

REALBIZ MEDIA GROUP, INC
 Form 4
 January 30, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Monaco Donald P

2. Issuer Name and Ticker or Trading Symbol
 REALBIZ MEDIA GROUP, INC
 [RBIZ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2690 WESTON ROAD, SUITE 200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/30/2012

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

WESTON, FL 33331
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title
			Code	(A)	(D)		
Next 1 Series A Preferred Stock	(1)	01/30/2012	P	1,075,000	(1)	(1)	Common Stock
Next 1 Convertible Debt	(2)	10/28/2014	P	\$ 1,100,000	(2)	10/31/2015(2)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Monaco Donald P 2690 WESTON ROAD, SUITE 200 WESTON, FL 33331	X			

Signatures

/s/ Don Monaco 01/30/2015

**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) Mr. Monaco is the indirect principal of (i) 575,000 shares of Next 1 Series A Preferred Stock owned directly by the Monaco Investment Partners II, LP and (ii) 500,000 shares of Next 1 Series A Preferred Stock owned directly by the Donald P Monaco Insurance Trust. Mr. Monaco is the indirect beneficial owner of these aggregate 1,075,000 shares of Next 1 Interactive, Inc. Series A Preferred Stock that are convertible into 10,750,000 shares of common stock (the "Common Stock") of RealBiz Media Group, Inc. (the "Company"). Each share of Next 1 Series A Preferred Stock is convertible into Next 1 Series C Preferred stock at \$5 per share, which is convertible into 50 shares of the Company's Common Stock.

(2) Mr. Monaco is the indirect principal of \$675,000 Next 1 Convertible Debt directly owned by the Monaco Investment Partners II, LP and \$425,000 Next 1 Convertible Debt directly owned by the Donald P Monaco Insurance Trust. Mr. Monaco is the indirect beneficial owner of the aggregate \$1,100,000 of Next 1 Convertible Debt that is convertible into 22,000,000 shares of Common Stock. This Next 1 Convertible Debt is convertible into Series B Preferred stock at \$5 per share, which is convertible into 100 shares of Common Stock.

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.