

Net Element, Inc.
Form 8-K
September 14, 2015

UNITED STATES

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) September 12, 2015

Net Element, Inc.

(Exact Name of Registrant as Specified in Charter)

| | | |
|------------------------|-------------------------|-----------------------|
| Delaware | 001-34887 | 90-1025599 |
| (State or Other | | (IRS |
| Jurisdiction | (Commission File | Employer |
| of | Number) | Identification |
| Incorporation) | | No.) |

**3363 NE 163rd Street, Suite 705,
North Miami Beach, FL 33160
(Address of Principal
Executive Offices) (Zip
Code)**

(305) 507-8808
(Registrant's telephone number,
including area code)

Not Applicable
(Former Name or Former
Address, if Changed Since Last
Report)

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:

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))

Item 1.01 Entry into a Material Definitive Agreement.

On September 12, 2015, Net Element, Inc. (the “Company”) and certain qualified institutional investors and certain institutional accredited investors who are parties to the two letter agreements, each dated August 4, 2015 and filed as Exhibits 10.1 and 10.2 respectively to the Current Report on Form 8-K filed with the Securities and Exchange Commission on August 4, 2015 (the “Letter Agreements”), agreed to further modify the Letter Agreements by extending the Moratorium Date (as defined in the Letter Agreements) to 11:59 pm EST on September 30, 2015.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement or a Registrant.

The disclosures of Item 1.01 of this Current Report are incorporated herein by this reference.

Item 3.03 Material Modification to Rights of Security Holders

The information set forth in Item 1.01 of this Current Report is incorporated herein by reference.

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 hereunto duly authorized.

Dated: September 13, 2015

NET ELEMENT, INC.

By: /s/ Jonathan New

Name: Jonathan New

Title: Chief Financial Officer