ZOI MIKE Form 4

November 30, 2012

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

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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,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **ZOI MIKE** Issuer Symbol Net Element International, Inc. (Check all applicable) [NETE] _X__ 10% Owner (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director __ Other (specify Officer (give title (Month/Day/Year) below) 1450 SOUTH MIAMI AVENUE 11/27/2012 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

MIAMI, FL 33130

(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. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
Common Stock	11/27/2012		J <u>(1)</u>	1,777,344	D D	\$ 0 (1)	5,691,350	I	By Enerfund, LLC (9)		
Common Stock	11/27/2012		<u>J(1)</u>	1,777,344	A	\$ 0 (1)	1,777,488	D			
Common Stock	11/27/2012		G(2)	888,672	D	\$ 0 (2)	888,816	D			
Common Stock	11/27/2012		G(2)	888,672	A	\$ 0 (2)	888,672	I	By Spouse		
Common Stock	11/27/2012		J(3)	888,672	D	\$ 0 (3)	0	I	By Spouse		

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Common Stock	11/27/2012	J <u>(3)</u>	888,672	A	\$ 0 (3)	888,672	I	By MTZ Fund, LLC
Common Stock	11/27/2012	J <u>(4)</u>	888,672	D	\$ 0 (4)	144	D	
Common Stock	11/27/2012	J <u>(4)</u>	888,672	A	\$ 0 (4)	1,777,344	I	By MTZ Fund, LLC
Common Stock	11/27/2012	<u>J(5)</u>	622,238	D	\$ 0 (5)	5,069,112	I	By Enerfund, LLC (9)
Common Stock	11/27/2012	J <u>(5)</u>	622,238	A	\$ 0 (5)	7,678,832	I	By TGR Capital, LLC (9)
Common Stock	11/27/2012	J <u>(6)</u>	622,237	D	\$ 0 (6)	4,446,875	I	By Enerfund, LLC (9)
Common Stock	11/27/2012	J <u>(6)</u>	622,237	A	\$ 0 (6)	622,381	D	
Common Stock	11/27/2012	G <u>(7)</u>	622,237	D	\$ 0 (7)	144	D	
Common Stock	11/27/2012	G <u>(7)</u>	622,237	A	\$ 0 (7)	622,237	I	By Spouse
Common Stock	11/27/2012	J <u>(8)</u>	622,237	D	\$ 0 (8)	0	I	By Spouse
Common Stock	11/27/2012	J <u>(8)</u>	622,237	A	\$ 0 (8)	8,301,069	I	By TGR Capital, LLC (9)
Common Stock						1,148,438	I	By MZ Capital LLC (Delaware)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration Date	Amount of	Derivative	Deriv

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8	Securities Acquired (A) or	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	S H () H H ()
			Code '	V (A) (D)	Date Exercisable	Expiration Date	Title Amoun or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
ZOI MIKE 1450 SOUTH MIAMI AVENUE MIAMI, FL 33130	X	X						
Enerfund, LLC 1450 SOUTH MIAMI AVENUE MIAMI, FL 33130		X						
TGR Capital, LLC 1450 SOUTH MIAMI AVENUE MIAMI, FL 33130		X						

Signatures

/s/ Mike Zoi (individually and as Manager of each of Enerfund, LLC and TGR Capital, LLC)

11/30/2012

Date

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**Signature of Reporting Person

te 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) Represents the transfer of 1,777,344 shares of the Issuer's common stock from Enerfund, LLC to its sole member, Mike Zoi.
- (2) Represents the transfer by gift of 888,672 shares of the Issuer's common stock from Mr. Zoi to his spouse.
- (3) Represents the contribution of 888,672 shares of the Issuer's common stock by Mr. Zoi's spouse to MTZ Fund, LLC.
- (4) Represents the contribution of 888,672 shares of the Issuer's common stock by Mr. Zoi to MTZ Fund, LLC.
- (5) Represents the contribution of 622,238 shares of the Issuer's common stock by Enerfund, LLC to TGR Capital, LLC.
- (6) Represents the transfer of 622,237 shares of the Issuer's common stock from Enerfund, LLC to its sole member, Mr. Zoi.
- (7) Represents the transfer by gift of 622,237 shares of the Issuer's common stock from Mr. Zoi to his spouse.
- (8) Represents the contribution of 622,237 shares of the Issuer's common stock by Mr. Zoi's spouse to TGR Capital, LLC.
- (9) Mike Zoi is the Manager of each of Enerfund, LLC, TGR Capital, LLC, MZ Capital LLC (Delaware) and MTZ Fund, LLC. Mr. Zoi disclaims beneficial ownership of the securities held by each of such entities except to the extent of his pecuniary interest in such

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securities.

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