

REALBIZ MEDIA GROUP, INC  
Form 4  
January 12, 2017

**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 \*  
Bhatnagar Anshu

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)  
9711 WASHINGTON BLVD., #550  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/02/2017

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

GAITHERSBURG, MD 20878

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

(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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/10/2017		M		11,581,467	A	\$ 0.006 (4)
Common Stock	01/10/2017		F(4)		2,331,838	D	\$ 0.0298

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

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SEC 1474  
(9-02)

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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 of Underlying (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Warrants	\$ 0.006	01/02/2017		A	11,581,467	01/02/2017	(5)	Common Stock
Series A Convertible Preferred Stock	\$ 1 (2)	01/09/2017		A	100,000	01/09/2017	(5)	Common Stock
Series C Convertible Preferred Stock	\$ 0.05 (3)	01/06/2017		A	100,000	01/06/2017	(5)	Common Stock
Warrants	\$ 0.006	01/10/2017		M	11,581,467	01/02/2017	(5)	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bhatnagar Anshu 9711 WASHINGTON BLVD., #550 GAITHERSBURG, MD 20878	X		Chief Executive Officer	

## Signatures

/s/ Anshu Bhatnagar  
01/12/2017  
Date

\*\*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) The warrants were acquired pursuant to an agreement between Mr. Bhatnagar and the Company, dated January 2, 2017, pursuant to which Mr. Bhatnagar agreed to take on the role of director and CEO. No other consideration was paid for these warrants.
- The number of shares received through conversion of Series A Convertible Preferred Stock is the Stated Value (\$0.05) divided by the
- (2) Conversion Price (\$1.00), resulting in 0.05 shares of common stock issuable upon conversion of each share of Series A Convertible Preferred Stock.
- (3)

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The number of shares received through conversion of Series C Convertible Preferred Stock is the Stated Value (\$5.00) divided by the Conversion Price (\$0.05), resulting in 100 shares of common stock issuable upon conversion of each share of Series C Convertible Preferred Stock.

- On January 10, 2017, the reporting person exercised a warrant to purchase 11,581,467 shares of common stock for \$0.006 per share. The
- (4) reporting person paid the exercise price on a cashless basis, resulting in a withholding of 2,331,838 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining 9,249,629 shares.
  - (5) No expiration date

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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