

Net Element, Inc.
Form 3
May 02, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|--|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â MAMETOV ANVAR</p> <p>(Last) (First) (Middle)</p> <p>3A LITTLE DENMARK COMPLEX,Â 147 MAIN STREET P.O. BOX 4473</p> <p>(Street)</p> <p>ROAD TOWN, TORTOLA,Â D8Â VG 1110</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/21/2014</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Net Element, Inc. [NETE]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director <input checked="" type="checkbox"/> 10% Owner ___ Officer ___ Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>___ Form filed by More than One Reporting Person</p> |
|---|---|--|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|--|--|---|--|
| <p>1. Title of Security (Instr. 4)</p> | <p>2. Amount of Securities Beneficially Owned (Instr. 4)</p> | <p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p> | <p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|--|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

| | | | | | |
|---|--|--|---|---|--|
| <p>1. Title of Derivative Security (Instr. 4)</p> | <p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p> | <p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of</p> | <p>4. Conversion or Exercise Price of Derivative Security</p> | <p>5. Ownership Form of Derivative Security: Direct (D)</p> | <p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|---|--|--|---|---|--|

| | | | | | | | |
|---|------------|------------|-----------------|-------------------------|---------------|----------------------------------|-------------------------------------|
| | | | | Shares | | or Indirect (1) (Instr. 5) | |
| Secured Convertible Senior Promissory Note | 04/21/2014 | 03/15/2015 | Common Stock | 4,840,995 <u>(1)</u> | \$ <u>(2)</u> | I | By Cayman Invest S.A. <u>(1)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MAMETOV ANVAR 3A LITTLE DENMARK COMPLEX 147 MAIN STREET P.O. BOX 4473 ROAD TOWN, TORTOLA, D8 VG 1110 | ^ | ^ X | ^ | ^ |

Signatures

/s/ Anvar
Mametov

04/24/2014

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) This security is owned directly by Cayman Invest S.A. The reporting person may be deemed to share beneficial ownership of the security held by Cayman Invest S.A. by virtue of his status as the sole director and shareholder of Cayman Invest S.A. The reporting person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (2) This security is convertible by the holder at any time into shares of Common Stock equal to 15% of the then outstanding Common Stock. In addition, this security will automatically convert into shares of Common Stock immediately upon the closing of a financing in which Net Element, Inc. receives at least \$10,000,000.

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.