

Stein Clifford
Form SC 13D
September 20, 2012

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. __)*

Data Storage Corporation
(Name of Issuer)

Common Stock
(Title of Class of Securities)

23786R128
(CUSIP Number)

Clifford Stein
401 Franklin Avenue, Suite 103
Garden City, NY 11530
(212)564-4922
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

September 7, 2012
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 23786R128

13D

Page 2 of 6 Pages

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
- Clifford Stein
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)o
(b)o
3. SEC USE ONLY
4. SOURCE OF FUNDS
- PF
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) o
6. CITIZENSHIP OR PLACE OF ORGANIZATION
- United States
- | | | |
|--------------|-----|--------------------------|
| | 7. | SOLE VOTING POWER |
| | | 3,359,410* |
| NUMBER OF | 8. | SHARED VOTING POWER |
| SHARES | | 0 |
| BENEFICIALLY | 9. | SOLE DISPOSITIVE POWER |
| OWNED BY | | 3,359,410* |
| EACH | 10. | SHARED DISPOSITIVE POWER |
| REPORTING | | 0 |
| PERSON WITH | | |
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 3,359,410*
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.9%

14.

TYPE OF REPORTING PERSON

IN

* Includes 9,920 shares of Common Stock issuable upon the exercise of options, 3,855 of which are currently exercisable and the remainder of which vest ratably through 2014.

CUSIP No. 23786R128

13D

Page 3 of 6 Pages

Item 1. Security and Issuer.

This Schedule 13D relates to Common Stock, par value \$0.001 per share (the "Common Stock"), issued by Data Storage Corporation (the "Issuer"). The Issuer's principal executive office is located at 401 Franklin Avenue, Garden City, New York 11530.

Item 2. Identity and Background.

Clifford Stein (the "Reporting Person") is an individual whose address is 401 Franklin Avenue, Suite 103, Garden City, New York 11530. The Reporting Person is the President of Savitar Realty Advisors, 5345 Pine Tree Drive, Miami Beach, Florida, 33140 and is a member of the Board of Directors of the Issuer. During the last five years, the Reporting Person has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). During the last five years, the Reporting Person has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. The Reporting Person is a United States citizen.

Item 3. Source and Amount of Funds or Other Consideration.

On September 7, 2012, the Reporting Person agreed to purchase 833,333 shares of Common Stock (the "Shares") from the Issuer for an aggregate consideration of \$125,000 in cash. The purchase was consummated on September 10, 2012. After such purchase, the Reporting Person beneficially owned 3,349,490 shares of Common Stock. The Reporting Person also holds options to purchase 9,920 shares of Common Stock, 3,855 of which are currently exercisable and the remainder of which vest ratably through 2014. The acquisition was financed with personal funds.

Item 4. Purpose of Transaction.

The shares were acquired for investment purposes. The Reporting Person does not at the present time have any plans or proposals which relate to or would result in:

- (a) The acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer, except the acquisition of shares underlying warrants directly or indirectly owned by him as of the date hereof;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;
- (d) Any change in the present Board of Directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the Board;
- (e) Any material change in the present capitalization or dividend policy of the Issuer;
- (f) Any other material change in the Issuer's business or corporate structure;
- (g) Changes in the Issuer's Certificate of Incorporation, by-laws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person;
- (h)

Edgar Filing: Stein Clifford - Form SC 13D

Causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;

- (i) A class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; or
 - (j) Any action similar to any of those enumerated above.
-

CUSIP No. 23786R128

13D

Page 4 of 6 Pages

Item 5. Interest in Securities of the Issuer.

As of the date hereof and as more fully described in Item 3 above, the Reporting Person may be deemed to be the direct and indirect beneficial owner of an aggregate of 3,349,490 shares of Common Stock and options to purchase 9,920 shares of Common Stock, 3,855 of which are currently exercisable and the remainder of which vest ratably through 2014. The Reporting person has sole voting and dispositive power over all such securities.

The 3,349,490 shares of Common Stock and the 3,855 exercisable stock options beneficially owned by the Reporting Person represent 10.9% of the 30,723,288 issued and outstanding shares of Common Stock as of September 10, 2012 based on 29,056,622 shares of Common Stock outstanding as of June 30, 2012 as reported by the Issuer in its Quarterly Report on Form 10-Q for the quarter ended June 30, 2012 plus 166,666 shares issued on September 10, 2012 as reported by the Issuer in its Current Report on Form 8-K filed with the Securities and Exchange Commission on September 13, 2012.

The following sets forth certain information regarding all transactions in the Common Stock that were effected by the Reporting Persons during the past sixty days:

| Date | Amount of Common Stock Acquired | Price Per Security | Where and How Effected |
|---------|------------------------------------|-----------------------|---------------------------------|
| 9/10/12 | 833,333 shares | \$0.15 | Private purchase from Issuer |

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

None.

Item 7. Material to be Filed as Exhibits.

Exhibit No. Description

| | |
|-----|--|
| 2.1 | Stock Purchase Agreement between the Reporting Person and the Issuer dated as of September 7, 2012 (incorporated by reference to Exhibit 2.2 of Current Report on Form 8-K filed by the Issuer September 13, 2012 (File No. 000-54579)). |
|-----|--|

CUSIP No. 23786R128

13D

Page 5 of 6 Pages

SIGNATURES

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: September 20, 2012

/s/ Clifford Stein
Clifford Stein

CUSIP No. 23786R128

13D

Page 6 of 6 Pages

Exhibit Index

Exhibit No. Description

| | |
|-----|---|
| 2.1 | Stock Purchase Agreement between the Reporting Person and the Issuer dated as of September 7, 2012 (incorporated by reference to Exhibit 2.2 of Current Report on Form 8-K filed by the Issuer September 13, 2012 (File No. 000-54579)) |
|-----|---|