

Lee Peter
Form 3/A
April 24, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|--|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Lee Peter</p> <p>(Last) (First) (Middle)</p> <p>EVELYN TOWER, 14TH FL., FLAT E, 38 CLOUDVIEW ROAD</p> <p>(Street)</p> <p>NORTH POINT, K3 00000</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement (Month/Day/Year)</p> <p>04/08/2013</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CrowdGather, Inc. [CRWG]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>04/18/2013</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|--|--|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|---|---|---|
| Common Stock | 1,003,000 | D | |
| Common Stock | 194,738 | I | Held in Reporting Person's personal holding company |

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

SEC 1473 (7-02)

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

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|------------------|---|----------------------------|--|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Series B Preferred Stock ⁽¹⁾ | Â ⁽²⁾ | Â ⁽²⁾ | Common Stock ⁽³⁾ | 6,000,000 ⁽³⁾ | \$ ⁽³⁾ | D | Â |
| Common Stock Warrants (Right to Buy) | 07/12/2013 ⁽⁴⁾⁽⁵⁾ | 04/08/2018 | Common Stock | 3,000,000 | \$ 0.08 | D | Â |
| Common Stock Warrants (Right to Buy) (Common Stock) | 10/22/2010 | 10/22/2013 | Common Stock | 266,667 | \$ 0.95 | I | Held in Reporting Person's personal holding company |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Lee Peter EVELYN TOWER, 14TH FL., FLAT E 38 CLOUDVIEW ROAD NORTH POINT, Â K3Â 00000 | Â | Â X | Â | Â |

Signatures

/s/ Peter Lee 04/24/2013
 **Signature of Date
 Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 Series B Convertible Preferred Stock ("Series B Shares") are convertible in accordance with the Issuer's Certificate of Designation, which is included as exhibit 3.1 in the Issuer's Form 8-K filed on April 9, 2013.
- (2) The Series B Shares are convertible at any time after the issuance of such shares at the holder's election and do not have an expiration date.
- (3) The Series B Shares are convertible on a 20-for-1 basis into the number of shares of Common Stock as shown in column 3.
- (4) The Common Stock Warrants are subject to vesting such that the Warrants vest upon the Reporting Person's purchase of an additional 300,000 Series B Shares on or before July 12, 2013.
- (5) The Common Stock Warrants contain a limitation on exercise which prevents the Reporting Person from exercising any Warrants if, after giving effect to the exercise, the Reporting Person would beneficially own more than 4.99% of the outstanding shares of Common Stock. The Reporting Person may elect to increase this limitation to 9.99%, upon not less than 61 days prior written notice to the Company.

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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