

SECURITIES AND EXCHANGE COMMISSION

FORM 424B3

Prospectus filed pursuant to Rule 424(b)(3)

Filing Date: **2013-01-23**
SEC Accession No. [0001336691-13-000004](#)

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FILER

MOTRICITY INC

CIK: [1336691](#) | IRS No.: [201059798](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **424B3** | Act: **33** | File No.: [333-183487](#) | Film No.: **13543006**
SIC: **7389** Business services, nec

Mailing Address
601 108TH AVE NE
SUITE 900
BELLEVUE WA 98004

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SUITE 900
BELLEVUE WA 98004
425-957-6200

Prospectus Supplement No. 8

Filed pursuant to Rule 424(b)(3) and 424(c)

Registration Statement No. 333-183487



**10,149,824 SHARES OF COMMON STOCK UNDERLYING WARRANTS WITH AN EXERCISE
PRICE EQUAL TO \$0.65 PER SHARE**

This Prospectus Supplement No. 8 (the “Prospectus Supplement”) amends our prospectus dated September 13, 2012, as previously supplemented (the “Prospectus”) related to 10,149,824 shares of our common stock underlying warrants with an exercise price equal to \$0.65 per share, which warrants were issued upon consummation of the rights offering described in the Prospectus.

This Prospectus Supplement is being filed in order to incorporate into and to include in the Prospectus the information set forth in our Current Report on Form 8-K filed with the Securities and Exchange Commission (“SEC”) on January 23, 2013, which is attached hereto. This Prospectus Supplement should be read in conjunction with the Prospectus and is qualified by reference to the Prospectus except to the extent that the information in this Prospectus Supplement supersedes the information contained therein.

Our common stock is currently traded on the Nasdaq Global Select Market, under the symbol “MOTR.” On January 22, 2013, the closing sale price of our common stock was \$0.43 per share.

Investing in our securities involves substantial risks. You should carefully consider the matters discussed under the section entitled “Risk Factors” beginning on page 27 of the Prospectus.

Neither the SEC nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is January 23, 2013.

**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): January 16, 2013

Motricity, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

001-34781
(Commission
File Number)

20-1059798
(IRS Employer
Identification No.)

**601 West 26th Street
Suite 415
New York, NY 10001**
(Address of Principal Executive Offices, including Zip Code)

(212) 792-9671
(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))



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

On January 16, 2013, Lady Barbara Judge, CBE, a member of the board of directors (the “Board”), of Motricity, Inc. (the “Company”) resigned from her position as a director and as a member of the Company’s compensation committee and governance and nominating committee, effective immediately. Her decision to resign was not a result of any disagreement with the Company or its management.

On January 16, 2013, the Board appointed Kevin Lewis as a director to fill the vacancy created by Lady Judge’s resignation. The Board also appointed Mr. Lewis to replace Lady Judge on the Board’s compensation committee. As a non-employee director, Mr. Lewis is entitled to the Company’s standard cash and equity compensation for Board services. In addition, the Company expects to enter into an indemnification agreement with Mr. Lewis in substantially the form filed as Exhibit 10.19 to the Company’s Registration Statement on Form S-1, File No. 333-164471, filed January 22, 2010.

Mr. Lewis has served as the Chief Marketing Officer of Blockbuster LLC, a video rental retail chain which is a current subsidiary of Dish Network Corp., since 2011. From 2009 until 2011, Mr. Lewis was employed by Blockbuster Inc. as the Senior Vice President of Digital Entertainment. Blockbuster Inc. voluntarily filed for Chapter 11 bankruptcy protection in September 2010 and subsequently emerged from bankruptcy in March 2011 via a sale of the company to Dish Network Corp. Mr. Lewis was employed by subsidiaries of Koninklijke Philips Electronics, an industrial conglomerate which engages in the healthcare, consumer lifestyle and lighting product business worldwide, as the Chief of Strategy and New Business for Philips Consumer Lifestyle from 2007 until 2009 and the Chief of Strategy and Vice-President, Business Development for Philips Consumer Electronics from 2004 until 2007. From 1993 until 2004, Mr. Lewis was a Manager at Boston Consulting Group, a management consulting company. Mr. Lewis received his B.A. in international relations from Stanford University and an MBA, with distinction, from INSEAD. Mr. Lewis’s management and corporate development experience and his experience with the development, implementation and sale of products relying on emerging digital technology will enable him to provide insight and advice as we develop our plans to grow the Company’s business.

There are no transactions between Mr. Lewis and the Company that would be reportable under Item 404(a) of Regulation S-K.

Additionally, the Board appointed James Nelson as a member of the Company’s governance and nominating committee to fill the vacancy left by Lady Judge.

SIGNATURES

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

MOTRICITY, INC.
(Registrant)

January 23, 2013
(Date)

By: /s/ Richard Sadowsky
Richard Sadowsky
Chief Administrative Officer