

REALBIZ MEDIA GROUP, INC
Form SC 13G
June 18, 2018

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

Information to be included in Statements filed
pursuant to Rule 13d-1(b), (c) AND (d)

Realbiz media group, Inc.

(Name of Issuer)

COMMON Stock, \$0.001 par value

(Title of Class of Securities)

94762T 10 7

(CUSIP Number)

June 7, 2018

(Date of event which requires filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(Continued on following pages)

(Page 1 of 8 Pages)

Page 2 of 8

NAME OF REPORTING PERSON

1. Frederick Berdon
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)

(b)
SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION:

4. New York

SOLE VOTING POWER

5. 4,500,000 (see Item 4)
SHARED VOTING POWER

6. 28,648,636 (see Item 4)
SOLE DISPOSITIVE POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7. 4,500,000 (see Item 4)
SHARED DISPOSITIVE
POWER

8. 28,648,636 (see Item 4)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 33,148,636 (see Item 4)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11. 9.28 %

12. TYPE OF REPORTING PERSON: IN

Page 3 of 8

NAME OF REPORTING PERSON

F. Berdon & Co., LLC

1.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

13 312 7787

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2.(a) ..

(b) x

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION:

4.

Delaware

SOLE VOTING POWER

5.

None.

SHARED VOTING POWER

6.

23,648,636 (see Item 4)

SOLE DISPOSITIVE POWER

7.

None.

SHARED DISPOSITIVE

POWER

8.

23,648,636 (see Item 4)

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

23,648,636 (see Item 4)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

10.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

6.62%

12. TYPE OF REPORTING PERSON: OO

Item 1(a). Name of Issuer.

RealBiz Media Group, Inc. (the "Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices.

2690 Weston Road, Suite 200, Weston, FL 33331

Item 2(a). Names of Person Filing.

Frederick Berdon ("Frederick Berdon")

F. Berdon & Co., LLC ("F. Berdon")

Item 2(b). Address of Principal Business Office, or if none, Residence.

Frederick Berdon

37 Westerleigh Rd., Purchase, NY 10577

F. Berdon

222 Purchase Street, Suite 308 Rye, NY 10580

Item 2(c). Citizenship.

Frederick Berdon – New York

F. Berdon - Delaware

Item 2(d). Title of Class of Securities.

Common Stock, par value \$0.001 per share (the “Common Stock”)

Item 2(e). CUSIP Number.

94762T 10 7

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b), check whether the person filing is a:

Not applicable.

Item 4. Ownership.

Frederick Berdon beneficially owns 33,148,636 shares of Common stock as of the date hereof. The 25,648,636 shares of Common Stock owned by Frederick Berdon includes (i) 21,148,636 shares of Common Stock F Berdon beneficially owned, which Frederick Berdon is the manager of, (ii) 550,000 shares of Common Stock beneficially owned by F. Berdon Roth IRA, (iii) 3,450,000 shares of Common Stock beneficially owned by F. Berdon IRA, (iv) 500,000 shares of Common Stock beneficially owned by F. Berdon Roth IRA 2, and (v) 5,000,000 shares of Common Stock beneficially owned by F. Berdon Venture Associates, which Frederick Berdon has dispositive control over.

F. Berdon beneficially owns 23,648,636 shares of Common Stock

Accordingly, for the purpose of this Statement:

(a) Amount beneficially owned by
Frederick Berdon: 33,148,636 shares of Common Stock of the Issuer

F. Berdon: 23,648,636 shares of Common Stock of the Issuer.

(b) Percent of Class:
Frederick Berdon beneficially holds 9.28% of the Issuer's issued and outstanding Common Stock (based on 357,284,081 shares of Common Stock issued and outstanding, as stated by the Issuer in its most recent Quarterly Report on Form 10-Q filed with the Commission on May 4, 2018).

F. Berdon beneficially holds 6.62% of the Issuer's issued and outstanding Common Stock (based on 357,284,081 shares of Common Stock issued and outstanding, as stated by the Issuer in its most recent Quarterly Report on Form 10-Q filed with the Commission on May 4, 2018)

(c)
Number of shares as to which Frederick Berdon has:

- (i) Sole power to direct the vote: 4,500,000 shares of Common Stock of the Issuer.
- (ii) Shared power to vote or to direct the vote: 28,648,636 shares of Common Stock of the Issuer.
- (iii) Sole power to dispose or direct the disposition of the Common Stock: 4,500,000 shares of Common Stock of the Issuer.
- (iv) Shared power to dispose or direct the disposition of the Common Stock: 28,648,636 shares of Common Stock of the Issuer.

(v)
Number of shares as to which F. Berdon has:

- (vi) Sole power to direct the vote: None.
- (vii) Shared power to vote or to direct the vote: 23,648,636 shares of Common Stock of the Issuer.
- (viii) Sole power to dispose or direct the disposition of the Common Stock: None.
- (ix) Shared power to dispose or direct the disposition of the Common Stock: 23,648,636 shares of Common Stock of the Issuer.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction which could have that purpose or effect.

Page 8 of 8

SIGNATURE

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

Date: June 18, 2018

Frederick Berdon

/s/Frederick Berdon

F. Berdon & Co., LLC

By: /s/Frederick Berdon

Name: Frederick Berdon

Title: Authorized Signatory