

Net Element International, Inc.  
Form 8-K  
November 30, 2012

**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): November 26, 2012

Net Element International, Inc.  
(Exact name of registrant as specified in its charter)

Delaware                      001-34887      96-0668024  
(State or other jurisdiction) (Commission) (I.R.S. Employer  
of incorporation)              (File Number) Identification No.)

1450 S. Miami Avenue, Miami, FL      33130  
(Address of principal executive offices) (Zip Code)

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

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:

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- .. 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 November 26, 2012, Net Element International, Inc. (the “Company”) entered into a Loan Agreement with Infracore Equities Inc. (“Infracore”). Pursuant to the Loan Agreement, the Company agreed to loan to Infracore \$1,791,475. The loan must be funded within five business days from November 26, 2012, and is secured by Infracore’s accounts receivables. Pursuant to the Loan Agreement, the loan matures on November 15, 2013 and accrues interest at a rate of 1.75% per month. The interest accrued on the loan under the Loan Agreement is payable quarterly commencing in March 2013. The loan may be pre-paid at any time without penalty or charge. Under the Loan Agreement, the maturity date of the loan may be accelerated if an event of default occurs under the terms of the Loan Agreement, including if certain bankruptcy, receiver, insolvency or dissolution events occur with respect to Infracore or if Infracore fails to timely pay principal and/or interest under the Loan Agreement and such failure continues for 60 business days from the date of receipt of written notice of such failure from the Company.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| Exhibit No. | Description  |
|-------------|--|
| 10.1        | Loan Agreement, dated November 26, 2012, between Net Element International, Inc. and Infracore Equities Inc. |

**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.

NET ELEMENT  
INTERNATIONAL, INC.

By: /s/ Francesco Piovanetti  
Name: Francesco Piovanetti  
Title: Chief Executive Officer

Date: November 29, 2012