

ZOI MIKE
Form 4
October 02, 2012

FORM 4

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

OMB APPROVAL

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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

2. Issuer Name and Ticker or Trading Symbol
Net Element, Inc. [NETE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1450 SOUTH MIAMI AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/02/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

MIAMI, FL 33130

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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. 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	10/02/2012		M		18,181,819	A	\$ 0.11	196,056,819	I	By Enerfund, LLC ⁽³⁾
Common Stock	10/02/2012		M		14,545,455	A	\$ 0.11	210,602,274	I	By Enerfund, LLC ⁽³⁾
Common Stock	10/02/2012		M		14,545,455	A	\$ 0.11	225,147,729	I	By Enerfund, LLC ⁽³⁾
Common Stock	10/02/2012		F		6,400,000	D	\$ 0.25	218,747,729	I	By Enerfund,

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Common Stock	10/02/2012	M	100,000,000	A	\$ 0.05	318,747,729	I	By Enerfund, LLC ⁽³⁾
Common Stock	10/02/2012	F	20,000,000	D	\$ 0.25	298,747,729	I	By Enerfund, LLC ⁽³⁾
Common Stock	10/02/2012	M	100,000,000	A	\$ 0.05	302,263,749	I	By TGR Capital, LLC ⁽³⁾
Common Stock	10/02/2012	F	20,000,000	D	\$ 0.25	282,263,749	I	By TGR Capital, LLC ⁽³⁾
Common Stock	10/02/2012	D	298,747,729	D	Ⓐ	0	I	By Enerfund, LLC ⁽³⁾
Common Stock	10/02/2012	D	282,263,749	D	Ⓐ	0	I	By TGR Capital, LLC ⁽³⁾
Common Stock	10/02/2012	D	45,937,500	D	Ⓐ	0	I	By MZ Capital LLC (Delaware) ⁽³⁾
Common Stock	10/02/2012	D	29,062,500	D	Ⓐ	0	I	By MZ Capital LLC (Florida) ⁽³⁾
Common Stock	10/02/2012	D	5,754	D	Ⓐ	0	D	

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. 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
				Code V	(A) (D)	Date Exercisable	Expiration Date

Convertible Promissory Note (Right to Buy)	\$ 0.11	10/02/2012	M		18,181,819	05/16/2011	04/27/2014	C
Convertible Promissory Note (Right to Buy)	\$ 0.11	10/02/2012	M		14,545,455	10/24/2011	10/24/2014	C
Warrant (Right to Buy)	\$ 0.11	10/02/2012	A	14,545,455		10/02/2012	10/02/2017	C
Warrant (Right to Buy)	\$ 0.11	10/02/2012	M		14,545,455	10/02/2012	10/02/2017	C
Warrant (Right to Buy)	\$ 0.05	10/02/2012	M		100,000,000	12/31/2010	12/31/2015	C
Warrant (Right to Buy)	\$ 0.05	10/02/2012	M		100,000,000	12/31/2010	12/31/2015	C

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZOI MIKE 1450 SOUTH MIAMI AVENUE MIAMI, FL 33130	X	X	CEO	
Enerfund, LLC 1450 SOUTH MIAMI AVENUE MIAMI, FL 33130		X		
TGR Capital, LLC 1450 SOUTH MIAMI AVENUE MIAMI, FL 33130		X		

Signatures

/s/ Mike Zoi (individually and as Managing Member of Enerfund, LLC, in its own capacity and as Managing Member of TGR Capital, LLC)

10/02/2012

__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).

These shares were canceled pursuant to the Agreement and Plan of Merger, dated as of June 12, 2012, between Cazador Acquisition

(1) Corporation Ltd., a Cayman Islands limited corporation, and the Issuer, in exchange for the right to receive 0.025 of a share of Cazador common stock in exchange for each share of the Issuer's common stock.

Pursuant to the terms of a \$1,600,000 Convertible Promissory Note and Loan Agreement dated October 24, 2011 between Enerfund, LLC

(2) (a company controlled by Mike Zoi) and the Issuer, upon conversion of such Convertible Promissory Note, Enerfund, LLC was issued a five-year warrant to purchase a number of shares of common stock of the Issuer equal to the number of shares issued upon such conversion with an exercise price of \$0.11 per share.

(3) Mike Zoi is the managing member of Enerfund, LLC and the manager of each of TGR Capital, LLC, MZ Capital LLC (Delaware) and MZ Capital LLC (Florida). Enerfund, LLC is the controlling member of TGR Capital, LLC.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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