

RISS PAUL H
Form 4
March 23, 2011

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RISS PAUL H

(Last) (First) (Middle)

75 SOUTH BROADWAY SUITE
400

(Street)

WHITE PLAINS, NY 10601

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PERVASIP CORP [PVSP]

3. Date of Earliest Transaction
(Month/Day/Year)
03/21/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

CHIEF EXECUTIVE OFFICER

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

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	03/21/2011		A		900,000	A	\$ 0.1	2,076,833	D
Common Stock								455,700	I
									Irrevocable Trusts

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

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information contained in this form are not
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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 and Amount of Underlying Securities (Instr. 3 and 4)
Warrant to purchase common stock	\$ 0.1	03/21/2011		A	1,800,000	03/21/2011 03/21/2021	Common Stock 1,800,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RISS PAUL H 75 SOUTH BROADWAY SUITE 400 WHITE PLAINS, NY 10601	X	X	CHIEF EXECUTIVE OFFICER	

Signatures

/s/ Paul H. Riss 03/23/2011

__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).

(1) Also directly owns warrants to purchase 56,000 shares of common stock at \$2.00 per share, expiring on 9/18/2012; warrants to purchase 160,000 shares of common stock at \$1.00 per share, expiring on 5/13/2020; contingent options to purchase 189,444 shares of common stock at \$3.00 per share, expiring on 11/19/2012; warrants to purchase 1,040,000 shares of common stock at \$0.10 per share, expiring on 11/30/2020; and warrants to purchase 700,000 shares of common stock at \$0.10, expiring on 1/25/2011. Also indirectly owns warrants to purchase 290,000 shares of common stock at \$0.10 per share, expiring on 10/20/2020 and warrants to purchase 560,000 shares of common stock at \$0.10 per share, expiring on 11/30/2020.

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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