

IZEA Holdings, Inc.  
Form 10-Q/A  
May 16, 2012

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

FORM 10-Q/A

(Mark One)

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

For the quarterly period ended March 31, 2012

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No.: 333-167960

IZEA, INC.  
(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction of  
incorporation)

37-1530765  
(I.R.S. Employer  
Identification No.)

150 N. Orange Avenue, Suite 412  
Orlando, Florida  
(Address of principal executive  
offices)

32801  
(Zip Code)

Registrant's telephone number: (407) 674-6911

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 such filing requirements for 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

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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 the 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  (Do not check if a smaller reporting company)

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

As of May 14, 2012, there were 45,028,002 shares of our common stock outstanding.

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**EXPLANATORY NOTE**

The purpose of the Amendment No. 1 to Form 10-Q/A to IZEA, Inc.'s Quarterly Report for the quarter ended March 31, 2012, filed with the Securities and Exchange Commission on May 15, 2012 (the "Form 10-Q"), is solely to furnish Exhibit 101 XBRL (eXtensible Business Reporting Language) to the Form 10-Q in accordance with Rule 405 of Regulation S-T.

No other changes have been made to the Form 10-Q. This Amendment No. 1 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.

Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

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ITEM 6 – EXHIBITS

31.1 \* Section 302 Certification of Principal Executive Officer

31.2 \* Section 302 Certification of Principal Financial Officer

32.1 \* Section 906 Certification of Principal Executive Officer

32.2 \* Section 906 Certification of Principal Financial Officer

101 \*\* The following materials from IZEA, Inc.'s Quarterly Report on Form 10-Q for the three months ended March 31, 2012 are formatted in XBRL (eXtensible Business Reporting Language): (i) the Unaudited Consolidated Balance Sheets, (ii) the Unaudited Consolidated Statements of Operations, (iii) the Unaudited Consolidated Statement of Stockholders' Deficit, (iv) the Unaudited Consolidated Statements of Cash Flow, and (iv) Notes to the Unaudited Consolidated Financial Statements tagged as blocks of text.

\* Incorporated by reference to IZEA, Inc.'s Form 10-Q for the quarterly period ended March 31, 2012 as filed on May 15, 2012.

In accordance with Rule 406T of Regulation S-T, the XBRL related information in Exhibit 101 to this Quarterly Report on Form 10-Q shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

IZEA, Inc.  
a Nevada corporation

May 16, 2012

By: /s/ Edward Murphy  
Edward Murphy  
President, Chief Executive Officer,  
and a Director  
(Principal Executive Officer)

May 16, 2012

By: /s/ Donna Mackenzie  
Donna Mackenzie  
Chief Financial Officer and Secretary  
(Principal Financial and Accounting  
Officer)