

Net Element International, Inc.
 Form 3
 October 04, 2012

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)

| | | | | |
|--|--|---|--|--|
| 1. Name and Address of Reporting Person * Â Mark Global Corp (Last) (First) (Middle) | 2. Date of Event Requiring Statement (Month/Day/Year) 10/02/2012 | 3. Issuer Name and Ticker or Trading Symbol Net Element International, Inc. [NETE] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|--|--|---|--|--|

C/O TRIDENT TRUST
 COMPANY (BVI)
 LIMITED, Â TRIDENT
 CHAMBERS, P.O. BOX 146
 (Street)

ROAD TOWN,
 TORTOLA, Â D8Â
 (City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 | 5,000,000 <u>(1)</u> <u>(2)</u> <u>(3)</u> | D | Â |

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)

| 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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| Date Exercisable | Expiration Date | (Instr. 4) | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) |
|------------------|-----------------|------------|----------------------------|------------------------------|---|
| | | Title | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Mark Global Corp C/O TRIDENT TRUST COMPANY (BVI) LIMITED TRIDENT CHAMBERS, P.O. BOX 146 ROAD TOWN, TORTOLA, D8 | X | X | | |

Signatures

Mark Global Corporation, By: /s/ Kenges Rakishev, Authorized Signatory

10/04/2012

__Signature of Reporting Person

Date

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) These Shares (as defined below) are held directly by Mark Global Corporation, a company organized under the laws of the British Virgin Islands ("Mark Global"). "Shares" are shares of the Issuer's common stock, par value \$0.0001 per share.
Kenges Rakishev, a citizen of the Republic of Kazakhstan ("Mr. Rakishev"), is the sole shareholder of Mark Global. On June 12, 2012, Net Element, Inc. ("Net Element") and the Issuer entered into an Agreement and Plan of Merger (the "Merger Agreement").
- (2) Simultaneously with the consummation of the transactions contemplated by the Merger Agreement on October 2, 2012, Mr. Rakishev joined the Board of Directors of the Issuer, and Mr. Rakishev will serve as Mark Global's representative on the Board.
- (3) Mark Global disclaims beneficial ownership of these Shares except to the extent of its pecuniary interest therein.

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.