

ZOI MIKE
Form SC 13D/A
December 03, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Net Element International, Inc.
(Name of Issuer)

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

64111R 102
(CUSIP Number)

Mike Zoi
1450 S. Miami Avenue
Miami, FL 33130
(305) 507-8808
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

November 27, 2012
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of § 240.13d-1(e), § 240.13d-1(f) or § 240.13d-1(g), check the following box.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*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 disclosures provided in a prior cover page.

The information required on 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).

Names of Reporting Persons

1)

Mike Zoi

Check the Appropriate Box if a Member of a Group (See Instructions)

2)(a) p

(b) o

SEC Use Only

3)

Source of Funds (See Instructions)

4)

PF, OO

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) o
Citizenship or Place of Organization

6)

United States of America

| | |
|--------------|------------------------------|
| Number of | Sole Voting Power |
| Shares | 7) |
| Beneficially | 144 (See Item 5) |
| Owned by | Shared Voting Power |
| Each | 8) |
| Reporting | 15,673,726 (See Item 5) |
| Person | Sole Dispositive Power |
| With | 9) |
| | 144 (See Item 5) |
| | 10) Shared Dispositive Power |

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15,673,726 (See Item 5)

Aggregate Amount Beneficially Owned by Each Reporting Person

11)

15,673,870 (See Item 5)

Check if the Aggregate Amount in Row (11) Excludes Certain Shares o

12)

(See Instructions)

Percent of Class Represented by Amount in Row (11)

13)

55.3%

Type of Reporting Person (See Instructions)

14)

IN, HC

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Names of Reporting Persons

1)

Enerfund, LLC

Check the Appropriate Box if a Member of a Group (See Instructions)

2)(a)

(b)

SEC Use Only

3)

Source of Funds (See Instructions)

4)

WC, AF

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) of Citizenship or Place of Organization

6)

Florida

| | |
|--------------|------------------------------|
| Number of | Sole Voting Power |
| Shares | 7) |
| Beneficially | 0 |
| Owned by | Shared Voting Power |
| Each | 8) |
| Reporting | 4,446,875 (See Item 5) |
| Person | Sole Dispositive Power |
| With | 9) |
| | 0 |
| | 10) Shared Dispositive Power |

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4,446,875 (See Item 5)

Aggregate Amount Beneficially Owned by Each Reporting Person

11)

4,446,875 (See Item 5)

Check if the Aggregate Amount in Row (11) Excludes Certain Shares o

12)

(See Instructions)

Percent of Class Represented by Amount in Row (11)

13)

15.7%

Type of Reporting Person (See Instructions)

14)

OO

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Names of Reporting Persons

1)

TGR Capital, LLC

Check the Appropriate Box if a Member of a Group (See Instructions)

2)(a) p

(b) o

SEC Use Only

3)

Source of Funds (See Instructions)

4)

WC, AF

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) o
Citizenship or Place of Organization

6)

Florida

| | |
|--------------|------------------------------|
| Number of | Sole Voting Power |
| Shares | 7) |
| Beneficially | 0 |
| Owned by | Shared Voting Power |
| Each | 8) |
| Reporting | 8,301,069 (See Item 5) |
| Person | Sole Dispositive Power |
| With | 9) |
| | 0 |
| | 10) Shared Dispositive Power |

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8,301,069 (See Item 5)

Aggregate Amount Beneficially Owned by Each Reporting Person

11)

8,301,069 (See Item 5)

Check if the Aggregate Amount in Row (11) Excludes Certain Shares o

12)

(See Instructions)

Percent of Class Represented by Amount in Row (11)

13)

29.3%

Type of Reporting Person (See Instructions)

14)

OO

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Names of Reporting Persons

1)

MZ Capital LLC

Check the Appropriate Box if a Member of a Group (See Instructions)

2)(a) p

(b) o

SEC Use Only

3)

Source of Funds (See Instructions)

4)

AF

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) of Citizenship or Place of Organization

6)

Delaware

| | |
|--------------|------------------------------|
| Number of | Sole Voting Power |
| Shares | 7) |
| Beneficially | 0 |
| Owned by | Shared Voting Power |
| Each | 8) |
| Reporting | 1,148,438 (See Item 5) |
| Person | Sole Dispositive Power |
| With | 9) |
| | 0 |
| | 10) Shared Dispositive Power |

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1,148,438 (See Item 5)

Aggregate Amount Beneficially Owned by Each Reporting Person

11)

1,148,438 (See Item 5)

Check if the Aggregate Amount in Row (11) Excludes Certain Shares o

12)

(See Instructions)

Percent of Class Represented by Amount in Row (11)

13)

4.1%

Type of Reporting Person (See Instructions)

14)

OO

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Names of Reporting Persons

1)

MTZ Fund, LLC

Check the Appropriate Box if a Member of a Group (See Instructions)

2)(a)

(b)

SEC Use Only

3)

Source of Funds (See Instructions)

4)

AF

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) of Citizenship or Place of Organization

6)

Delaware

| | |
|--------------|------------------------------|
| Number of | Sole Voting Power |
| Shares | 7) |
| Beneficially | 0 |
| Owned by | Shared Voting Power |
| Each | 8) |
| Reporting | 1,777,344 (See Item 5) |
| Person | Sole Dispositive Power |
| With | 9) |
| | 0 |
| | 10) Shared Dispositive Power |

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1,777,344 (See Item 5)

Aggregate Amount Beneficially Owned by Each Reporting Person

11)

1,777,344 (See Item 5)

Check if the Aggregate Amount in Row (11) Excludes Certain Shares o

12)

(See Instructions)

Percent of Class Represented by Amount in Row (11)

13)

6.3%

Type of Reporting Person (See Instructions)

14)

OO

PRELIMINARY STATEMENT:

This Amendment No. 2 amends the Schedule 13D filed by Mike Zoi, Enerfund, LLC, a Florida limited liability company (“Enerfund”), TGR Capital, LLC, a Florida limited liability company (“TGR”), and MZ Capital LLC, a Delaware limited liability company (“MZ Delaware”), with the Securities and Exchange Commission on October 12, 2012, as previously amended (as amended, the “Schedule 13D”), relating to the Common Stock, par value \$0.0001 per share (“Common Stock”), of Net Element International, Inc., a Delaware corporation (the “Issuer”).

Items 2, 3, 5 and 7 of the Schedule 13D are hereby amended and supplemented as follows:

Item 2.

Identity and Background

(a) This statement is being jointly filed by Mike Zoi, Enerfund, TGR, MZ Delaware and MTZ Fund, LLC, a Delaware limited liability company (“MTZ Fund”) (collectively, the “Reporting Persons”). Mike Zoi is the manager of each of Enerfund, TGR, MZ Delaware and MTZ Fund.

(b) The principal business address of each of Mike Zoi, Enerfund, TGR and MZ Delaware is 1450 South Miami Avenue, Miami, Florida 33130. The principal business address of MTZ Fund is 7163 Fisher Island Drive, Miami, Florida 33109.

(c) The present principal occupation of Mike Zoi is investing his personal funds and funds held by Enerfund, TGR, MZ Delaware, MTZ Fund and other entities controlled by Mr. Zoi. The present principal business of each of Enerfund, TGR, MZ Delaware and MTZ Fund is to make, hold and dispose of investments.

(d) None of the Reporting Persons have, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons have, during the last five years, been a party to any civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he or it was or is subject to a judgment, decree or

final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Mike Zoi is a citizen of the United States of America. Enerfund is a limited liability company organized under the laws of the State of Florida. TGR is a limited liability company organized under the laws of the State of Florida. MZ Delaware is a limited liability company organized under the laws of the State of Delaware. MTZ Fund is a limited liability company organized under the laws of the State of Delaware.

Item 3. Source and Amount of Funds or Other Consideration

On November 27, 2012, the Reporting Persons effectuated the following transfers for estate planning purposes on behalf of Mike Zoi and his spouse, for a price per share of \$0.00: (1) Enerfund transferred 1,777,344 shares of Common Stock to its sole member, Mike Zoi; (2) Mr. Zoi transferred by gift to his spouse 888,672 of such shares of Common Stock; (3) Mr. Zoi's spouse contributed such 888,672 shares of Common Stock to MTZ Fund; (4) Mr. Zoi contributed the balance of such 1,777,344 shares of Common Stock (consisting of 888,672 shares of Common Stock) to MTZ Fund; (5) Enerfund contributed 622,238 shares of Common Stock to TGR Capital; (6) Enerfund transferred 622,237 shares of Common Stock to its sole member, Mr. Zoi; (7) Mr. Zoi transferred by gift to his spouse such 622,237 shares of Common Stock; and (8) Mr. Zoi's spouse contributed such 622,237 shares of Common Stock to TGR Capital.

Item 5. Interest in Securities of the Issuer

(a) As of November 27, 2012, Mike Zoi beneficially owned 15,673,870 shares of Common Stock of the Issuer, which represented 55.3% of the Issuer's outstanding Common Stock based on 28,338,306 shares of Common Stock outstanding as of November 12, 2012. Such shares of Common Stock consist of: (i) 144 shares of Common Stock owned directly by Mr. Zoi; (ii) 4,446,875 shares of Common Stock indirectly owned by Mr. Zoi through Enerfund; (iii) 8,301,069 shares of Common Stock indirectly owned by Mr. Zoi through TGR; (iv) 1,148,438 shares of Common Stock indirectly owned by Mr. Zoi through MZ Delaware; and (v) 1,777,344 shares of Common Stock indirectly owned by Mr. Zoi through MZ Delaware. Mike Zoi has the sole power to vote or direct the vote of, and to dispose or direct the disposition of, the 144 shares of Common Stock owned directly by him. Mike Zoi has shared power to vote or direct the vote of, and to dispose or direct the disposition of, 15,673,726 shares of Common Stock, as further described below. As the manager of each of Enerfund, TGR, MZ Delaware and MTZ Fund, Mike Zoi shares with each of those entities the power to vote or direct the vote of, and to dispose or direct the disposition of, the respective shares of Common Stock beneficially owned by each of those entities. In addition Mike Zoi and Dmitry Kozko have agreed to vote their shares in the Issuer in favor of James Caan as a director of the Issuer, and, as a result, Mr. Zoi is deemed to have beneficial ownership of all of the shares of Common Stock beneficially owned by Mr. Kozko. As of November 27, 2012, Dmitry Kozko beneficially owned 1,354,013 shares of Common Stock of the Issuer. Mr. Zoi has no power to dispose or direct the disposition of, and, except to the extent provided in such agreement, no power to vote or direct the vote of, any securities beneficially owned by Dmitry Kozko.

As of November 27, 2012, Enerfund beneficially owned 4,446,875 shares of Common Stock of the Issuer, which represented 15.7% of the Issuer's outstanding Common Stock based on 28,338,306 shares of Common Stock outstanding as of November 12, 2012. Enerfund has the sole power to vote or direct the vote of, and the sole power to dispose or direct the disposition of, zero shares of Common Stock. Enerfund has shared power to vote or direct the vote of, and to dispose or direct the disposition of, 4,446,875 shares of Common Stock, as further described below. Enerfund shares with its manager, Mike Zoi, the power to vote or direct the vote of, and to dispose or direct the disposition of, all of the shares of Common Stock beneficially owned by it.

As of November 27, 2012, TGR beneficially owned 8,301,069 shares of Common Stock of the Issuer, which represented 29.3% of the Issuer's outstanding Common Stock based on 28,338,306 shares of Common Stock outstanding as of November 12, 2012. TGR has the sole power to vote or direct the vote of, and the sole power to dispose or direct the disposition of, zero shares of Common Stock. TGR has shared power to vote or direct the vote of, and to dispose or direct the disposition of, 8,301,069 shares of Common Stock, as further described below. TGR shares with its manager, Mike Zoi, the power to vote or direct the vote of, and to dispose or direct the disposition of, all of the shares of Common Stock beneficially owned by it.

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As of November 27, 2012, MZ Delaware beneficially owned 1,148,438 shares of Common Stock of the Issuer, which represented 4.1% of the Issuer's outstanding Common Stock based on 28,338,306 shares of Common Stock outstanding as of November 12, 2012. MZ Delaware has the sole power to vote or direct the vote of, and the sole power to dispose or direct the disposition of, zero shares of Common Stock. MZ Delaware has shared power to vote or direct the vote of, and to dispose or direct the disposition of, 1,148,438 shares of Common Stock, as further described below. MZ Delaware shares with its manager, Mike Zoi, the power to vote or direct the vote of, and to dispose or direct the disposition of, all of the shares of Common Stock beneficially owned by it.

As of November 27, 2012, MTZ Fund beneficially owned 1,777,344 shares of Common Stock of the Issuer, which represented 6.3% of the Issuer's outstanding Common Stock based on 28,338,306 shares of Common Stock outstanding as of November 12, 2012. MTZ Fund has the sole power to vote or direct the vote of, and the sole power to dispose or direct the disposition of, zero shares of Common Stock. MTZ Fund has shared power to vote or direct the vote of, and to dispose or direct the disposition of, 1,777,344 shares of Common Stock, as further described below. MTZ Fund shares with its manager, Mike Zoi, the power to vote or direct the vote of, and to dispose or direct the disposition of, all of the shares of Common Stock beneficially owned by it.

(b) The disclosures contained in Item 5(a) above are incorporated herein by this reference.

(c) No transactions in the Issuer's Common Stock have been effected by the Reporting Persons during the period from October 25, 2012 through November 27, 2012 except as disclosed under Item 3 of this Schedule 13D, all of which disclosures are incorporated herein by this reference.

(d) Not applicable.

(e) Not applicable.

Item 7.

Material to Be Filed as Exhibits

| Exhibit No. | Description |
|----------------|-------------|
|----------------|-------------|

Joint Filing Agreement, dated November 30, 2012, by and among Mike Zoi, Enerfund, LLC, TGR Capital, LLC, MZ Capital LLC (Delaware), and MTZ Fund, LLC

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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.

November 30, 2012 /s/ Mike Zoi
Date Mike Zoi

ENERFUND, LLC

November 30, 2012 By: /s/ Mike Zoi
Date Name: Mike Zoi
Title: Manager

TGR CAPITAL,
LLC

November 30, 2012 By: /s/ Mike Zoi
Date Name: Mike Zoi
Title: Manager

**MZ CAPITAL
LLC (Delaware)**

November 30, 2012 By: /s/ Mike Zoi
Date Name: Mike Zoi
Title: Manager

MTZ FUND, LLC

November 30, 2012 By: /s/ Mike Zoi
Date Name: Mike Zoi
Title: Manager