

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

FORM 10-Q/A

(Mark One)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2013

OR

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 001-32442

INUVO, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

1111 Main St Ste 201

Conway, AR

(Address of principal executive offices)

87-0450450

(I.R.S. Employer
Identification No.)

72032

(Zip Code)

(501) 205-8508

Registrant's telephone number, including area code

not applicable

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to the filing requirements for at least the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

<u>Title of Class</u>	<u>Shares outstanding at October 25, 2013</u>
<u>Common Stock</u>	<u>2,291,468</u>

Explanatory Note

We are filing this Amendment No. 1 to our Quarterly Report on Form 10-Q for the period ended September 30, 2013 (the "Form 10-Q"), originally filed on October 31, 2013 with the Securities and Exchange Commission, solely for the purpose of filing a replacement to Exhibit 10.28 included in the Form 10-Q. The Exhibit 10.28 filed herewith has been revised to add certain previously redacted information appearing in that exhibit as filed in the Form 10-Q. No other changes have been made to the Form 10-Q. This amendment speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the original Form 10-Q except as described herein.

PART II - OTHER INFORMATION

ITEM 6. EXHIBITS.

10.28 Amendment No. 8 to Yahoo! Publisher Network Contract effective as of September 1, 2013, executed and delivered October 10, 2013. ***

*** Portions of this exhibit have been omitted pursuant to a request for confidential treatment filed with the Securities and Exchange Commission under Rule 24b-2. The omitted confidential material has been filed separately. The location of the omitted confidential information is indicated in the exhibit with asterisks (***).

SIGNATURES

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

INUVO, INC.

Date: January 6, 2014

By: /s/ Wallace D. Ruiz

Wallace D. Ruiz, Chief Financial Officer

Exhibit 10.28

The confidential portions of this exhibit have been filed separately with the Securities and Exchange Commission pursuant to a confidential treatment request in accordance with Rule 24b-2 of the Securities Exchange Act of 1934, as amended.

REDACTED PORTIONS OF THIS EXHIBIT ARE MARKED BY “***.”
Amendment #8
to the Yahoo! Publisher Network Contract #1-19868214
Effective Date April 24, 2009, as amended (the “Original Agreement”)

THIS AMENDMENT #8 to the Original Agreement (this “Amendment #8”) is made effective as of September 1, 2013 (the “Amendment #8 Effective Date”) by and among Yahoo! Inc., Yahoo! Sarl (“Y! Sarl,” and together with Yahoo! Inc., “Yahoo!”) and Inuvo, Inc. (formerly known as Kowabunga, Inc.) (“Publisher”). Unless otherwise defined in this Amendment #8, all capitalized terms used herein have the respective meaning given to them in the Original Agreement.

In consideration of mutual covenants and conditions, the receipt and sufficiency of which are hereby acknowledged, Publisher and Yahoo hereby agree to amend the Original Agreement as follows:

1. ***
 2. Term Extension; Co-Termination.
 - a. The “End Date” on the first page of the Service Order to the Original Agreement is hereby deleted and replaced with April 24, 2015. Notwithstanding anything to the contrary, the Original Agreement will automatically renew for additional 1 year periods unless either party gives notice of non-renewal at least 90 days before the expiration of the then current term.
 - b. ***
 3. Toolbar.
 - a. The toolbar-related terms in the Affiliate Agreement (including but not limited to Attachments C and D of the Affiliate Agreement) are hereby incorporate by reference and amended to include Publisher such that both Publisher’s Affiliate and Publisher are subject to the same toolbar-related terms in the Affiliate Agreement and all rights, responsibilities, and obligations in connection with such terms.
 4. Section 8 of Attachment B to the Original Agreement is hereby amended to include the following at the end of the paragraph:

 5. ***. Section 21 of Attachment B of the Original Agreement is hereby amended to include the following at the end of the paragraph:

 6. Attachment A (Implementation Requirements) is amended to add a new subsection 2 to Section C as follows:

“2. Publisher shall use commercially reasonable efforts to implement *** on all of Publisher’s Offerings and its Syndicated Sites within 60 days of the Amendment #8 Effective Date.
 7. Display _____ to _____ Search Implementation.
-

- a. The "Deployment of Services on Publisher Offerings" section of the Service Order is hereby amended to include the following:

"Link = Results: Hyperlink Results, Web Search Results; Publisher's Offerings = Mapped Pages as approved by Yahoo! under this Agreement.

***.

***.

For clarity, any launch of the new Links and Results set forth in this Amendment #8 will be subject to Yahoo!'s prior approval. ***."

- b. Attachment A (Implementation Requirements) is amended to add the following new section as Section G:

G. ***

1. ***.

2. ***.

3. ***.

4. ***.

5. ***.

6. ***.

7. ***.

- b. Attachment A (Implementation Requirements) is amended to include the mockups attached hereto on Exhibit A.

- c. Section 29 (Definitions) of Attachment B (Terms and Conditions) is amended as follows:

- (a) The following referenced definitions are amended and restated as set forth below (additions shown in italics):

Publisher's Offerings: shall have the meaning set forth in the SO ***.

Links: Search Box, Address Bar, Hyperlinks or Ad Code, to the extent included in the SO.

Query: a search query or Error Query initiated from a Search Box or Address Bar, or a Hyperlink, or a request for Matched Ads initiated by the Ad Code on an Ad Page.

- (b) The following new definitions are added:

***. ***.

Approved Sites: sites each as cleared by Yahoo!'s certified classifier system and/or pre-approved by Yahoo! in accordance with criteria determined by Yahoo! and notified to Publisher.

***. ***.

***. ***.

8. Except as expressly set forth herein, the terms and conditions of the Original Agreement remain unmodified and in full force and effect.

9. In the event of a conflict between the terms and conditions of the Original Agreement and the terms and conditions of this Amendment #8, the terms and conditions of this Amendment #8 shall control.

10. This Amendment #8 may be executed in two or more counterparts, each of which when executed shall be deemed to be an original but all of which taken together shall constitute one and the same instrument. This Amendment #8 may be executed by facsimile and such facsimile will be deemed to be an original.

IN WITNESS WHEREOF, each of Publisher and Yahoo! have caused their duly authorized representatives to enter into this Amendment #8, effective as of the Amendment #8 Effective Date.

Publisher and Yahoo! have caused their duly authorized representatives to execute this Agreement. Signed:

INUVO, INC.

By: */s/ Richard Howe*

Name: Richard Howe

Title: CEO

Date: 9/18/2013

YAHOO! INC.

By: */s/ Al Echamendi*

Name: Al Echamendi

Title: VP, Bus Dev

Date: 9/18/2013

YAHOO! SARL

By: */s/ Jean-Christophe Conti*

Name: Jean-Christophe Conti

Title: VP Head of Partnerships Europe

Date: 10/2/2013

EXHIBIT A
