

Dyne Larry
Form SC 13G/A
February 08, 2013

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

SCHEDULE 13G/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 3)¹

TALON INTERNATIONAL, INC.
(Name of Issuer)

COMMON STOCK, \$.001 PAR VALUE
(Title Class of Securities)

87484F108
(CUSIP Number)

DECEMBER 31, 2012
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)
 Rule 13d-1(c)
Rule 13d-1(d)

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior coverage page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 87484F108

13G

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1 NAMES OF REPORTING PERSONS

Larry Dyne

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5

SOLE VOTING POWER

3,589,600 (1)

NUMBER OF 6

SHARED VOTING POWER

SHARES

0

BENEFICIALLY 7

SOLE DISPOSITIVE POWER

OWNED BY EACH

3,589,600 (1)

REPORTING PERSON8

SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,589,600 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

14.2% (2)

12 TYPE OF REPORTING PERSON (See Instructions)

IN

(1) Includes (a) 1,210,000 shares of common stock reserved for issuance upon exercise of stock options which are exercisable within 60 days of December 31, 2012 and (b) 750,000 shares of common stock reserved for issuance upon the settling of vested restricted stock units within 60 days of December 31, 2012.

(2) Based on a total of 23,400,808 shares of the Issuer's common stock issued and outstanding on November 13, 2012, as reported on the Issuer's Quarterly Report on Form 10-Q filed on November 14, 2012.

Item 1(a). Name of Issuer:

Talon International, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

21900 Burbank Blvd., Suite 270
Woodland Hills, California 91367

Item 2(a). Name of Person Filing:

Larry Dyne

Item 2(b). Address of Principal Business Office or, if None, Residence:

21900 Burbank Blvd., Suite 270
Woodland Hills, California 91367

Item 2(c). Citizenship:

United States of America

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.001 per share

Item 2(e). CUSIP Number:

87484F108

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

Not Applicable

Item 4. Ownership.

Included in rows 5 through 9 and 11 on page 2.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

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Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 8, 2013
(Date)

/s/ Larry Dyne
(Signature)

LARRY DYNE
(Name/Title)