

REALBIZ MEDIA GROUP, INC
 Form 5
 December 14, 2015

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 10/31/2015

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

201 W. PASSAIC STREET, SUITE 301

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

ROCHELLE PARK, NJ 07662

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Amount	(A) or (D) Price			
Common Stock	09/15/2015	09/15/2015	A4	1,587,302	A \$ 0.063	2,587,302	I	See footnote (1)
Common Stock	08/28/2015	08/28/2015	A4	1,000,000	A \$ 0.05	2,587,302	I	See footnote (1)

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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 and Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Series C Preferred Stock	\$ 0.05 ⁽²⁾	08/06/2015	08/06/2015	A4	20,000	Â	08/06/2015	Â ⁽³⁾	Common Stock
Monaker Group, Inc. Convertible Debt	Â	08/06/2015	08/06/2015	M4	Â	\$ 100,000 ⁽⁴⁾	10/28/2014	Â ⁽³⁾	Common Stock
Monaker Group, Inc. Convertible Debt	Â	01/30/2015	01/30/2015	M4	Â	\$ 25,000	10/28/2014	Â ⁽³⁾	Common Stock
Monaker Group, Inc. Series A Preferred Stock	Â	Â	Â	Â	Â	Â	01/30/2012	Â ⁽³⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Monaco Donald P 201 W. PASSAIC STREET, SUITE 301 ROCHELLE PARK, NJ 07662	Â X	Â X	Â	Â

Signatures

/s/ Donald P. Monaco
12/14/2015

**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) Donald P. Monaco is the owner and control person of Monaco Investment Partners, LP, the owner of the above referenced security.

Mr. Monaco is the control person of Monaco Investment Partners II, LP, the owner of the Series C Preferred Stock. Each share of Series C Preferred Stock is convertible into that number of shares of common stock as is determined by dividing (A) the stated value (\$5) by (B) the conversion price then in effect (\$0.05). In addition, the Series C Preferred vote with the common stockholders and each holder of Series C Preferred Stock is entitled to the number of votes equal to one hundred (100) votes for each share of common stock into which the Series C can be converted. Accordingly, Mr. Monaco's shares of Series C Preferred entitle him to 200 million votes on any matter presented to the holders of common stock for a vote.

(3) Not applicable.

(4) Mr. Monaco cancelled \$100,000 of the Monaker Group, Inc. convertible debt in consideration of the 20,000 shares of Series C Preferred Stock received by him.

Mr. Monaco is the indirect principal of (i) \$575,000 Monaker Group, Inc. Convertible Debt directly owned by the Monaco Investment Partners II, LP and (ii) \$400,000 Monaker Group, Inc. Convertible Debt directly owned by the Donald P Monaco Insurance Trust. Mr. Monaco is the indirect beneficial owner of the aggregate \$975,000 of Monaker Group, Inc. Convertible Debt that is convertible into 19,500,000 shares of Common Stock. This Monaker Group, Inc. Convertible Debt is convertible into Series B Preferred stock at \$5 per share, which is convertible into 100 shares of Common Stock.

Mr. Monaco is the indirect principal of (i) 575,000 shares of Monaker Group, Inc. Series A Preferred Stock owned directly by the Monaco Investment Partners II, LP and (ii) 500,000 shares of Monaker Group, Inc. 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 Monaker Group, Inc. 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 Monaker Group, Inc. Series A Preferred Stock is convertible into 10 shares of the Company's Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.