

REALBIZ MEDIA GROUP, INC
 Form 4
 December 16, 2015

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 *
 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. Date of Earliest Transaction (Month/Day/Year)

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

201 W. PASSAIC STREET, SUITE 301

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

ROCHELLE PARK, NJ 07662

(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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 11/30/2015 | 11/30/2015 | A | | 6,000,000 | A | \$ 0.05 | 9,587,302 | I | See footnote (1) |
| Common Stock | 11/19/2015 | 11/19/2015 | A | | 1,000,000 | A | \$ 0.05 | 3,587,302 | I | See footnote (1) |

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

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number.

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 Security (Instr. 3 and 4) | Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Warrant | \$ 0.05 | 11/30/2015 | | A | 6,000,000 | | 11/30/2015 | 11/30/2016 | Common Stock | 6 |
| Series C Preferred Stock | \$ 0.05 ⁽³⁾ | | | | | | 08/06/2015 | ⁽⁴⁾ | Common Stock | 2 |
| Monaker Group, Inc. Convertible Debt | ⁽⁵⁾ | | | | | | 10/28/2014 | 10/28/2014 | Common Stock | 19 |
| Monaker Group, Inc. Series A Preferred | ⁽⁶⁾ | | | | | | 01/30/2012 | 01/30/2012 | Common Stock | 10 |

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 | X | X | | |

Signatures

/s/ Donald P.
Monaco
Date: 12/16/2015
**Signature of Reporting Person

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 control person of Monaco Investment Partners, LP, the owner of the above referenced security.

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- (2) The Reporting Person agreed to cancel indebtedness under a \$50,000 promissory note due to Monaco Investment Partners, LP dated August 28, 2015 and due February 28, 2016 in consideration of the shares

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.

- (4) Not applicable.

Mr. Monaco is the indirect principal of \$575,000 Monaker Group, Inc. Convertible Debt directly owned by the Monaco Investment Partners II, LP and \$400,000 Monaker Group, Inc. Convertible Debt directly owned by the Donald P Monaco Insurance Trust. Mr.

- (5) 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 of the Issuer.

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

- (6) Monaco Insurance Trust. Mr. Monaco is the indirect beneficial owner of these aggregate 1,075,000 shares of Monaker Group, 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 Issuer's 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.

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