

Net Element, Inc.  
Form 4  
September 23, 2014

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## 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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SEC 1474  
(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. 5)
				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.