committee would also review and administer our equity incentive compensation plans, and recommend and approve grants of stock options or other awards under that plan.

**Nominating Committee.** The purpose of the nominating committee is to select, or recommend for our entire Board's selection, the individuals to stand for election as directors at the annual meeting of stockholders and to oversee the selection and composition of committees of our Board. The nominating committee's duties also include considering

the adequacy of our corporate governance and overseeing and approving management continuity planning processes.

#### Strategic Advisory Board

We believe that we have assembled a world-class team of strategic advisors to assist our company as we continue to grow. The members of our strategic advisory board and their primary professional affiliations are listed below: Andy Batkin has led Innovative Media Solutions, creating dynamic events that effectively blend TV, print, online, database development, event marketing and hospitality benefits, since 2002. His most recent venture, Social TV Summit, focuses on the use of technologies that allow viewers to socialize, search, share and purchase content they watch on TV or online. Previously, Mr. Batkin was Vice Chairman/Chief Revenue Officer of Spot411, an interactive and social TV company, and CEO of Prolink Media, a leader in digital out-of-home marketing solutions. A prolific entrepreneur, Mr. Batkin launched

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his career by founding Interactive Marketing, Inc. (IMI), the first internet media “rep firm,” in 1992. After selling \$50 million of media in the business’ first year and servicing clients such as the NFL, Playboy and Yahoo, IMI was sold to Softbank Corp. of Japan in 1996. Mr. Batkin is a graduate of Boston University and was the 1999 recipient of the Albert Einstein Technology Medal, which recognizes individuals who have made significant creative contributions in the technology industry.

Mike Church has nearly 20 years of experience leading technology, marketing and media initiatives at global enterprises including Darden Restaurants, AOL, Google and Diageo. Mr. Church most recently served as Vice President of the Interactive Ecosystem for Darden Restaurants, Inc. The Interactive Ecosystem team partnered with Darden’s portfolio of brands and other key functions to lead Darden’s multimillion-dollar digital transformation, including the successful launch of web and mobile platforms, online ordering, CRM infrastructure, and electronic gift cards. Prior to Darden, Mr. Church served as the Vice President of Customer Solutions at AOL in New York. There, he launched and led AOL’s Client Solutions organization, supporting the advertising goals of AOL’s Fortune 500 clients. Before AOL, Mr. Church served as National Head of Sales Development and Cross-Platform Solutions at Google, where he launched sales development, creative services and media strategy teams that helped deliver hundreds of millions in digital media sales. Previously, he worked as Media Director for Diageo North America, the world’s leading premium-drinks company, where he led strategic media planning, CRM and digital marketing for the company’s priority brands. He has also held a variety of digital-media and product positions at such companies as Paramount Pictures and Universal Studios, Inc.

Roger Clark is currently the Chief Financial Officer of Unified Social, a marketing cloud technology company. Prior to Unified Social, Mr. Clark was Chief Financial Officer at Interclick, a leading provider of digital advertising technology and services, which was acquired by Yahoo in 2011 and rebranded as Genome in 2012. He played a pivotal role in many of Interclick’s achievements, including a successful uplisting to NASDAQ. Mr. Clark previously spent 15 years with IAC/InterActiveCorp in a variety of divisional and corporate capacities, including nine years leading the company’s investor relations and financial communication efforts while IAC transformed into a Fortune 500 conglomerate. Mr. Clark began his career as a Certified Public Accountant with Ernst & Young. He holds a BBA degree from Ohio University and a Business Certificate from Columbia University.

Rich Masterson serves as Audience Partners’ Chairman, leveraging his experience as a serial entrepreneur and pioneer in online marketing to build the company’s culture and identify large market opportunities. Audience Partners is the largest online political advertising network in the country and has recently expanded into healthcare advertising with the nation’s only HIPAA compliant addressable advertising solution. Prior to co-founding Audience Partners in 2007, Mr. Masterson focused his energy on a variety of active investments in technology, real estate, hospitality and private equity. Earlier in his career, Mr. Masterson co-founded US Interactive, one of the nation’s first internet professional services firms with clients including Microsoft, IBM, American Express, Disney, Toyota and the U.S. Senate. Mr. Masterson served as US Interactive’s President through 1999, driving the company’s growth from start-up through successful IPO. Mr. Masterson then served as the Chairman of GivingCapital, providing organizations with the capability to increase their assets through the creation, distribution and processing of complex wealth management products and services. Under Mr. Masterson’s leadership, GivingCapital helped its clients raise over \$600 million for charity before being acquired by Kintera, a publicly-held company focused on philanthropic services. Mr. Masterson has served on the boards of charitable organizations including The National Philanthropic Trust, The Philadelphia Orchestra and The Wellness Community of Philadelphia. He has also served on the Board of Advisors of Radnor Trust Company and as a trustee to Emerald Mutual Family of Funds.

Rick Milenthal is an internationally recognized leader in building marketing services companies that leverage technology and creativity to fuel growth. He was co-founder and Chairman of Engauge, the leading full service agency for the social age from its inception in 1982 until August 2013. Engauge is one of the United States’ largest independent marketing agencies serving clients like Coca-Cola, Nationwide, Hershey, Abbott, Mars, The Home Depot, Nestle and UPS. Mr. Milenthal is co-founder and past chairman of Worldwide Partners, Inc., the largest network of independent agencies, with 87 agencies in 53 countries. He is Chairman of Fugent, the leader in communications technology for the financial services industry. He is also Chairman of People to My Site, the leader in digital services that drives local demand for national brands. He is Chairman and co-founder of Loyalty Commerce,



a leader in connecting online shoppers and retailers.

D.A. Wallach is best known as one-half of Chester French, a critically-acclaimed duo discovered by Kanye West and Pharrell Williams. A 2007 graduate of Harvard College, Mr. Wallach has been featured in GQ, Rolling Stone, Vogue and numerous other publications. He has toured with Lady Gaga, Blink 182, N\*E\*R\*D and Weezer, and has appeared on many TV shows including Jimmy Kimmel Live and Late Night with Jimmy Fallon. In addition to Chester French, Mr. Wallach is one-half of D.A. & The Supa Dups, and as a solo vocalist, he has written and performed on recordings with Diddy, Rick Ross, Janelle Monae, Macklemore, Clinton Sparks and Wale. When not recording. Beyond music, he is a recognized social media pioneer, having been the first artist ever to use Facebook and among the most followed artists on twitter (@dchesterfrench). Mr. Wallach advises or invests in several start-up technology companies, and is the official Artist In Residence at Spotify.

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Forbes selected Mr. Wallach as one of its 30 Under 30 and Fast Company named him one of the 100 Most Creative People in Business.

Our strategic advisory board meets periodically with our Board of Directors and management to discuss matters relating to our business activities, including formulating business strategies, establishing commercial business alliances and identifying potential acquisitions.

## EXECUTIVE COMPENSATION

## Summary Compensation Table

The following table sets forth the cash compensation, as well as certain other compensation earned during the last two fiscal years, for (i) each person who served as our principal executive officer (“PEO”) during the year ended December 31, 2014; (ii) our two other most highly compensated executive officers other than the PEO who was serving as an executive officer as of December 31, 2014; and (iii) up to two individuals for whom disclosure would have been required but for the fact that they were not serving as an executive officer as of December 31, 2014 (collectively referred to as the “Named Executive Officers”):

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (1)	Non-Equity Incentive Plan Compensation (\$)	Non-qualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Edward H. (Ted) Murphy	2014	197,500	96,552	—	320,280	—	—	—	614,332
President and Chief Executive Officer	2013	195,000	93,971	—	1,200,973	—	—	—	1,489,944
Ryan S. Schram	2014	230,000	110,726	—	—	—	—	—	340,726
Chief Operating Officer	2013	230,000	127,031	—	162,400	—	—	—	519,431
LeAnn C. Hitchcock (2)	2014	67,114	7,848	—	60,160	—	—	130,635	265,757
Chief Financial Officer	2013	—	—	—	13,579	—	—	147,359	160,938

(1) Represents the aggregate grant date fair value of stock options issued during the year as calculated in accordance with FASB ASC Topic 718. See "Critical Accounting Policies and Use of Estimates" under "Management's Discussion and Analysis of Financial Condition and Results of Operations" for additional information, including valuation assumptions used in calculating the fair value of the awards.

(2) Ms. Hitchcock received other compensation as a financial consultant for the Company prior to her appointment as Chief Financial Officer on August 25, 2014.

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## Outstanding Equity Awards at Fiscal Year End

Listed below is information with respect to unexercised options and equity incentive awards for each Named Executive Officer as of December 31, 2014 pursuant to our equity incentive plans:

Name	Option Awards		Equity Incentive Plan Awards:		
	Number of Securities Underlying Unexercised Options: Exercisable (#)	Number of Securities Underlying Unexercised Options: Unexercisable (#)	Number of Securities Underlying Unearned Options (#)	Option Exercise Price (\$)	Option Expiration Date
Edward H. (Ted) Murphy (1) President and Chief Executive Officer	80,729	44,271	—	\$6.00	5/25/2017
	62,667	—	—	\$6.00	5/25/2017
	305,556	194,444	—	\$0.25	3/1/2023
	187,667	—	—	\$0.25	3/1/2023
	2,199,489	2,199,489	—	\$0.25	8/15/2023
	236,192	1,180,959	—	\$0.365	9/9/2019
	136,585	663,415	—	\$0.26	12/26/2024
Ryan S. Schram (2) Chief Operating Officer	40,365	22,135	—	\$6.00	5/25/2017
	10,937	1,563	—	\$6.00	5/25/2017
	61,111	38,889	—	\$0.25	3/1/2023
	75,000	—	—	\$0.25	3/1/2023
	63,333	136,667	—	\$0.27	5/20/2019
	203,125	546,875	—	\$0.34	11/3/2018
LeAnn C. Hitchcock (3) Chief Financial Officer	1,615	885	—	\$6.00	5/25/2017
	2,500	—	—	\$6.00	5/25/2017
	31,667	68,333	—	\$0.25	3/1/2023
	—	400,000	—	\$0.40	8/25/2019

- (1) On May 25, 2012, Mr. Murphy received a non-qualified option to purchase 125,000 shares of common stock at an exercise price of \$6 per share (110% of the closing stock price on such date) expiring on May 25, 2017. This option vests as to 31,250 shares on May 25, 2013 and approximately 2,604 shares per month thereafter. Additionally, on May 25, 2012 Mr. Murphy received a non-qualified option to purchase 62,667 shares of common stock at an exercise price of \$6 per share (110% of the closing stock price on such date) expiring on May 25, 2017. This option vested immediately on May 25, 2012 as to 47,012 shares and approximately 1,305 shares per month thereafter. On March 1, 2013, Mr. Murphy received an incentive stock option to purchase 500,000 shares of common stock at an exercise price of \$0.25 per share. The option vests in equal installments of approximately 13,889 shares per month over three years from the grant date and expires on March 1, 2023. Additionally, on March 1, 2013, Mr. Murphy received an incentive stock option to purchase 187,667 shares of common stock at an exercise price of \$0.25 per share. The option vests 100% on March 1, 2014 and expires on March 1, 2023. In connection with our 2013 private

placement, Mr. Murphy received a non-qualified stock option to purchase 4,398,978 shares of common stock at an exercise price of \$0.25 per share, expiring ten years from the issuance date. The option vests immediately as to 1,099,745 shares (25%) and in equal installments of approximately 68,734 shares per month over four years. On September 9, 2014, Mr. Murphy received a non-qualified stock option to purchase 1,417,151 shares of common stock at an exercise price of \$0.365 per share. The option vests immediately as to 147,620 shares and the remainder in equal installments of approximately 29,524 shares per month over forty-three months from the grant date and expires on September 9, 2019. On December 26, 2014, Mr. Murphy received a non-qualified stock option to purchase 800,000 shares of common stock at an exercise price of \$0.26 per share. The option vests immediately as to 120,000 shares and the remainder in equal

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monthly installments of approximately 16,585 shares per month over forty-one months from the grant date and expires on December 26, 2024.

On May 25, 2012, Mr. Schram received a non-qualified option to purchase 62,500 shares of common stock at an exercise price of \$6 per share (110% of the closing stock price on such date) expiring on May 25, 2017. This option vests as to 15,625 shares on May 25, 2013 and approximately 1,302 shares per month thereafter. Additionally, on May 25, 2012 Mr. Schram received a non-qualified option to purchase 12,500 shares of common stock at an exercise price of \$6 per share (110% of the closing stock price on such date) expiring on May 25, 2017. This option vests as to 3,125 shares on June 30, 2012 and approximately 260 shares per month thereafter. On March 1, 2013, Mr. Schram received an incentive stock option to purchase 100,000 shares of common stock at an exercise price of \$0.25 per share. The option vests in equal installments of approximately 2,778 shares per month (2) over three years from the grant date and expires on March 1, 2023. Additionally, on March 1, 2013, Mr. Schram received an incentive stock option to purchase 75,000 shares of common stock at an exercise price of \$0.25 per share. The option vests 100% on March 1, 2014 and expires on March 1, 2023. On May 20, 2013, Mr. Schram received an incentive stock option to purchase 200,000 shares of common stock at an exercise price of \$0.27 per share. The option vests in equal installments of approximately 3,333 shares per month over five years from the grant date and expires on May 20, 2019. On November 3, 2013, Mr. Schram received a non-qualified stock option to purchase 750,000 shares of common stock at an exercise price of \$0.34 per share, expiring on November 3, 2018. The option vests as to 187,500 shares on November 3, 2014 and approximately 15,625 shares per month thereafter.

On June 8, 2012, Ms. Hitchcock received a non-qualified stock option to purchase 2,500 shares of common stock at an exercise price of \$3.60 per share expiring on June 8, 2017. This option vests as to 625 shares on June 8, 2013 and approximately 52 shares per month thereafter. On March 1, 2013, Ms. Hitchcock received a non-qualified stock option to purchase 2,500 shares of common stock at an exercise price of \$0.25 per share. The option vests (3) 100% on March 1, 2014 and expires on March 1, 2023. On May 20, 2013, Ms. Hitchcock received a non-qualified stock option to purchase 100,000 shares of common stock at an exercise price of \$0.27 per share. The option vests in equal installments of approximately 1,667 per month over five years and expires on May 20, 2019. On August 25, 2014, Ms. Hitchcock received an option to purchase 400,000 shares of common stock at an exercise price of \$.40 and expiring on August 25, 2019. The option vests as to 100,000 shares (25%) one year from the issuance date and the remainder in equal installments of approximately 8,333 per month over the following three years.

### Employment Agreements

Pursuant to an employment agreement dated May 14, 2011 with a termination date of December 31, 2014, Edward H. Murphy served as our President and Chief Executive Officer in consideration for an annual salary of \$195,000 and, at the discretion of our Board, a cash bonus in an amount to be determined by the Board based on Mr. Murphy meeting and exceeding mutually agreed upon annual performance goals. For the year ended December 31, 2012, Mr. Murphy was awarded a contingent bonus of \$30,000 to be paid in 2013 only if we raised gross proceeds of \$1,000,000 in a private placement offering in 2013. In May 2013, the Board voted to cancel this bonus award due to the financial state of the company. In connection with the 2013 Private Placement, the Board awarded to Mr. Murphy a bonus of \$50,000 and granted him a stock option to purchase 4,398,978 shares of common stock at an exercise price of \$0.25 per share, expiring ten years from the issuance date. The option vests 25% immediately and the remainder in equal monthly installments over four years. During 2013, Mr. Murphy abstained from taking \$42,014 in bonuses earned under his annual bonus plan during the the first and second quarter of 2013. Mr. Murphy was awarded \$43,971 in bonuses for the second half of 2013 of which \$24,019 was paid in 2014. For the year ended December 31, 2014, Mr. Murphy was awarded bonuses totaling \$96,552 of which \$29,972 was remaining to be paid in 2015.

On December 26, 2014, the Board of Directors signed a new employment agreement with Mr. Murphy with an initial term commencing December 1, 2014 and ending on November 30, 2017. This agreement supersedes, amends and restates the former employment agreement between the Company and Mr. Murphy that was set to expire on December

31, 2014.

Pursuant to the employment agreement, Mr. Murphy will receive an annual base salary of \$225,000 with a guaranteed base salary increase of no less than 2% in April of each year and annual stock options with a fair value of \$150,000 vesting over four years in equal monthly installments. However, the number of underlying shares of common stock shall not exceed 800,000 shares. In the event the fair market value of the stock option grant is less than \$150,000 as limited by the 800,000 share cap, Mr. Murphy will be entitled to receive either 50% of the difference in fair market value in cash or 100% of the value in Restricted Stock Units with the same vesting schedule as the stock options, at the sole discretion of the Board of Directors. Additionally, he is eligible for annual bonus distributions up to \$85,000 in cash and \$150,000 in stock options as determined by the Board of Directors, based on meeting and exceeding mutually agreed upon annual performance goals.

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In connection with the agreement, Mr. Murphy received a \$20,000 signing bonus and an option to purchase 800,000 shares of common stock at an exercise price of \$0.26 per share, expiring on December 26, 2024. The option vests 15% immediately and the remainder in equal monthly installments over 41 months commencing December 31, 2014.

Mr. Murphy's employment agreement is subject to early termination for any reason upon written notice to him and in the case of death, disability and cause. If terminated, for any reason other than death, disability or cause, Mr. Murphy will be entitled to a severance of six months of his current salary and twelve months of COBRA payments. In the case of termination due to disability, Mr. Murphy will be entitled to a severance of current salary until such time (but no more than 120 days after such disability) that disability insurance plan payments commence. If there is a change of control (as defined in the employment agreement) and Mr. Murphy's employment terminates within six months following the change of control for reasons other than for cause, then Mr. Murphy will be entitled to such amount equal to six months of his then current base salary.

Pursuant to an employment agreement dated August 25, 2014, LeAnn C. Hitchcock will receive an annual base salary of \$185,000 and be eligible for bonus distributions as determined by the Board of Directors, based on meeting and exceeding mutually agreed upon annual performance goals. Ms. Hitchcock's employment agreement is subject to early termination for any reason upon written notice to her and in the case of death, disability and cause. If terminated, for any reason other than death, disability or cause, Ms. Hitchcock will be entitled to a severance of three months of her then current salary. In the case of termination due to disability, Ms. Hitchcock will be entitled to a severance of current salary until such time (but no more than 120 days after such disability) that disability insurance plan payments commence. If there is a change of control (as defined in the employment agreement) and Ms. Hitchcock's employment terminates within six months following the change of control for reasons other than for cause, then Ms. Hitchcock will be entitled to such amount equal to her then current compensation for the greater of three months or the time remaining between the termination and the six month anniversary of the change of control. For the year ended December 31, 2014, Ms. Hitchcock was awarded bonuses totaling \$7,848 of which \$5,283 was remaining to be paid in 2015.

On July 30, 2011, we entered into an employment agreement with Ryan S. Schram pursuant to which he now serves as our Chief Operating Officer. The employment agreement had a termination date of December 31, 2014, subject to renewal, in consideration for an annual salary of \$230,000. Mr. Schram was eligible for annual cash bonus based on meeting certain key performance indicators set forth in his employment agreement, as well as an annual override cash bonus based on our gross revenue. For the year ended December 31, 2013, Mr. Schram was awarded bonuses totaling \$127,031 of which \$33,822 was paid in 2014. For the year ended December 31, 2014, Mr. Schram was awarded bonuses totaling \$110,726 of which \$29,934 was remaining to be paid in 2015.

On January 25, 2015, we entered into an Amended and Restated Executive Employment Agreement, effective January 1, 2015, with Ryan S. Schram to serve as our Chief Operating Officer through December 31, 2017, subject to renewal, in consideration for an annual base salary of \$240,000. Mr. Schram will also be eligible to receive an annual bonus in the form of cash and stock options based on meeting certain key performance indicators set forth in his amended employment agreement, as well as an annual override cash bonus based on our gross revenue and annual stock option grants. If Mr. Schram is terminated for any reason other than death, disability or cause, or if he resigns for good reason (as those terms are defined in his amended employment agreement), Mr. Schram will be entitled to severance of six months' current salary and bonus and override bonus as in effect on the date of termination. A change of control, under which Mr. Schram fails to retain his responsibilities, will be deemed to constitute good reason under his amended employment agreement.

Director Compensation

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The following table sets forth the cash compensation, as well as certain other compensation earned by each person who served as a director of our company, during the year ended December 31, 2014:

Name	Fees				Total (\$)
	Earned or Stock Paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$) <sup>(1)</sup>	All Other Compen-sation (\$)	
Brian W. Brady (2)	30,000	25,000	—	—	55,000
Lindsay A. Gardner (3)	30,000	25,000	—	—	55,000
Daniel R. Rua (4)	30,000	25,000	—	—	55,000



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Represents the aggregate grant date fair value of stock options issued during the year as calculated in accordance with FASB ASC Topic 718. See "Critical Accounting Policies and Use of Estimates" under "Management's Discussion and Analysis of Financial Condition and Results of Operations" for additional information, including valuation assumptions used in calculating the fair value of the awards.

(1) On August 7, 2012, we appointed Brian W. Brady to our Board of Directors. In 2014, Mr. Brady received 64,144 (2) shares of restricted stock valued at \$25,000 and cash compensation of \$30,000 in accordance with the non-employee director compensation program effected in March 2013.

On December 10, 2013, we appointed Lindsay A. Gardner to our Board of Directors. In 2014, Mr. Gardner (3) received 64,144 shares of restricted stock valued at \$25,000 and cash compensation of \$30,000 in accordance with the non-employee director compensation program effected in March 2013.

On July 31, 2012, we reappointed Daniel R. Rua to our Board of Directors. In 2014, Mr. Rua received 64,144 (4) shares of restricted stock valued at \$25,000 and cash compensation of \$30,000 in accordance with the non-employee director compensation program effected in March 2013.

Effective March 1, 2013, the disinterested members of the Board implemented a compensation program for the directors that entitles each serving non-employee director to receive the following compensation:

• An annual board retainer fee of \$25,000 to be paid in restricted stock at the end of each calendar year earned equally over the year of service.

• A cash retainer fee of \$20,000 per year, payable in cash or restricted stock.

• Reimbursement of actual and necessary travel and related expenses in connection with attending in-person Board meetings.

• A \$1,000 per meeting fee for all meetings of the Board of Directors, subject to a \$6,000 annual cap.

• A \$1,000 per audit committee meeting fee, subject to a \$4,000 annual cap.

## Equity Compensation Plan Information

In May 2011, the board of directors adopted the 2011 Equity Incentive Plan of IZEA, Inc. (the "May 2011 Plan"). The May 2011 Plan allows us to provide options as an incentive for employees and consultants. On April 16, 2014, upon consent from holders of a majority of our outstanding voting capital stock, we increased the number of shares of common stock available for issuance under the May 2011 Plan from 11,613,715 to 20,000,000 shares. As of April 17, 2015, options to purchase 14,109,878 shares have been granted and are outstanding and 2,484 option shares have been exercised, leaving an aggregate of 5,887,638 shares of common stock available for future grants under the May 2011 Plan.

On August 22, 2011, we adopted the 2011 B Equity Incentive Plan of IZEA, Inc. (the "August 2011 Plan") reserving for issuance an aggregate of 87,500 shares of common stock. As of December 31, 2013, all 87,500 option shares have been granted and are outstanding under the August 2011 Plan.

Under both the May 2011 Plan and the August 2011 Plan, our board of directors determines the exercise price to be paid for the shares, the period within which each option may be exercised, and the terms and conditions of each option. The exercise price of the incentive and non-qualified stock options may not be less than 100% of the fair market value per share of our common stock on the grant date. If an individual owns stock representing more than 10% of the outstanding shares, the price of each share of an incentive stock option must be equal to or exceed 110% of fair market value.

On April 16, 2014, stockholders holding a majority of our outstanding shares of common stock, upon previous recommendation and approval of our Board of Directors, adopted the IZEA, Inc. 2014 Employee Stock Purchase Plan (the "ESPP") and reserved 1,500,000 shares of our common stock for issuance thereunder. Any employee regularly

employed by our company for 90 days or more on a full-time or part-time basis (20 hours or more per week on a regular schedule) will be eligible to participate in the ESPP. The ESPP will operate in successive six month offering periods commencing at the beginning of each fiscal year half. Each eligible employee who has elected to participate may purchase up to 10% of their annual compensation in common stock not to exceed \$21,250 annually or 20,000 shares per offering period. The purchase price will be the lower of (i) 85% of the fair market value of a share of common stock on the first trading day of the offering period or (ii) 85% of the fair market value of a share of common stock on the last trading day of the offering period. The ESPP will continue until January 1, 2024, unless otherwise terminated by our Board. As of April 17, 2015, 7,603 shares have been issued under the ESPP.

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The following table sets forth information regarding our equity compensation plans as of April 17, 2015:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders	14,197,378	\$0.43	5,887,638
Equity compensation plans not approved by security holders	—	—	—
Total	14,197,378	\$0.43	5,887,638

## PRINCIPAL STOCKHOLDERS

The table and accompanying footnotes set forth information as of April 17, 2015 with respect to the ownership of our common stock by:

- each person or group who beneficially owns more than 5% of our common stock,
- each of our directors,
- our executive officers, and
- all of our directors and executive officers as a group.

A person is deemed to be the beneficial owner of securities that can be acquired within 60 days from the exercise of stock options and warrants or the conversion of convertible securities. Accordingly, common stock issuable upon exercise of stock options and warrants that are currently exercisable or exercisable within 60 days after the date of this annual report, and common stock issuable upon conversion of convertible securities, have been included in the table with respect to the beneficial ownership of the person owning the stock options, warrants and convertible securities, but not with respect to any other persons.

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Unless otherwise indicated, we believe that all persons named in the following table have sole voting and investment power with respect to all shares of common stock beneficially owned by them and that person's address is c/o IZEA, Inc., 480 N. Orlando Avenue, Suite 200, Winter Park, FL 32789.

Name of Beneficial Owner	Note	Shares Beneficially Owned	Percentage of Common Stock Beneficially Owned (1)	
Executive Officers and Directors:				
Edward H. (Ted) Murphy	(2)	4,451,777	7.2	%
Ryan S. Schram	(3)	615,200	1.1	%
LeAnn C. Hitchcock	(4)	46,042	0.1	%
Brian W. Brady	(5)	17,965,836	25.9	%
John H. Caron	(6)	427,083	0.7	%
Lindsay A. Gardner	(7)	1,312,061	2.3	%
Daniel R. Rua	(8)	201,372	0.4	%
5% Stockholders:				
Special Situations Technology Fund II, L.P.	(9)	11,657,144	18.4	%
Special Situations Private Equity Fund, L.P.	(9)	8,000,000	13.0	%
Special Situations Technology Fund, L.P.	(9)	2,057,144	3.5	%
Goldman Partners, L.P.	(10)	5,469,564	9.0	%
Privet Fund LP	(11)	5,122,122	8.5	%
Perry A. Sook	(12)	5,000,000	8.3	%
John Pappajohn	(13)	4,057,144	6.8	%
William M. Smith Revocable Trust	(14)	3,559,000	6.0	%
Potomac Capital Partners, LP	(15)	3,099,699	5.2	%
Diker MicroCap Fund LP	(16)	3,325,338	5.6	%
All executive officers and directors as a group (7 persons)	(17)	25,019,371	33.3	%

(1) Applicable percentage of ownership for each holder is based on 57,697,666 shares outstanding as of April 17, 2015.

(2) Includes 476,633 shares, exercisable stock options to purchase 3,966,430 shares of common stock under our May 2011 Equity Incentive Plan and exercisable warrants to purchase 8,714 shares of common stock.

(3) Includes 10,426 shares, exercisable stock options to purchase 604,774 shares of common stock under our May 2011 Equity Incentive Plan.

(4) Includes exercisable stock options to purchase 46,042 shares of common stock under our May 2011 Equity Incentive Plan.

(5) Includes 6,167,211 shares, 1,706,596 vested shares of restricted common stock, exercisable warrants to purchase 10,058,794 shares of common stock, exercisable stock options to purchase 20,735 shares of common stock under our May 2011 Equity Incentive Plan and exercisable stock options to purchase 12,500 shares of common stock under our August 2011 Equity Incentive Plan.

(6) Includes 200,000 shares, exercisable warrants to purchase 200,000 shares of common stock and exercisable stock options to purchase 27,083 shares of common stock under our May 2011 Equity Incentive Plan. The shares and warrants are held by the John H. Caron 1999 Family Trust. John H. Caron, as trustee, has voting power and investment power over these securities.

(7) Includes 645,574 shares, 19,096 vested shares of restricted common stock, exercisable warrants to purchase 571,430 shares of common stock, exercisable stock options to purchase 25,961 shares of common stock under our

May 2011 Equity Incentive Plan and exercisable stock options to purchase 50,000 shares of common stock under our August 2011 Equity Incentive Plan.

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- Includes 149,805 shares, 19,096 vested shares of restricted common stock, exercisable stock options to purchase
- (8) 19,971 shares of common stock under our May 2011 Equity Incentive Plan and exercisable stock options to purchase 12,500 shares of common stock under our August 2011 Equity Incentive Plan.
- Special Situations Technology Fund II, L.P. (SSFTechII) is the registered holder of 5,828,572 shares and warrants to purchase 5,828,572 shares, Special Situations Private Equity Fund, L.P. (SSFPE) is the registered holder of 4,000,000 shares and warrants to purchase 4,000,000 shares, and Special Situations Technology Fund, L.P. (SSFTech) is the registered holder of 1,028,572 shares and warrants to purchase 1,028,572 shares. As a result of the beneficial ownership limitations included in the warrants held by SSFTechII, SSFPE and SSFTech, the
- (9) warrants may be exercised to the extent that the total number of shares of common stock then beneficially owned does not exceed 19.99% of the outstanding stock. AWM Investment Company, Inc. (AWM) is the investment adviser to SSFTechII, SSFPE and SSFTech. Austin W. Marx, David M. Greenhouse and Adam C. Stettner are the principal owners of AWM. Through their control of AWM, Messrs. Marx, Greenhouse and Stettner share voting and investment control over the portfolio securities of each of the Special Situations funds listed above. The address of the Special Situations funds is 527 Madison Avenue, Suite 2600, New York, NY 10022.
- Goldman Partners, L.P. is the registered holder of 2,612,420 shares and warrants to purchase 2,857,144 shares.
- (10) Neal Goldman, as General Partner of Goldman Partners, L.P., has voting and disposition power of the shares and warrants owned by Goldman Partners, L.P. The address for Goldman Partners, L.P. is 767 Third Avenue, 25th Floor, New York, NY 10017.
- Privet Fund LP is the registered holder of 2,607,836 shares and warrants to purchase 2,514,286 shares. Ryan
- (11) Levenson, as General Partner of Privet Fund LP, has voting and disposition power of the shares and warrants owned by Privet Fund LP. The address for Privet Fund LP is 3280 Peachtree Road N.E., Suite 2670, Atlanta, GA 30305.
- (12) Includes 2,500,000 shares and warrants to purchase 2,500,000 shares. The address for Perry A. Sook is 545 E. John Carpenter Freeway, Suite 700, Irving, TX 75062.
- (13) Includes 2,028,572 shares and warrants to purchase 2,028,572 shares. The address for John Pappajohn is 666 Walnut Street, Suite 2116, Des Moines, IA 50309.
- William M. Smith Revocable Trust is the registered holder of 1,616,000 shares and warrants to purchase 1,943,000 shares. William M. Smith, as the trustee of the William M. Smith Revocable Trust, is deemed to be the
- (14) beneficial owner of these shares and warrants and has voting and disposition power of the shares and warrants owned by the trust. The address for the William M. Smith Revocable Trust is 155 Middle Plantation Lane, Suite 1301, Gulf Breeze, FL 32561.
- Potomac Capital Partners, LP is the registered holder of 1,385,413 shares and warrants to purchase 1,714,286
- (15) shares. Paul J. Solit, as the Managing Member of the general partner of Potomac Capital Partners, LP, has voting and disposition power of the shares and warrants owned by Potomac Capital Partners, LP. The address for Potomac Capital Partners, LP is 825 Third Avenue, 33rd Floor, New York, NY 10022.
- Diker MicroCap Fund LP is the registered holder of 1,182,480 shares and warrants to purchase 2,142,858 shares. Mark Diker, as the Chief Executive Officer of Diker Management LLC, the investment advisor for Diker
- (16) MicroCap Fund LP, has voting and disposition power of the shares and warrants owned by Diker MicroCap Fund LP. The address for Diker MicroCap Fund LP is c/o Diker Management LLC 730 Fifth Avenue, 15th Floor, New York, NY 10019.
- (17) For all executive officers and directors as a group, this amount includes 7,649,649 shares, 1,744,788 vested shares of restricted common stock, exercisable warrants to purchase 10,838,938 shares and exercisable stock options to purchase 4,785,996 shares of common stock under our Equity Incentive Plans as further detailed in footnotes (2) through (8) above.

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CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

We review all transactions involving us in which any of our directors, director nominees, significant shareholders and executive officers and their immediate family members are participants to determine whether such person has a direct or indirect material interest in the transaction. All directors, director nominees and executive officers must notify us of any proposed transaction involving us in which such person has a direct or indirect material interest. Such proposed transaction is then reviewed by either the Board as a whole or the Audit Committee, which determines whether or not to approve the transaction. After such review, the reviewing body approves the transaction only if it determines that the transaction is in, or not inconsistent with, the best interests of our company and our shareholders.

Certain Transactions

Except as described below, since the beginning of our last fiscal year, there have been no transactions, whether directly or indirectly, between us and any of our respective officers, directors, beneficial owners of more than 5% of our outstanding common stock or their family members, that exceeded the lesser of \$120,000 or 1% of the average of our total assets at year end for the last two completed fiscal years.

In our private placement completed on February 21, 2014, Messrs. Murphy, Brady and Gardner, directors of our company, purchased from us 8,714, 714,286 and 571,430 shares of our common stock, respectively, at a purchase price of \$0.35 per share, pursuant to the Purchase Agreement dated as of February 12, 2014. They each purchased the shares under the same terms and conditions as all the other investors in the private placement. As part of the private placement, they each received warrants to purchase up to 50% of their number of shares of common stock at an exercise price of \$0.35 per share and warrants to purchase up to another 50% of their number of shares of common stock at an exercise price of \$0.50 per share. The warrants will expire on February 21, 2019, five years after the date on which they were issued.

In September 2014, we settled a dispute in arbitration with our former chief financial officer concerning the amount of severance owed following her separation of employment in May 2013. In settlement, we made a total payment in an amount that was less than the amount required for disclosure under this Item 13, and received a final release of all claims.

Director Independence

Our shares are not currently listed for trading on a national securities exchange and, as such, we are not subject to any director independence standards. However, John Caron, Lindsay Gardner and Dan Rua qualify as “independent” in accordance with the published listing requirements of Nasdaq. As provided by the Nasdaq rules, the Board has made a subjective determination as to each independent director that no relationships exists which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In making these determinations, the directors reviewed and discussed information provided by the directors with regard to the director's business and personal activities as they may relate to us and our management.

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**SELLING STOCKHOLDERS**

A total of up to 68,571,456 shares may be offered by certain stockholders who participated in our private placement in February 2014. The number of shares the selling stockholders may sell consists of 34,285,728 shares of common stock that are currently issued and outstanding and 34,285,728 shares of common stock that they may receive if they exercise their warrants.

The shares in this registration statement were received as part of the following transaction:

**2014 Private Placement**

On February 21, 2014, we completed a private placement pursuant to a Purchase Agreement dated as of February 12, 2014, for the issuance and sale of 34,285,728 shares of our common stock, at a purchase price of \$0.35 per share, to a number of institutional and other accredited investors, for gross proceeds of \$12,000,000 (the "2014 Private Placement"). As part of the private placement, the investors received warrants to purchase up to 17,142,864 shares of our common stock at an exercise price of \$0.35 per share and warrants to purchase up to another 17,142,864 shares of our common stock at an exercise price of \$0.50 per share. The warrants will expire on February 21, 2019, five years after the date on which they were issued.

For each of the five-year warrants, the holder will be able to exercise the warrant on a so-called "cashless" basis at any time following six months after the closing of the private placement if at that time of exercise a registration statement covering the shares of our common stock underlying such warrants is not effective and available for resales or other dispositions; provided, that if any of the shares underlying the warrants are the subject of a registration "cut-back" imposed by the SEC pursuant to Rule 415, a cashless exercise for such cut-back shares will accrue as to 25% of the shares for every six months following the initial six-month period for which the shares are not registered. The warrants also contain weighted-average anti-dilution protection for holders in connection with issuances of capital stock by us below the respective exercise prices during the term of the warrants, but excludes certain events such as issuances of capital stock in connection with stock option plans and mergers and acquisitions.

The net proceeds from the private placement, following the payment of offering-related expenses, are being used by us to focus on revenue growth through the acceleration of our sales and client relations activities and marketing initiatives, establishment of strategic partnerships and continuation of technology and engineering enhancements to our platforms, as well as to fund our working capital and capital expenditure requirements.

We agreed, pursuant to the terms of a registration rights agreement with the investors, to (i) file a shelf registration statement with respect to the resale of the shares of our common stock sold to the investors and shares of our common stock issuable upon exercise of the warrants with the SEC within the sooner of 60 days after the closing date or 10 business days after we filed our Annual Report on Form 10-K for the year ended December 31, 2013; (ii) use our commercially reasonable best efforts to have the shelf registration statement declared effective by the SEC as soon as possible after the initial filing, and in any event no later than 90 days after the closing date (or 120 days in the event of a full review of the shelf registration statement by the SEC); and (iii) keep the shelf registration statement effective until all registrable securities may be sold pursuant to Rule 144 under the Securities Act of 1933, without the need for current public information or other restriction. If we are unable to comply with any of the above covenants, we will be required to pay liquidated damages to the investors in the amount of 1% of the investors' purchase price per month until such non-compliance is cured, with such liquidated damages payable in cash. We filed a registration statement on Form S-1 (File No. 333-195081) related to these shares on April 7, 2014, which was declared effective by the SEC on May 14, 2014 (satisfying the terms of (i) and (ii) above).



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### Selling Stockholder Table

The table below sets forth:

- the name of the selling stockholders,
- the number of shares of common stock beneficially owned by the selling stockholders as previously reported in our May 2014 registration statement (File No. 333-195081) or as of April 17, 2015, if such holder is a current officer or director,
- the maximum number of shares of common stock that may be sold or disposed of by the selling stockholders under this prospectus,
  - the maximum number of shares of common stock that may be sold or disposed of by the selling stockholders under Post-Effective Amendment No. 3 to the Registration Statement on Form S-1 (File No. 333-191743) and
  - Post-Effective Amendment No. 2 to the Registration Statement on Form S-1 (File No. 333-197482) of IZEA, Inc. filed on April 30, 2015,
- the number of shares of common stock that would be owned by the selling stockholders after completion of the offering, assuming the sale of all of the common stock covered by this prospectus, and
- the percentage of common stock beneficially owned by the selling stockholders after the offering based on 57,697,666 shares of common stock outstanding on April 17, 2015 plus any common stock issuable to the selling stockholder upon exercise of stock options and warrants that are currently exercisable or exercisable within 60 days after the date of this prospectus.

Except for Edward H. Murphy, Brian W. Brady and Lindsay A. Gardner, none of the selling stockholders are members of management, insiders or affiliates of our company. Except for these individuals or as noted below and elsewhere in this prospectus, the selling stockholders have not, within the past three years, had any position, office or other material relationship with us.

None of the selling stockholders is a broker-dealer regulated by the Financial Industry Regulatory Authority and, except for John J. Grimley Jr., Albert Hanser, William F. Hartfiel III and James Henry Zavoral Jr., none of the selling stockholders is an affiliate of such a broker-dealer. Any selling stockholder that is a broker-dealer or an affiliate of a broker-dealer purchased their shares in the ordinary course of business, and at the time of the purchase of the shares being offered, such selling stockholders had no agreements or understandings, directly or indirectly, with any person to distribute the shares being offered in this registration statement.

All information with respect to share ownership has been furnished by the selling stockholders. The shares being offered are being registered to permit public secondary trading of such shares and each selling stockholder may offer all or part of the shares it owns for resale from time to time pursuant to this prospectus.

The term “selling stockholders” also includes any pledgees, donees, transferees or other successors in interest to the selling stockholders named in the table below. Unless otherwise indicated, to our knowledge, each person named in the table below has voting power and investment power (subject to applicable community property laws) with respect to the shares of common stock set forth opposite such person’s name. We will file a supplement to this prospectus (or a post-effective amendment hereto, if necessary) to name successors to any named selling stockholders who are able to use this prospectus to resell the securities registered hereby.

Any selling stockholders who are affiliates of broker-dealers and any participating broker-dealers may be deemed to be “underwriters” within the meaning of the Securities Act, and any commissions or discounts given to any such selling stockholder or broker-dealer may be regarded as underwriting commissions or discounts under the Securities Act. The selling stockholders have informed us that they do not have any agreement or understanding, directly or indirectly, with any person to distribute their common stock in violation of the Securities Act.

Beneficial ownership is determined under the rules of the SEC. The number of shares beneficially owned by a person includes shares of common stock underlying warrants, stock options and other derivative securities to acquire our

common stock held by that person that are currently exercisable or convertible within 60 days after April 17, 2015. The shares issuable under these securities are treated as outstanding for computing the percentage ownership of the person holding these securities, but are not treated as outstanding for the purposes of computing the percentage ownership of any other person.

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Selling Stockholder	Number of Shares Beneficially Owned		Maximum Number to be Sold under 2014 Private Placement Registration	Maximum Number to be Sold under 2013 Private Placement Registration (48)	Number of Shares Beneficially Owned after the Offering	Percentage of Common Stock Beneficially Owned after the Offering	
Edward H. Murphy	4,451,777	(1)	17,428	—	4,434,349	7.2	%
Brian W. Brady	17,965,836	(2)	1,428,572	9,344,508	7,192,756	10.3	%
Lindsay A. Gardner	1,312,061	(3)	1,142,860	—	169,201	0.3	%
Special Situations Technology Fund II, L.P.	11,657,144	(4)	11,657,144	—	—	—	%
Special Situations Private Equity Fund, L.P.	8,000,000	(4)	8,000,000	—	—	—	%
Special Situations Technology Fund, L.P.	2,057,144	(4)	2,057,144	—	—	—	%
Goldman Partners, L.P.	5,714,288	(5)	5,714,288	—	—	—	%
Privet Fund LP	5,028,572	(6)	5,028,572	—	—	—	%
Perry A. Sook	5,000,000	(7)	1,000,000	4,000,000	—	—	%
Diker MicroCap Fund LP	4,285,716	(8)	4,285,716	—	—	—	%
John Pappajohn	4,057,144	(9)	2,057,144	2,000,000	—	—	%
William M. Smith Revocable Trust	3,886,000	(10)	2,286,000	1,600,000	—	—	%
Potomac Capital Partners, LP	3,428,572	(11)	3,428,572	—	—	—	%
Pennington Capital	2,571,428	(12)	2,571,428	—	—	—	%
Midsummer Small Cap Master, Ltd	3,600,000	(13)	2,000,000	1,600,000	—	—	%
New Frontier Capital, L.P.	2,420,886	(14)	2,285,716	—	135,170	0.2	%
Andrew Mark Gomer	1,371,428	(15)	571,428	800,000	—	—	%
Brian A. Bradley Revocable Trust	1,371,428	(16)	571,428	800,000	—	—	%
David R. Bradley Revocable Trust	1,371,428	(17)	571,428	800,000	—	—	%
Eric A. Bradley Revocable Trust	1,371,428	(18)	571,428	800,000	—	—	%
JEB Partners, L.P.	1,142,860	(19)	1,142,860	—	—	—	%
Fred L Levy	1,085,716	(20)	285,716	800,000	—	—	%
Plough Penny Partners LP	971,428	(21)	571,428	400,000	—	—	%
Ahava Investment Capital LP	857,144	(22)	857,144	—	—	—	%
Kirkwood Capital Partners, LLC	857,144	(23)	857,144	—	—	—	%
Robert G. Allison	716,000	(24)	716,000	—	—	—	%
Verbier SP Partnership, LP	600,000	(25)	600,000	—	—	—	%
David R. Morgan	571,428	(26)	571,428	—	—	—	%
John J. Grimley Jr.	571,428	(27)	571,428	—	—	—	%
Southshore Capital Partners, LP	571,428	(28)	571,428	—	—	—	%
Rosen Investment Fund, LLC	428,572	(29)	428,572	—	—	—	%
Alice Ann Corporation	288,000	(30)	288,000	—	—	—	%
Gary A. Bergren	288,000	(31)	288,000	—	—	—	%
Albert Hanser	285,716	(32)	285,716	—	—	—	%
Erin Brady	285,716	(33)	285,716	—	—	—	%
Meghan Brady	285,716	(34)	285,716	—	—	—	%
James Henry Zavoral Jr.	285,716	(35)	285,716	—	—	—	%
Pinnacle 18, LLLP	285,716	(36)	285,716	—	—	—	%
Robert J. Evans	285,716	(37)	285,716	—	—	—	%

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William F. Hartfiel III	285,716	(38) 285,716	—	—	—	%
Dennis D. Gonyea	228,000	(39) 228,000	—	—	—	%
Dorothy J. Hoel	200,000	(40) 200,000	—	—	—	%
E. Terry Skone Revocable Trust	200,000	(41) 200,000	—	—	—	%

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Stephanie L. Russo	200,000	(42) 200,000	—	—	—	%
William H. Baxter Revocable Trust	200,000	(43) 200,000	—	—	—	%
David & Carole Brown Rev Trust	144,000	(44) 144,000	—	—	—	%
Paul & Nancy Seel JTWROS	144,000	(45) 144,000	—	—	—	%
Richard A. Hoel	144,000	(46) 144,000	—	—	—	%
Janet M. Voight Trust	116,000	(47) 116,000	—	—	—	%
Additional Stockholders	4,621,009	(48) —	4,621,009	—	—	%
			68,571,456	27,565,517		

Mr. Murphy's share ownership includes 476,633 shares, exercisable stock options to purchase 3,966,430 shares of (1) common stock under our May 2011 Equity Incentive Plan and exercisable warrants to purchase 8,714 shares of common stock.

Mr. Brady's share ownership includes 6,167,211 shares, 1,706,596 vested shares of restricted common stock, exercisable warrants to purchase 10,058,794 shares of common stock, exercisable stock options to purchase 20,735 (2) shares of common stock under our May 2011 Equity Incentive Plan and exercisable stock options to purchase 12,500 shares of common stock under our August 2011 Equity Incentive Plan.

Mr. Gardner's share ownership includes 645,574 shares, 19,096 vested shares of restricted common stock, exercisable warrants to purchase 571,430 shares of common stock, exercisable stock options to purchase 25,961 (3) shares of common stock under our May 2011 Equity Incentive Plan and exercisable stock options to purchase 50,000 shares of common stock under our August 2011 Equity Incentive Plan.

Special Situations Technology Fund II, L.P. (SSFTechII) is the registered holder of 5,828,572 shares and warrants to purchase 5,828,572 shares, Special Situations Private Equity Fund, L.P. (SSFPE) is the registered holder of 4,000,000 shares and warrants to purchase 4,000,000 shares, and Special Situations Technology Fund, L.P. (SSFTech) is the registered holder of 1,028,572 shares and warrants to purchase 1,028,572 shares. As a result of the beneficial ownership limitations included in the warrants held by SSFTechII, SSFPE and SSFTech, the (4) warrants may be exercised to the extent that the total number of shares of common stock then beneficially owned does not exceed 19.99% of the outstanding stock. AWM Investment Company, Inc. (AWM) is the investment adviser to SSFTechII, SSFPE and SSFTech. Austin W. Marxe, David M. Greenhouse and Adam C. Stettner are the principal owners of AWM. Through their control of AWM, Messrs. Marxe, Greenhouse and Stettner share voting and investment control over the portfolio securities of each of the Special Situations funds listed above. The address of the Special Situations funds is 527 Madison Avenue, Suite 2600, New York, NY 10022.

Goldman Partners, L.P. is the registered holder of 2,857,144 shares and warrants to purchase 2,857,144 shares. (5) Neal Goldman, as General Partner of Goldman Partners, L.P., has voting and disposition power of the shares and warrants owned by Goldman Partners, L.P. The address for Goldman Partners, L.P. is 767 Third Avenue, 25th Floor, New York, NY 10017.

Privet Fund LP is the registered holder of 2,514,286 shares and warrants to purchase 2,514,286 shares. Ryan (6) Levenson, as General Partner of Privet Fund LP, has voting and disposition power of the shares and warrants owned by Privet Fund LP. The address for Privet Fund LP is 3280 Peachtree Road N.E., Suite 2670, Atlanta, GA 30305.

(7) Includes 2,500,000 shares and warrants to purchase 2,500,000 shares. The address for Perry A. Sook is 545 E. John Carpenter Freeway, Suite 700, Irving, TX 75062.

Diker MicroCap Fund LP is the registered holder of 2,142,858 shares and warrants to purchase 2,142,858 shares. (8) Mark Diker, as the Chief Executive Officer of Diker Management LLC, the investment advisor for Diker MicroCap Fund LP, has voting and disposition power of the shares and warrants owned by Diker MicroCap Fund LP. The address for Diker MicroCap Fund LP is c/o Diker Management LLC 730 Fifth Avenue, 15th Floor, New York, NY 10019.

(9)

Includes 2,028,572 shares and warrants to purchase 2,028,572 shares. The address for John Pappajohn is 666 Walnut Street, Suite 2116, Des Moines, IA 50309.

(10) William M. Smith Revocable Trust is the registered holder of 1,943,000 shares and warrants to purchase 1,943,000 shares. William M. Smith, as the trustee of the William M. Smith Revocable Trust, is deemed to be the beneficial owner of these shares and warrants and has voting and disposition power of the shares and warrants owned by the

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trust. The address for the William M. Smith Revocable Trust is 155 Middle Plantation Lane, Suite 1301, Gulf Breeze, FL 32561.

(11) Potomac Capital Partners, LP is the registered holder of 1,714,286 shares and warrants to purchase 1,714,286 shares. Paul J. Solit, as the Managing Member of the general partner of Potomac Capital Partners, LP, has voting and disposition power of the shares and warrants owned by Potomac Capital Partners, LP. The address for Potomac Capital Partners, LP is 825 Third Avenue, 33rd Floor, New York, NY 10022.

(12) Pennington Capital is the registered holder of 1,285,714 shares and warrants to purchase 1,285,714 shares. Robert J. Evans, as Managing Member of Pennington Partners, has voting and disposition power of the shares and warrants owned by Pennington Capital offered under this prospectus. This amount excludes shares and warrants that Mr. Evans individually owns, which are separately reported in the table above and explained in footnote (37) below.

(13) Midsummer Small Cap Master, Ltd is the registered holder of 1,800,000 shares and warrants to purchase 1,800,000 shares (of which 1,000,000 shares and warrants to purchase 1,000,000 shares were acquired in the February 2014 Private Placement). Midsummer Capital, LLC is the investment manager of Midsummer Small Cap Master, Ltd. As members of Midsummer Capital, LLC, Joshua Thomas and Alan Benaim have voting and dispositive authority over the shares and warrants owned by Midsummer Small Cap Master, Ltd offered under this prospectus. The address for Midsummer Small Cap Master Ltd is c/o Midsummer Capital, LLC, 733 Third Avenue, 19th Floor, New York, NY 10017.

(14) New Frontier Capital, L.P. is the registered holder of 1,278,028 shares and warrants to purchase 1,142,858 shares (of which 1,142,858 shares and warrants to purchase 1,142,858 shares were acquired in the February 2014 Private Placement). William L. Musser, Jr., as President of the general partner of New Frontier Capital, L.P., has voting and disposition power of the shares and warrants owned by New Frontier Capital, L.P. offered under this prospectus.

(15) Mr. Gomer's share ownership reflects 685,714 shares and warrants to purchase 685,714 shares (of which 285,714 shares and warrants to purchase 285,714 shares were acquired in the February 2014 Private Placement).

(16) Brian A. Bradley Revocable Trust is the registered holder of 685,714 shares and warrants to purchase 685,714 shares (of which 285,714 shares and warrants to purchase 285,714 shares were acquired in the February 2014 Private Placement). Brian Bradley, as trustee of the Brian A. Bradley Revocable Trust, is deemed to be the beneficial owner of these shares and warrants and has sole voting and disposition power of the shares and warrants owned by the trust offered under this prospectus.

(17) David R. Bradley Revocable Trust is the registered holder of 685,714 shares and warrants to purchase 685,714 shares (of which 285,714 shares and warrants to purchase 285,714 shares were acquired in the February 2014 Private Placement). David Bradley, as trustee of the David R. Bradley Revocable Trust, is deemed to be the beneficial owner of these shares and warrants and has sole voting and disposition power of the shares and warrants owned by the trust offered under this prospectus.

(18) Eric A. Bradley Revocable Trust is the registered holder of 685,714 shares and warrants to purchase 685,714 shares (of which 285,714 shares and warrants to purchase 285,714 shares were acquired in the February 2014 Private Placement). Eric Bradley, as trustee of the Eric A. Bradley Revocable Trust, is deemed to be the beneficial owner of these shares and warrants and has sole voting and disposition power of the shares and warrants owned by the trust offered under this prospectus.

(19) JEB Partners, L.P. is the registered holder of 571,430 shares and warrants to purchase 571,430 shares. James E. Besser, as General Partner of JEB Partners, L.P., has voting and disposition power of the shares and warrants owned by JEB Partners, L.P. offered under this prospectus.

(20) Mr. Levy's share ownership includes 542,858 shares and warrants to purchase 542,858 shares (of which 142,858 shares and warrants to purchase 142,858 shares were acquired in the February 2014 Private Placement).

(21) Plough Penny Partners LP is the registered holder of 485,714 shares and warrants to purchase 485,714 shares (of which 285,714 shares and warrants to purchase 285,714 shares were acquired in the February 2014 Private Placement). Judson Traphagen, as General Partner of Plough Penny Partners LP, has voting and disposition power of the shares and warrants owned by Plough Penny Partners LP offered under this prospectus.

Ahava Investment Capital LP is the registered holder of 428,572 shares and warrants to purchase 428,572 shares.  
(22) Menachem Kranz, as Managing Member of the general partner of Ahava Investment Capital LP, has voting and disposition power of the shares and warrants owned by Ahava Investment Capital LP offered under this prospectus.



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- Kirkwood Capital Partners, LLC is the registered holder of 428,572 shares and warrants to purchase 428,572 (23) shares. Jeffrey Solomon, as Manager of Kirkwood Capital Partners, LLC, has voting and disposition power of the shares and warrants owned by Kirkwood Capital Partners, LLC offered under this prospectus.
- (24) Mr. Allison's share ownership includes 358,000 shares and warrants to purchase 358,000 shares. Verbier SP Partnership, L.P. is the registered holder of 300,000 shares and warrants to purchase 300,000 shares.
- (25) James J. Tiampo, as President of the general partner of Verbier SP Partnership, L.P., has voting and disposition power of the shares and warrants owned by Verbier SP Partnership, L.P. offered under this prospectus.
- (26) Mr. Morgan's share ownership reflects 285,714 shares and warrants to purchase 285,714 shares. Mr. Grimley's share ownership reflects 285,714 shares and warrants to purchase 285,714 shares. Mr. Grimley is an affiliate of Lake Street Capital Markets, a registered broker-dealer that did not participate in any aspect of the (27) February 2014 Private Placement. Mr. Grimley purchased these securities in the ordinary course of business and did not, at the time of purchase, have any agreement or understanding, directly or indirectly, with any person to distribute these securities.
- Southshore Capital Partners, LP is the registered holder of 285,714 shares and warrants to purchase 285,714 (28) shares. Thomas (Taz) M. Turner, as General Partner of Southshore Capital Partners, LP, has voting and disposition power of the shares and warrants owned by Southshore Capital Partners, LP offered under this prospectus.
- Manager of Rosen Investment Fund, LLC is the registered holder of 214,286 shares and warrants to purchase (29) 214,286 shares. Menachem Kranz, as Managing Member of the Manager of Rosen Investment Fund, LLC, has voting and disposition power of the shares and warrants owned by Rosen Investment Fund, LLC offered under this prospectus.
- Alice Ann Corporation is the registered holder of 144,000 shares and warrants to purchase 144,000 shares. JoAnn (30) Dvorak, as President of Alice Ann Corporation, has voting and disposition power of the shares and warrants owned by Alice Ann Corporation offered under this prospectus.
- (31) Mr. Bergren's share ownership reflects 144,000 shares and warrants to purchase 144,000 shares. Mr. Hanser's share ownership reflects 142,858 shares and warrants to purchase 142,858 shares. Mr. Hanser is a (32) Managing Director of Craig-Hallum Capital Partners LLC, a registered broker-dealer that acted as our exclusive placement agent in the February 2014 Private Placement. At the time of purchase of these securities, neither Mr. Hanser nor Craig-Hallum Capital Partners LLC had any agreement or understanding, directly or indirectly, with any person to distribute the securities.
- (33) Erin Brady's share ownership reflects 142,858 shares and warrants to purchase 142,858 shares. Ms. Brady is the adult daughter of Brian A. Brady, a director of our company.
- (34) Meghan Brady's share ownership reflects 142,858 shares and warrants to purchase 142,858 shares. Ms. Brady is the adult daughter of Brian A. Brady, a director of our company.
- Mr. Zavoral's share ownership reflects 142,858 shares and warrants to purchase 142,858 shares. Mr. Zavoral is a (35) Managing Director of Craig-Hallum Capital Partners LLC, a registered broker-dealer that acted as our exclusive placement agent in the February 2014 Private Placement. At the time of purchase of these securities, neither Mr. Zavoral nor Craig-Hallum Capital Partners LLC had any agreement or understanding, directly or indirectly, with any person to distribute the securities.
- Pinnacle 18, LLLP is the registered holder of 142,858 shares and warrants to purchase 142,858 shares. Menachem (36) Kranz, as Managing Member of the general partner of Pinnacle 18, LLLP, has voting and disposition power of the shares and warrants owned by Pinnacle 18, LLLP offered under this prospectus.
- Mr. Evans' share ownership reflects 142,858 shares and warrants to purchase 142,858 shares. The amount (37) excludes shares and warrants owned by Pennington Capital, LLC, of which Mr. Evans is the Managing Member, which are separately reported in the table above and explained in footnote (12) above.
- (38) Mr. Hartfiel's share ownership reflects 142,858 shares and warrants to purchase 142,858 shares. Mr. Hartfiel is the Head of Investment Banking of Craig-Hallum Capital Partners LLC, a registered broker-dealer that acted as our exclusive placement agent in the February 2014 Private Placement. At the time of purchase of these securities, neither Mr. Hartfiel nor Craig-Hallum Capital Partners LLC had any agreement or understanding, directly or

indirectly, with any person to distribute the securities.

(39) Mr. Gonyea's share ownership reflects 114,000 shares and warrants to purchase 114,000 shares.

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(40) Ms. Hoel's share ownership reflects 100,000 shares and warrants to purchase 100,000 shares. The amount excludes shares and warrants beneficially owned by her that are held by her spouse, which are separately reported in the table above and explained in footnote (46) below.

(41) E. Terry Skone Revocable Trust u/a dtd 11/30/2005 is the registered holder of 100,000 shares and warrants to purchase 100,000 shares. E. Terry Skone, as trustee of the E. Terry Skone Revocable Trust u/a dtd 11/30/2005, is deemed to be the beneficial owner of these shares and warrants and has sole voting and disposition power of the shares and warrants owned by the trust offered under this prospectus.

(42) Ms. Russo's share ownership reflects 100,000 shares and warrants to purchase 100,000 shares.

(43) William H. Baxter Revocable Trust u/a dtd 7/31/96 is the registered holder of 100,000 shares and warrants to purchase 100,000 shares. William H. Baxter, as trustee of the William H. Baxter Revocable Trust u/a dtd 7/31/96, is deemed to be the beneficial owner of these shares and warrants and has sole voting and disposition power of the shares and warrants owned by the trust offered under this prospectus.

(44) David and Carole Brown Revocable Trust u/a dtd 10/23/97 is the registered holder of 72,000 shares and warrants to purchase 72,000 shares. David Brown and Carole Brown, as co-trustees of David and Carole Brown Revocable Trust u/a dtd 10/23/97, are deemed to be the beneficial owners of these shares and warrants and have shared voting and disposition power of the shares and warrants owned by the trust offered under this prospectus.

(45) Paul and Nancy Seel, Joint Account WROS' share ownership reflects 72,000 shares and warrants to purchase 72,000 shares.

(46) Mr. Hoel's share ownership reflects 72,000 shares and warrants to purchase 72,000 shares. The amount excludes shares and warrants beneficially owned by him that are held by his spouse, which are separately reported in the table and explained in footnote (40) above.

(47) Janet M. Voight Trust u/a dtd 8/28/96 is the registered holder of 58,000 shares and warrants to purchase 58,000 shares. Janet Voight and Donald Voight, as co-trustees of the Janet M. Voight Trust u/a dtd 8/28/96, are deemed to be the beneficial owners of these shares and warrants and have shared voting and disposition power of the shares and warrants owned by the trust offered under this prospectus.

(48) The Company also filed Post-Effective Amendment No. 3 to the Registration Statement on Form S-1 (File No. 333-191743) and Post-Effective Amendment No. 2 to the Registration Statement on Form S-1 (File No. 333-197482) (the "Registration Statements") of IZEA, Inc. on April 30, 2015. The Registration Statements include a prospectus relating primarily to the securities issued in our 2013 private placement. The shares being registered pursuant to the Registration Statements consist of 9,141,545 shares of common stock that are currently issued and outstanding and 18,423,972 shares of common stock that the selling stockholders may receive if they exercise their warrants for a total of 27,565,517 shares of common stock of IZEA, Inc. Some of the selling stockholders listed in that prospectus are also included as selling stockholders in this prospectus due to their additional investment in our 2014 private placement. This column details the shares registered in the second prospectus according to the selling stockholders within this prospectus. The remaining 4,621,009 shares registered for selling stockholders not related to this prospectus are combined as "Additional Stockholders" herein. See File No. 333-191743 and 333-197482 for more detail on these stockholders.

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PLAN OF DISTRIBUTION

The sale of shares of common stock by the selling stockholders or their respective heirs, successors, assigns, donees or other successors-in-interest may be effected from time to time in transactions (which may include block transactions by or for the account of the selling stockholders or such persons) on the over-the-counter market or wherever the shares are then traded or quoted, including ordinary brokers' transactions, in privately negotiated transactions or through sales to one or more dealers for resale of such securities as principals. Sales may be made at fixed prices which may be changed, at market prices prevailing at the time of sale, or at negotiated prices.

Selling stockholders or such persons may effect such transactions by selling their shares underlying private financings notes and warrants directly to purchasers, through broker-dealers acting as agents for the selling stockholders or to broker-dealers who may purchase such shares as principals and thereafter sell the shares from time to time in the over-the-counter market or wherever the shares are then traded or quoted, in negotiated transactions or otherwise in any single transaction or series of related transactions permitted by law, rule or regulation. Such broker-dealers, if any, may receive compensation in the form of discounts, concessions or commissions from the selling stockholders and/or the purchasers for whom such broker-dealers may act as agents or to whom they may sell as principals or otherwise (which compensation as to a particular broker-dealer may exceed customary commissions). The maximum compensation to be received by any FINRA member or independent broker-dealer will not be greater than 8% for the sale of any securities set forth in the selling stockholder table contained within this prospectus.

We are required to pay all fees and expenses incident to the registration of the shares registered hereunder. We have agreed to indemnify the selling stockholders against certain losses, claims, damages and liabilities, including liabilities under the Securities Act of 1933, as amended. To the extent required, we will amend or supplement this prospectus to disclose material arrangements regarding the plan of distribution. To comply with the securities laws of certain jurisdictions, registered or licensed brokers or dealers may need to offer or sell the shares offered by this prospectus. The applicable rules and regulations under the Securities Exchange Act of 1934, as amended, may limit any person engaged in a distribution of the shares of common stock covered by this prospectus in its ability to engage in market activities with respect to such shares. The selling stockholders, for example, will be subject to applicable provisions of the Securities Exchange Act of 1934, as amended, and the rules and regulations under it, which provisions may limit the timing of purchases and sales of any shares of common stock by the selling stockholders.

The selling stockholders and broker-dealers, if any, acting in connection with such sales might be deemed to be “underwriters” within the meaning of Section 2(11) of the Securities Act.

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### DESCRIPTION OF SECURITIES

#### Authorized Capital Stock

We have 210,000,000 authorized shares of capital stock, par value \$0.0001 per share, of which 200,000,000 shares are common stock and 10,000,000 shares are “blank-check” preferred stock.

#### Capital Stock Issued and Outstanding

We have the following issued and outstanding securities as of April 17, 2015:

57,697,666 shares of common stock;

1,769,788 vested, yet unissued, shares of restricted common stock;

warrants to purchase an aggregate of 54,042,749 shares of common stock; and

stock options to purchase an aggregate of 14,197,378 shares of common stock.

#### Common Stock

The holders of our common stock have equal ratable rights to dividends from funds legally available if and when declared by our Board of Directors and are entitled to share ratably in all of our assets available for distribution to holders of common stock upon liquidation, dissolution or winding up of our affairs. Our common stock does not provide the right to a preemptive, subscription or conversion rights and there are no redemption or sinking fund provisions or rights. Our common stockholders are entitled to one non-cumulative vote per share on all matters on which shareholders may vote, meaning that shareholders may not give more than one vote per share to any single nominee for election to our Board of Directors.

We refer you to our Articles of Incorporation, Bylaws and the applicable statutes of the state of Nevada for a more complete description of the rights and liabilities of holders of our securities.

#### Preferred Stock

Our Articles of Incorporation authorize the issuance of up to 10,000,000 shares of “blank check” preferred stock with designations, rights and preferences as may be determined from time to time by our Board of Directors. We do not currently have any outstanding shares of preferred stock.

#### Transfer Agent

The transfer agent and registrar for our common stock is Island Stock Transfer, Clearwater, Florida.

#### Anti-Takeover Provisions

The provisions of Nevada law and our bylaws may have the effect of delaying, deferring or preventing another party from acquiring control of the company. These provisions may discourage and prevent coercive takeover practices and inadequate takeover bids.

#### Nevada Law

Nevada law contains a provision governing “acquisition of controlling interest.” This law provides generally that any person or entity that acquires 20% or more of the outstanding voting shares of a publicly-held Nevada corporation in the secondary public or private market may be denied voting rights with respect to the acquired shares, unless a majority of the disinterested shareholders of the corporation elects to restore such voting rights in whole or in part.

The control share acquisition act provides that a person or entity acquires “control shares” whenever it acquires shares that, but for the operation of the control share acquisition act, would bring its voting power within any of the following three ranges: 20 to 33-1/3%; 33-1/3 to 50%; or more than 50%.

A “control share acquisition” is generally defined as the direct or indirect acquisition of either ownership or voting power associated with issued and outstanding control shares. The shareholders or Board of Directors of a corporation may elect to exempt the stock of the corporation from the provisions of the control share acquisition act through adoption of a provision to that effect in the articles of incorporation or bylaws of the corporation. Our articles of incorporation and bylaws do not exempt our common stock from the control share acquisition act.

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The control share acquisition act is applicable only to shares of “Issuing Corporations” as defined by the Nevada law. An Issuing Corporation is a Nevada corporation which (i) has 200 or more shareholders, with at least 100 of such shareholders being both shareholders of record and residents of Nevada, and (ii) does business in Nevada directly or through an affiliated corporation.

At this time, we do not believe we have 100 shareholders of record resident of Nevada and we do not conduct business in Nevada directly. Therefore, the provisions of the control share acquisition act are believed not to apply to acquisitions of our shares and will not until such time as these requirements have been met. At such time as they may apply, the provisions of the control share acquisition act may discourage companies or persons interested in acquiring a significant interest in or control of us, regardless of whether such acquisition may be in the interest of our shareholders.

The Nevada “Combination with Interested Stockholders Statute” may also have an effect of delaying or making it more difficult to effect a change in control of us. This statute prevents an “interested stockholder” and a resident domestic Nevada corporation from entering into a “combination,” unless certain conditions are met. The statute defines “combination” to include any merger or consolidation with an “interested stockholder,” or any sale, lease, exchange, mortgage, pledge, transfer or other disposition, in one transaction or a series of transactions with an “interested stockholder” having (i) an aggregate market value equal to 5% or more of the aggregate market value of the assets of the corporation, (ii) an aggregate market value equal to 5% or more of the aggregate market value of all outstanding shares of the corporation, or (iii) representing 10% or more of the earning power or net income of the corporation.

An “interested stockholder” means the beneficial owner of 10% or more of the voting shares of a resident domestic corporation, or an affiliate or associate thereof. A corporation affected by the statute may not engage in a “combination” within three years after the interested stockholder acquires its shares unless the combination or purchase is approved by the Board of Directors before the interested stockholder acquired such shares. If approval is not obtained, then after the expiration of the three-year period, the business combination may be consummated with the approval of the Board of Directors or a majority of the voting power held by disinterested stockholders, or if the consideration to be paid by the interested stockholder is at least equal to the highest of (i) the highest price per share paid by the interested stockholder within the three years immediately preceding the date of the announcement of the combination or in the transaction in which he became an interested stockholder, whichever is higher, (ii) the market value per common share on the date of announcement of the combination or the date the interested stockholder acquired the shares, whichever is higher, or (iii) if higher for the holders of preferred stock, the highest liquidation value of the preferred stock.

Articles of Incorporation and Bylaws

Our articles of incorporation are silent as to cumulative voting rights in the election of our directors. Nevada law requires the existence of cumulative voting rights to be provided for by a corporation's articles of incorporation. As such, the combination of the present ownership by a few stockholders of a significant portion of our issued and outstanding common stock and lack of cumulative voting makes it more difficult for other stockholders to replace our Board of Directors or for a third party to obtain control of us by replacing our Board of Directors. Our articles of incorporation and bylaws do not contain any explicit provisions that would have an effect of delaying, deferring or preventing a change in control of us.

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SHARES ELIGIBLE FOR FUTURE SALE

As of April 17, 2015, we currently have 57,697,666 shares of common stock issued and outstanding of which approximately 26,958,822 shares are freely transferable. Our executive officers and directors own 7,649,649 shares, which would be eligible for resale subject to the volume and manner of sale limitations of Rule 144 under the Securities Act. An additional 23,089,195 shares are “restricted securities,” as that term is defined in Rule 144, and are eligible for sale under the provisions of Rule 144.

We also have the following additional issued and outstanding securities as of April 17, 2015:

- 1,769,788 vested, yet unissued, shares of restricted common stock;
- warrants to purchase an aggregate of 54,042,749 shares of common stock; and
- stock options to purchase an aggregate of 14,197,378 shares of common stock.

In general, under Rule 144 as currently in effect, a person (or persons whose shares are required to be aggregated), including a person who may be deemed an “affiliate” of the company, who has beneficially owned restricted securities for at least six months may sell, within any three-month period, a number of shares that does not exceed the greater of: (1) 1% of the then outstanding shares of common stock, or (2) the average weekly trading volume of the common stock during the four calendar weeks preceding the date on which notice of such sale was filed under Rule 144. Sales of shares held by our affiliates that are not “restricted” are subject to such volume limitations, but are not subject to the holding period requirement. Sales under Rule 144 are also subject to certain requirements as to the manner of sale, notice and availability of current public information about our company. A person who is not deemed to have been an affiliate of our company at any time during the 90 days preceding a sale by such person, and who has beneficially owned the restricted shares for at least one year, is entitled to sell such shares under Rule 144 without regard to any of the restrictions described above.

Following this offering, we cannot predict the effect, if any, that the availability for sale of shares held by our current stockholders will have on the market price from time to time. Nevertheless, sales by our current stockholders of a substantial number of shares of common stock in the public market could materially and adversely affect the market price for our common stock. In addition, the availability for sale of a substantial number of shares of our common stock acquired through the exercise of outstanding stock options or warrants could materially adversely affect the market price of our common stock.



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DISCLOSURE OF COMMISSION POSITION ON INDEMNIFICATION  
FOR SECURITIES ACT LIABILITIES

Neither our articles of incorporation nor bylaws prevent us from indemnifying our officers, directors and agents to the extent permitted under the Nevada Revised Statute ("NRS"). NRS Section 78.7502, provides that a corporation may indemnify any director, officer, employee or agent of a corporation against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with any defense to the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to Section 78.7502(1) or 78.7502(2), or in defense of any claim, issue or matter therein.

NRS 78.7502(1) provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, except an action by or in the right of the corporation, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he: (a) is not liable pursuant to NRS 78.138; or (b) acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

NRS Section 78.7502(2) provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including amounts paid in settlement and attorneys' fees actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he: (a) is not liable pursuant to NRS 78.138; or (b) acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation. Indemnification may not be made for any claim, issue or matter as to which such a person has been adjudged by a court of competent jurisdiction, after exhaustion of all appeals there from, to be liable to the corporation or for amounts paid in settlement to the corporation, unless and only to the extent that the court in which the action or suit was brought or other court of competent jurisdiction determines upon application that in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.

NRS Section 78.747 provides that except as otherwise provided by specific statute, no director or officer of a corporation is individually liable for a debt or liability of the corporation, unless the director or officer acts as the alter ego of the corporation. The court as a matter of law must determine the question of whether a director or officer acts as the alter ego of a corporation.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling us pursuant to the foregoing provisions, we have been informed that, in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, we will, unless in the opinion of our counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such

indemnification by us is against public policy as expressed hereby in the Securities Act and we will be governed by the final adjudication of such issue.

#### LEGAL MATTERS

Olshan Frome Wolosky LLP, New York, New York, has passed upon the validity of the common stock offered by this prospectus as our counsel.

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EXPERTS

Our audited financial statements as of December 31, 2014 and 2013 and for the years then ended have been included in this Prospectus in reliance on the report of Cross, Fernandez & Riley, LLP, an independent registered public accounting firm, appearing elsewhere herein given on the authority of said firm as experts in auditing and accounting.

WHERE YOU CAN FIND MORE INFORMATION

We have filed with the SEC a registration statement on Form S-1 under the Securities Act, with respect to the common stock offered hereby. This prospectus does not contain all of the information set forth in the registration statement and the exhibits and schedules thereto. Some items are omitted in accordance with the rules and regulations of the SEC. For further information with respect to us and the common shares offered hereby, we refer you to the registration statement and the exhibits and schedules filed therewith. Statements contained in this prospectus as to the contents of any contract, agreement or any other document referred to are summaries of the material terms of the respective contract, agreement or other document. With respect to each of these contracts, agreements or other documents filed as an exhibit to the registration statement, reference is made to the exhibits for a more complete description of the matter involved. A copy of the registration statement, and the exhibits and schedules thereto, may be inspected without charge at the public reference facilities maintained by the SEC at 100 F Street, N.E., Washington, D.C. 20549. Copies of these materials may be obtained by writing to the Public Reference Section of the SEC at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference facilities. The SEC maintains a website that contains reports, proxy and information statements and other information regarding registrants that file electronically with the SEC. The address of the SEC's website is <http://www.sec.gov>.

We file periodic reports and other information with the SEC. Such periodic reports and other information are available for inspection and copying at the public reference room and website of the SEC referred to above. We maintain a website at <http://corp.izea.com>. You may access our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act with the SEC free of charge at our website as soon as reasonably practicable after such material is electronically filed with, or furnished to, the SEC. The information and other content contained on our website are not part of the prospectus.

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FINANCIAL STATEMENTS

Year Ended December 31, 2014:

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<u>Consolidated Statements of Operations for the years ended December 31, 2014 and 2013</u>	<u>F- 4</u>
<u>Consolidated Statements of Stockholders' Equity (Deficit) for the years ended December 31, 2014 and 2013</u>	<u>F- 5</u>
<u>Consolidated Statements of Cash Flows for the years ended December 31, 2014 and 2013</u>	<u>F- 6</u>
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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders  
IZEA, Inc.

We have audited the accompanying consolidated balance sheets of IZEA, Inc. as of December 31, 2014 and 2013, and the related consolidated statements of operations, stockholders' equity (deficit), and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of IZEA, Inc. as of December 31, 2014 and 2013, and the results of their operations and their cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

/s/ Cross, Fernandez & Riley, LLP

Orlando, Florida  
March 19, 2015

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IZEA, Inc.

## Consolidated Balance Sheets

	December 31, 2014	December 31, 2013
Assets		
Current:		
Cash and cash equivalents	\$6,521,930	\$530,052
Accounts receivable	2,156,378	1,659,802
Prepaid expenses	190,604	109,960
Other current assets	61,424	83,486
Total current assets	8,930,336	2,383,300
Property and equipment, net of accumulated depreciation of \$239,521 and \$205,070	588,919	156,482
Software development costs, net of accumulated amortization of \$85,331 and \$0	483,544	362,346
Security deposits	100,641	46,574
Total assets	\$10,103,440	\$2,948,702
Liabilities and Stockholders' Equity (Deficit)		
Current liabilities:		
Accounts payable	\$310,611	\$817,057
Accrued expenses	394,617	365,454
Unearned revenue	1,767,074	1,292,228
Current portion of capital lease obligations	54,376	43,852
Total current liabilities	2,526,678	2,518,591
Capital lease obligations, less current portion	7,291	34,013
Deferred rent	106,531	14,179
Warrant liability	3,203,465	1,832,945
Total liabilities	5,843,965	4,399,728
Stockholders' equity (deficit):		
Common stock, \$.0001 par value; 200,000,000 shares authorized; 57,697,666 and 22,560,653 issued and outstanding	5,770	2,256
Additional paid-in capital	27,195,055	24,672,132
Accumulated deficit	(22,941,350 )	(26,125,414 )
Total stockholders' equity (deficit)	4,259,475	(1,451,026 )
Total liabilities and stockholders' equity (deficit)	\$10,103,440	\$2,948,702

See accompanying notes to the consolidated financial statements.



Table of ContentsIZEA, Inc.  
Consolidated Statements of Operations

	Twelve Months Ended December 31,	
	2014	2013
Revenue	\$8,322,274	\$6,626,943
Cost of sales	2,845,833	2,698,364
Gross profit	5,476,441	3,928,579
Operating expenses:		
General and administrative	8,813,291	6,460,800
Sales and marketing	1,309,353	380,835
Total operating expenses	10,122,644	6,841,635
Loss from operations	(4,646,203 )	(2,913,056 )
Other income (expense):		
Interest expense	(25,375 )	(63,404 )
Loss on exchange of warrants and debt	—	(94,214 )
Change in fair value of derivatives and notes payable carried at fair value, net	7,845,214	(251,847 )
Other income (expense), net	10,428	529
Total other income (expense)	7,830,267	(408,936 )
Net income (loss)	\$3,184,064	\$(3,321,992 )
Weighted average common shares outstanding – basic	52,327,088	12,400,366
Basic income (loss) per common share	\$0.06	\$(0.27 )
Weighted average common shares outstanding – diluted	63,400,080	12,400,366
Diluted income (loss) per common share	\$0.05	\$(0.27 )



See accompanying notes to the consolidated financial statements.

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IZEA, Inc.

## Consolidated Statement of Stockholders' Equity (Deficit)

	Series A Convertible Preferred Stock		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount			
Balance, December 31, 2012		\$—	6,186,997	\$619	\$21,489,354	\$(22,803,422)	\$(1,313,449)
Sale of common stock and conversion of notes payable, net of offering costs		—	14,236,472	1,424	1,882,786	—	1,884,210
Conversion of preferred stock	(5	) —	3,788	—	—	—	—
Conversion of notes payable into common stock	—	—	773,983	77	124,534	—	124,611
Exchange of warrants for common stock	—	—	5,001	1			