

MMAX MEDIA, INC.
Form 8-K
May 06, 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): April 30, 2013

MMAX MEDIA, INC.

(Exact name of registrant as specified in its charter)

Nevada
*(State or other jurisdiction of
incorporation)*

000-53574
(Commission File Number)

20-4959207
*(IRS Employer
Identification No.)*

2400 E. Commercial Blvd., Suite 612, Ft. Lauderdale, FL 33308

(Address of principal executive offices) (Zip Code)

1-800-991-4534

(Registrant's telephone number, including area code)

511 N.E. 3rd Avenue, 1st Floor, Fort Lauderdale, Florida 33301

(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(b))

..

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))

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OTHER EVENTS

On April 30, 2013, MMAX Media, Inc. (the Company) received notice from the Financial Industry Regulatory Authority (FINRA) that the Company's reverse split of 69 to 1 (the Reverse Split) shall be effective on May 17, 2013. The Reverse Split had been previously approved and authorized by the board of directors and majority holders of the Company's common stock and, as a result, (i) every 69 shares of the Company's outstanding common stock will be converted into 1 share of the Company's common stock, and (ii) the issued and outstanding common stock of the Company shall decrease from 375,852,636 to 5,447,140, subject to the rounding up of fractional shares to the nearest whole number. The Company also received approval from FINRA for its name change from MMAX Media, Inc. to PayMeOn, Inc. (the Name Change). Effective May 17, 2013 the Company's quotation symbol shall change to MMAXD to reflect the Reverse Split. Twenty (20) business days thereafter the symbol shall change from MMAXD to PAYM to reflect the Name Change. A copy of the Articles of Amendment reflecting the Reverse Split and Name Change is attached to this Current Report on Form 8-K as Exhibit 3.1.

Our investors and others should note that we currently announce material information to our investors using SEC filings and press releases. We use these channels as well as social media channels to announce information about the company. Given the recent SEC guidance regarding the use of social media channels to announce material information to investors, we are notifying investors, the media, and others interested in the company that in the future, we might choose to communicate material information via social media channels and it is possible that the information we post on social media channels could be deemed to be material information. Therefore, in light of the SEC's guidance, we encourage investors, the media, and others interested in our company to review the information we post on the U.S. social media channels listed below.

Facebook Page

<https://www.facebook.com/PayMeOn>

<https://www.facebook.com/EdwardACespedesCEO>

<https://www.facebook.com/pages/Social-Income/111395379026056>

Twitter Feed

<https://twitter.com/PayMeOn>

<https://twitter.com/SocialIncome>

Company Blog

<https://paymeon.com/blog/>

Any updates to the list of social media channels we will use to communicate material information will be posted on the Investor Relations page of the Company's website at <https://paymeon.com/investor-relations/>.

ITEM 9.01

FINANCIAL STATEMENTS AND EXHIBITS

(d)

Exhibits.

| Exhibit No. | Description |
|--------------------|--|
| 3.1 | Articles of Amendment effective May 17, 2013 |

SIGNATURES

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

MMAX MEDIA, INC.

/s/ Edward Cespedes
Edward Cespedes
Chief Executive Officer
May 6, 2013