

ZOI MIKE  
Form 4  
November 30, 2012

**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 \*  
ZOI MIKE

2. Issuer Name and Ticker or Trading Symbol  
Net Element International, Inc.  
[NETE]

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)

1450 SOUTH MIAMI AVENUE

11/27/2012

(Street)

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

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. 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 Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/27/2012		J <sup>(1)</sup>		1,777,344	D	\$ 0 <u>(1)</u>	5,691,350	I	By Enerfund, LLC <sup>(9)</sup>
Common Stock	11/27/2012		J <sup>(1)</sup>		1,777,344	A	\$ 0 <u>(1)</u>	1,777,488	D	
Common Stock	11/27/2012		G <sup>(2)</sup>		888,672	D	\$ 0 <u>(2)</u>	888,816	D	
Common Stock	11/27/2012		G <sup>(2)</sup>		888,672	A	\$ 0 <u>(2)</u>	888,672	I	By Spouse
Common Stock	11/27/2012		J <sup>(3)</sup>		888,672	D	\$ 0 <u>(3)</u>	0	I	By Spouse

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

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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

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