**ZOI MIKE** 

Form 4

December 31, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

3235-0287

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January 31, 2005

0.5

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obligations

may continue.

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

1(b).

(Last)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* **ZOI MIKE** 

(First)

(Street)

1450 SOUTH MIAMI AVENUE

(Middle)

2. Issuer Name and Ticker or Trading

Symbol

Net Element International, Inc.

[NETE]

3. Date of Earliest Transaction

(Month/Day/Year)

12/31/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

\_X\_\_ 10% Owner \_X\_\_ Director \_\_ Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

MIAMI, FL 33130

(City)	(State)	(Zip) 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. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	12/31/2012		G(1)	1,777,344	D	\$ 0 (1)	1,777,344	I	By MTZ Fund, LLC	
Common Stock	12/31/2012		G <u>(1)</u>	1,777,344	A	\$ 0 (1)	1,777,344	I	By MTZ Fund, LLC	
Common Stock							4,446,875	I	By Enerfund, LLC (2)	
Common Stock							8,301,069	I	By TGR Capital,	

LLC (2) By MZ Capital Common LLC 1,148,438 Ι Stock (Delaware) (2)

Common 144 D Stock

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

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed	<b>.</b>	ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans
					of (D) (Instr. 3,						(Instr
					4, and 5)						
						Date Exercisable	Expiration Date	Title	Amount or Number of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
ZOI MIKE 1450 SOUTH MIAMI AVENUE MIAMI, FL 33130	X	X					
Signatures							

/s/ Mike Zoi 12/31/2012 \*\*Signature of Date Reporting Person

2 Reporting Owners

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## **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).
- (1) Represents the transfer by gift of the limited liability company interests in MTZ Fund, LLC to an irrevocable trust.
  - Mike Zoi is the Manager of each of Enerfund, LLC, TGR Capital, LLC, MZ Capital LLC (Delaware) and MTZ Fund, LLC. Mr. Zoi
- (2) 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.