

Net Element, Inc.  
Form S-8 POS  
October 03, 2012

**As filed with the Securities and Exchange Commission on October 3, 2012.**

**Registration No. 333-175177**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO**

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**NET ELEMENT, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**20-0715816**

(I.R.S. Employer Identification No.)

**1450 S. Miami Avenue**

**Miami, FL 33130**

(Address of Principal Executive Offices) (Zip Code)

**NET ELEMENT, INC. 2011 EQUITY INCENTIVE PLAN**

(Full title of the plan)

**Jonathan New**

**Chief Financial Officer**

**1450 S. Miami Avenue**

**Miami, FL 33130**

(Name and address of agent for service)

**(305) 507-8808**

(Telephone number, including area code, of agent for service)

*Copy To:*

**David Schubauer, Esq.**

**Bilzin Sumberg Baena Price & Axelrod LLP**

**1450 Brickell Avenue, 23rd Floor**

**Miami, FL 33131**

**(305) 374-7580**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

o Accelerated filer

Non-accelerated filer

o Smaller reporting company

(Do not check if a smaller reporting company)

**EXPLANATORY NOTE:**

Net Element, Inc., a Delaware corporation (the “**Company**”), filed a registration statement on Form S-8 (Registration No. 333-175177) (the “**Registration Statement**”) with the Securities and Exchange Commission to register an aggregate of 150,000,000 shares of the Company’s common stock to be offered pursuant to the Net Element, Inc. 2011 Equity Incentive Plan.

On October 2, 2012, pursuant to that certain Agreement and Plan of Merger, dated as of June 12, 2012, between Cazador Acquisition Corporation Ltd., a Cayman Islands limited corporation (which was converted into a Delaware corporation prior to the closing thereunder) (“**Cazador**”), and the Company, the Company merged with and into Cazador (the “**Merger**”), with Cazador continuing as the surviving corporation. As a result of the Merger, the Company terminated all offerings of its securities pursuant to existing registration statements, including the Registration Statement. In accordance with an undertaking made by the Company in the Registration Statement to remove from registration by means of a post-effective amendment any of the securities registered under the Registration Statement that remain unsold at the termination of the offering, the Company hereby removes from registration all securities registered pursuant to the Registration Statement that remain unsold as of the date of this Post-Effective Amendment No. 1 to the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Miami, State of Florida, on October 3, 2012.

**NET ELEMENT  
INTERNATIONAL,  
INC.**, a Delaware  
corporation, successor by  
merger to Net Element,  
Inc.

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

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Mike Zoi Mike Zoi	Chief Executive Officer (Principal Executive Officer) and Director	October 2, 2012
/s/ Jonathan New Jonathan New	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	October 2, 2012
/s/ James Caan James Caan	Director	October 2, 2012
/s/ Curtis Wolfe Curtis Wolfe	Director	October 2, 2012
/s/ Dmitry Kozko Dmitry Kozko	Director	October 2, 2012