

Net Element, Inc.
Form 4
September 23, 2014

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ZOI MIKE

(Last) (First) (Middle)

C/O NET ELEMENT, INC., 3363
NE 163RD ST., SUITE 705

(Street)

NORTH MIAMI BEACH, FL 33160

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Net Element, Inc. [NETE]

3. Date of Earliest Transaction
(Month/Day/Year)

09/16/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 09/16/2014 | | S | 113,495 D \$ 2.6293 | 12,610,474 | I | By TGR Capital LLC <u>(1)</u> |
| Common Stock | 09/17/2014 | | S | 1,000,000 D \$ 3.7288 | 11,610,474 | I | By TGR Capital LLC <u>(1)</u> |
| Common Stock | 09/17/2014 | | S | 920,861 D \$ 3.2162 | 10,689,613 | I | By TGR Capital LLC <u>(1)</u> |
| Common Stock | 09/18/2014 | | S | 461,590 D \$ 3.1211 | 10,228,023 | I | By TGR Capital LLC <u>(1)</u> |
| Common Stock | 09/22/2014 | | S | 427,380 D \$ 3.0619 | 9,800,643 | I | By TGR Capital LLC <u>(1)</u> |

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| | | | | | | | | |
|--------------|------------|---|--------|---|-----------|-----------|---|--|
| Common Stock | 09/22/2014 | S | 46,409 | D | \$ 3.0016 | 1,102,029 | I | By MZ Capital LLC(Delaware) <u>(1)</u> |
| Common Stock | | | | | | 1,777,344 | I | By: MTZ Fund LLC <u>(1)</u> |
| Common Stock | | | | | | 144 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ZOI MIKE C/O NET ELEMENT, INC. 3363 NE 163RD ST., SUITE 705 NORTH MIAMI BEACH, FL 33160 | | X | | |
| TGR Capital, LLC C/O NET ELEMENT, INC 3363 NE 163RD ST., SUITE 705 NORTH MIAMI BEACH, FL 33160 | | X | | |

Signatures

/s/ Mike Zoi, (individually and as Manager of TGR Capital LLC)

09/22/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Mike Zoi is the Manager of each of Enerfund LLC, TGR Capital LLC, MZ Capital LLC (Delaware) and MTZ Fund LLC. Mr. Zoi (1) disclaims beneficial ownership of the securities held by each of such entities except to the extent of his pecuniary interest in such securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.