

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): October 31, 2022

**AIADVERTISING, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of  
incorporation or organization)

**000-13215**

(Commission File Number)

**30-0050402**

IRS Employer  
Identification No.)

**321 Sixth Street  
San Antonio, TX**

(Address of Principal Executive Offices)

**78215**

(Zip Code)

**(805) 964-3313**

(Registrant's telephone number, including area code)

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
N/A	N/A	N/A

Indicate by check mark whether the registrant is an emerging growth company 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On October 31, 2022, Andrew Van Noy provided notice of his decision to resign as Chairman of the Board of Directors (the "Board") of AiAdvertising, Inc. (the "Company") and as a member of the Board. Mr. Van Noy's resignation did not result from any disagreement with the Company concerning any matter relating to its operations, policies, or practices.

In connection with Mr. Van Noy's resignation and in consideration of his years of service to the Company, the Company entered into an amendment to Mr. Van Noy's stock option agreements dated August 13, 2012, February 3, 2015, March 20, 2015, August 25, 2015, January 17, 2020, January 5, 2021, and February 1, 2022 (the "Amendment"), to amend the term of the stock option agreements to terminate seven years from the date of the Amendment, to eliminate service as a condition of exercise of the stock options and provide for certain limitations upon exercise of the stock options as set forth in the Amendment.

On November 3, 2022, the Board appointed Gerard Hug, Chief Executive Officer and Director of the Company, as Chairman of the Board of the Company.

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**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 thereunto duly authorized.

**AIADVERTISING, INC.**

By: /s/ Gerard Hug

Name: Gerard Hug

Date: November 4, 2022

