

Net Element, Inc.  
Form 8-K  
May 17, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported) May 17, 2016**

**Net Element, Inc.**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**

**001-34887**

**90-1025599**

**(State or Other Jurisdiction  
of Incorporation)**

**(Commission File  
Number)**

**(IRS Employer  
Identification  
No.)**

**3363 NE 163rd Street, Suite 705, North Miami Beach, FL 33160**  
**(Address of Principal Executive Offices) (Zip Code)**

**(305) 507-8808**  
**(Registrant's telephone number, including area code)**

**Not Applicable**  
**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02 Results of Operations and Financial Condition.**

On May 17, 2016, Net Element, Inc. issued a press release announcing its financial results for its first quarter ended March 31, 2016. A copy of the press release is furnished as Exhibit 99.1 to this report.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

On May 17, 2016, Net Element, Inc. (the “Company”) opted to exchange the third tranche in the aggregate amount of \$170,633.33 for 664,047 shares of the Company common stock based on the “exchange price” of \$0.2570 per share for this second tranche pursuant to the Master Exchange Agreement, (the “Agreement”) with Crede CG III, Ltd. (“Crede”). The Agreement and its terms were disclosed in our Current Report on Form 8-K filed on May 3, 2016. Such shares of common stock of the Company were issued to Crede under an exemption from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”), in reliance upon Section 3(a)(9) of the Securities Act.

**Item 3.02 Unregistered Sales of Equity Securities.**

The disclosure provided in Item 2.03 of this Report is hereby incorporated by reference into this Item 3.02.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

99.1 Press Release dated May 17, 2016.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 17, 2016

NET ELEMENT, INC.

By: /s/ Jonathan New  
Name: Jonathan New  
Title: Chief Financial Officer

**EXHIBIT INDEX**

Exhibit No. Description

99.1 Press Release dated May 17, 2016

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