

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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 19, 2021

INUVO, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of incorporation)

001-32442
(Commission File Number)

87-0450450
(IRS Employer Identification No.)

500 President Clinton Ave., Ste. 300, Little Rock, Arizona
(Address of principal executive offices)

72201
(Zip Code)

Registrant's telephone number, including area code (501) 205-8508

(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 (see General Instruction A.2. below):

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	INUV	NYSE American

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 8.01 OTHER EVENTS

On January 19, 2021, Inuvo, Inc. (the "Company") closed its previously announced registered direct offering (the "Offering") of an aggregate of 13,333,334 shares of the Company's common stock, par value \$0.001 per share (the "Common Stock"), at a price of \$0.60 per share, for gross proceeds to the Company of \$8,000,000, before deducting placement agent fees and other offering expenses. Following the Offering, the Company had an aggregate of 111,471,922 shares of Common Stock outstanding.

A copy of the opinion of Clark Hill PLC relating to the legality of the issuance and sale of the shares of Common Stock is attached as Exhibit 5.1 hereto.

On January 19, 2021, the Company issued a press release announcing the closing of the Offering. A copy of the press release is furnished as Exhibit 99.1 and is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

Exhibit No.	Description
5.1	Opinion of Clark Hill PLC
23.1	Consent of Clark Hill PLC (included in Exhibit 5.1)
99.1	Press release dated January 19, 2021

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.

INUVO, INC.

Date: January 19, 2021

By: /s/John B. Pizaris
John B. Pizaris, General Counsel

EXHIBIT INDEX

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[CLARK HILL LETTERHEAD]

January 19, 2021

Inuvo, Inc.
500 President Clinton Boulevard
Suite 300
Little Rock, AR 72201

Ladies and Gentlemen:

We have acted as special securities counsel for Inuvo, Inc., a Nevada corporation (the “Company”), in connection with the issuance of up to 13,333,334 shares (the “Shares”) of common stock of the Company, par value \$0.001 per share (the “Common Stock”). The Shares are included in a Registration Statement on Form S-3 (File No. 333-239147) (the “Registration Statement”), filed with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”), and declared effective by the Commission on June 25, 2020, a base prospectus, dated June 25, 2020, included in the Registration Statement at the time it was originally declared effective (the “Base Prospectus”), and a prospectus supplement, dated January 14, 2021, filed with the Commission pursuant to Rule 424(b)(5) under the Securities Act (the “Prospectus Supplement”; together with the Base Prospectus, the “Prospectus”). The Shares are being sold pursuant to a Securities Purchase Agreement, dated January 14, 2021, between the Company and certain purchasers party thereto (the “Securities Purchase Agreement”). The form of Securities Purchase Agreement was filed as an exhibit to a Current Report on Form 8-K and incorporated by reference into the Registration Statement. This opinion is being rendered in connection with the filing of the Prospectus with the Commission. All capitalized terms used herein and not otherwise defined shall have the respective meanings given to them in the Registration Statement and the Prospectus.

You have requested our opinion as to the matters set forth below in connection with the Registration Statement and the Prospectus. In connection with the opinion expressed herein, we have examined such documents, records, and matters of law as we have deemed relevant or necessary for purposes of such opinion including, without limitation: (i) the Registration Statement, the Prospectus, and the Prospectus Supplement; (ii) the Articles of Incorporation and Bylaws of the Company, each as amended to date; (iii) the resolutions adopted by the Board of Directors of the Company or authorized committees thereof (either at meetings or by unanimous written consent) authorizing the issuance and sale of the Shares pursuant to the terms of the Registration Statement, including to establish the sale price of the Shares; (iv) the Securities Purchase Agreement; and (v) such other documents and records and matters of law as we have deemed necessary or appropriate for purposes of this opinion.

In rendering this opinion, we have assumed without independent verification: (i) the genuineness and authenticity of all signatures on original documents; (ii) the authenticity of all documents submitted to us as originals; (iii) the conformity to originals of all documents submitted to us as copies; (iv) the accuracy, completeness, and authenticity of certificates of public officials; (v) that each natural person signing any document reviewed by us had the legal capacity to do so; and (vi) the due authorization, execution, and delivery of all documents where authorization, execution and delivery are prerequisites to the effectiveness of such documents.

To the extent relevant to any opinion below, we have also assumed that, at the time of the sale or delivery of the Shares: (i) the Registration Statement is effective under the Securities Act and the rules and regulations promulgated thereunder, and such effectiveness has not been terminated or rescinded, and complied with all applicable laws; (ii) the Prospectus Supplement relating to the Shares being offered was prepared and filed in compliance with the Securities Act and the rules and regulations promulgated thereunder, and complied with all applicable laws; (iii) inasmuch as the Shares being offered are to be sold pursuant to the Securities Purchase Agreement, such Securities Purchase Agreement, in the form filed as an exhibit to the Registration Statement, was duly authorized, executed, and delivered by the Company and the other parties thereto, and constitutes a valid, binding, and enforceable obligation of the Company and the other parties thereto, enforceable against each of them in accordance with its terms, and the Shares offered and sold pursuant thereto were offered and sold in accordance with the terms thereof; (iv) the Shares being offered will be issued and sold in compliance with applicable federal and state securities laws and for the consideration set forth in, and otherwise as contemplated by and in conformity with, the Registration Statement, the Prospectus, and the Prospectus Supplement relating to the Shares being offered; (v) any applicable listing or other requirements of the NYSE American have been complied with; (vi) with respect to the Shares issued and sold, there will be sufficient shares of Common Stock authorized and available for issuance, and that the consideration for the issuance and sale of the Shares is in an amount that is not less than the par value of the Common Stock; and (vii) the Company is a corporation duly organized, validly existing, and in good standing under the laws of the State of Nevada and shall have the necessary power and authority to issue and sell the Shares.

On the basis of, and in reliance on, the foregoing examination and subject to the assumptions, exceptions, qualifications, and limitations contained herein, if the Board of Directors of the Company has taken all necessary corporate action to authorize the issuance and sale of the Shares, including the terms of the offering thereof and related matters in accordance with the Securities Purchase Agreement and the applicable purchase or similar agreement therefor, and when issued and paid for as described in the Prospectus, we are of the opinion that the Shares will be duly authorized, validly issued, fully paid, and non-assessable.

Our opinion herein is expressed solely with respect to the federal laws of the United States and the Nevada General Corporation Law (including the statutory provisions and all applicable provisions of the Nevada Constitution and the reported judicial cases interpreting those laws currently in effect). Our opinion is based on these laws as in effect on the date hereof. We express no opinion as to whether the laws of any jurisdiction are applicable to the subject matter hereof. We are not rendering any opinion as to compliance with any federal or state law, rule, or regulation relating to securities, or to the sale or issuance thereof. As to any facts material to the opinions expressed herein that were not independently established or verified, we have relied upon oral or written statements and representations of officers or other representatives of the Company and others.

This opinion is for your benefit in connection with the Registration Statement, the Prospectus, and the Prospectus Supplement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Securities Act. We hereby consent to the filing of this opinion as an exhibit to the Company's Current Report on Form 8-K dated January 19, 2021, as filed with the Commission on January 19, 2021, which is incorporated by reference into the Registration Statement and to the use of our name under the caption "legal matters" in the Prospectus Supplement. In giving such consent, we do not thereby admit that we are experts with respect to any part of the Registration Statement, the Prospectus, or the Prospectus Supplement, within the meaning of the term "expert," as used in Section 11 of the Securities Act, or the rules and regulations promulgated thereunder, nor do we admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act, or the rules and regulations of the Commission promulgated thereunder. Our opinion is expressly limited to the matters set forth above, and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Securities, or the Registration Statement, the Prospectus, or the Prospectus Supplement. This opinion is expressed as of the date hereof, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable law. We bring to your attention that our legal opinions are an expression of professional judgment and are not a guarantee of result.

Very truly yours,

/s/ Clark Hill PLC

Inuvo Closes \$8.0 Million Common Stock Offering

LITTLE ROCK, AR., January 19, 2021 (GLOBE NEWSWIRE) -- Inuvo, Inc. (NYSE American: INUV), a leading provider of marketing technology, powered by artificial intelligence that serves brands and agencies, today announced the closing of its previously announced registered direct offering for total gross proceeds of \$8.0 million before deducting placement agent fees and other estimated offering expenses.

Inuvo sold 13,333,334 shares of its common stock, par value \$0.001 per share, at a price of \$0.60 per share.

Inuvo expects to use the net proceeds from this offering for working capital and other general corporate purposes.

A.G.P./Alliance Global Partners acted as sole placement agent for the offering.

The shares were offered pursuant to an effective shelf registration statement on Form S-3 (File No. 333-239147) previously filed with and declared effective by the U.S. Securities and Exchange Commission (the "SEC"). A prospectus supplement relating to the offering was filed with the SEC on January 15, 2021. Electronic copies of the prospectus supplement, together with the accompanying prospectus, can be obtained at the SEC's website at www.sec.gov or from A.G.P./Alliance Global Partners, 590 Madison Avenue, 28th Floor, New York, New York 10022 or by email at prospectus@allianceg.com. The offering of shares of common stock was made only by means of a prospectus supplement that forms a part of the registration statement.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Inuvo

Inuvo®, Inc. (NYSE American: INUV) is a market leader in artificial intelligence, aligning and delivering consumer-oriented product & brand messaging strategies online based on powerful, anonymous and proprietary consumer intent data for agencies, advertisers and partners. To learn more, visit www.inuvo.com.

Safe Harbor / Forward-Looking Statements

This press release includes certain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which are intended to qualify for the "safe harbor" from liability established by the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact are forward-looking statements. Forward-looking statements include, without limitation, statements about the expected closing of the offering; anticipated gross proceeds from the offering; and other risks and uncertainties detailed in Inuvo, Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2019, Inuvo's subsequent Quarterly Reports on Form 10-Q for the periods ended March 31, 2020, June 30, 2020, and September 30, 2020 and our other filings with the SEC. Additionally, forward looking statements are subject to certain risks, trends, and uncertainties including the continued impact of Covid-19 on Inuvo's business and operations. Inuvo cannot provide assurances that the assumptions upon which these forward-looking statements are based will prove to have been correct. Should one of these risks materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those expressed or implied in any forward-looking statements, and investors are cautioned not to place undue reliance on these forward-looking statements, which are current only as of this date. Inuvo does not intend to update or revise any forward-looking statements made herein or any other forward looking statements as a result of new information, future events or otherwise. Inuvo further expressly disclaims any written or oral statements made by a third party regarding the subject matter of this press release.

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