

SPOT MOBILE INTERNATIONAL LTD.

Form 8-K

July 15, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 12, 2011

**SPOT MOBILE INTERNATIONAL LTD.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**0-22636**  
(Commission  
File Number)

**75-2461665**  
(I.R.S. Employer  
Identification Number)

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**4950 Yonge Street, Suite 900**

**North York, Ontario M2N 6K1**

**(Address of principal executive offices, including zip code)**

**(416) 229-9333**

**(Registrant's telephone number, including area code)**

**(Former name or former address, if changed since last report)**

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Unless otherwise indicated in this Current Report or the context otherwise requires, all references in this Current Report to Spot Mobile International, the Company, us, our or we are to Spot Mobile International Ltd.

**Item 2.04      Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement.**

As previously disclosed, on June 6, 2011, we received a notice of default from LV Administrative Services, Inc., as administrative and collateral agent for Valens Offshore SPV II, Corp., Valens U.S. SPV I, LLC, Laurus Master Fund, Ltd. (In Liquidation) (collectively, the Creditor Parties ) under that certain Master Security Agreement, dated February 24, 2010, executed by the Company and Mr. Prepaid, Inc., our wholly-owned subsidiary ( Mr. Prepaid ), and a Secured Term Note, dated February 24, 2010, issued by the Company in favor of the Creditor Parties. On July 12, 2011, we received a further notice from the Creditor Parties regarding the acceleration of all amounts due under the Secured Term Note and demanding payment of \$1,323,366.24. The notice states that if payment was not made by July 14, 2011, the Creditor Parties would proceed to enforce all of their rights and remedies under the loan documents described above.

**SIGNATURE**

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

**SPOT MOBILE INTERNATIONAL LTD.**

Dated: July 15, 2011

By: /s/ Charles J. Zwebner  
Charles J. Zwebner  
Chief Executive Officer