

Net Element, Inc.  
Form 8-K  
December 17, 2015

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**UNITED STATES**

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

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**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) December 17, 2015**

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**Net Element, Inc.**

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

|   |                                     |  |
|---|-------------------------------------|--|
| <b>Delaware</b>   | <b>001-34887</b>                    | <b>90-1025599</b>                                |
| <b>(State or Other Jurisdiction<br/>of Incorporation)</b> | <b>(Commission File<br/>Number)</b> | <b>(IRS Employer<br/>Identification<br/>No.)</b> |

**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 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On December 17, 2015, Net Element, Inc. (the “Company”) received a letter from the Listing Qualifications Department (the “Staff”) of The NASDAQ Stock Market notifying the Company that the initial period of 180 calendar days previously provided by the Staff to the Company to regain compliance with the NASDAQ Listing Rule 5550(a)(2) with respect to the minimum requirement for the closing bid price for the Company’s common stock for continued inclusion on The NASDAQ Capital Market (the “Rule”), was extended for an additional 180 calendar day period, or until June 13, 2016, to regain compliance with the Rule.

If the Company does not regain compliance with the Rule by June 13, 2016, the Staff will provide written notification to the Company that its common stock may be delisted. At that time, the Company may appeal the Staff’s delisting determination to a NASDAQ Hearings Panel (“Panel”). If the Company timely appeals, it would remain listed pending the Panel’s decision. There can be no assurance that, if the Company does appeal the delisting determination by the Staff to the Panel, that such appeal would be successful.

The Staff letter has no effect on the listing of the Company’s common stock at this time. The Staff advised the Company that, if at any time during this additional time period, the bid price for the Company’s common stock closes at \$1.00 or more for a minimum of 10 consecutive business days as required under Listing Rule 5810(c)(3)(A), the Staff will provide written notification to the Company that it complies with the Rule.

The Company notified the Staff of its intention to regain compliance with the Rule during such additional compliance period, including by committing to effectuate a reverse stock split (which was approved by the Company’s stockholders at a special meeting of stockholders held by the Company in November of 2015) within such additional period to regain compliance (assuming the bid price requirement under the Rule is not otherwise satisfied within such period).

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: December 17, 2015

NET ELEMENT,  
INC.

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