

Rakishev Kenges
Form 3
April 30, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Rakishev Kenges | | (Month/Day/Year) | Net Element, Inc. [NETE] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 04/20/2012 | | |
| C/O SAT & COMPANY, 241 MUKANOVA STREET | | | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| ALMATY, 1P 050008 | | | (give title below) | (specify below) |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 213,333,334 <u>(1)</u> <u>(2)</u> <u>(3)</u> | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | | | |
|-------------|------------|-----------|-------------|
| Date | Expiration | Amount or | or Indirect |
| Exercisable | Date | Number of | (I) |
| | | Shares | (Instr. 5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Rakishev Kenges C/O SAT & COMPANY 241 MUKANOVA STREET ALMATY, 1P 050008 | X | X | | |
| Mark Global Corp C/O TRIDENT TRUST COMPANY (BVI) LIMITED TRIDENT CHAMBERS, P.O. BOX 146 ROAD TOWN, TORTOLA, D8 | X | X | | |

Signatures

/s/ Kenges Rakishev 04/30/2012
**Signature of Reporting Person Date

Mark Global Corporation, By: /s/ Kenges Rakishev, Authorized Signatory 04/30/2012
**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- 13,333,334 Shares (as defined below) are held by Kenges Rakishev, a citizen of the Republic of Kazakhstan ("Mr. Rakishev").
- (1) 200,000,000 Shares are held by Mark Global Corporation, a company organized under the laws of the British Virgin Islands ("Mark Global"). "Shares" are shares of the Issuer's common stock, par value \$0.001 per share.
 - (2) Mr. Rakishev is the sole shareholder of Mark Global. Consequently, Mr. Rakishev has voting control and investment discretion over securities held by Mark Global. As a result of the foregoing, Mr. Rakishev may be deemed to have beneficial ownership (as determined under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") of the securities held by Mark Global.
 - (3) Each of Mr. Rakishev and Mark Global disclaim beneficial ownership of these Shares except to the extent of their pecuniary interest therein.

Remarks:

Pursuant to a Shareholder Rights Agreement that became effective at 12:01 a.m. (New York time) on April 24, 2012, Mark Global, Mike Zoi ("Mr. Zoi"), MZ Capital, LLC, a Delaware limited liability company ("MZ Capital, LLC"), a Florida limited liability company ("MZ Florida"), Enerfund, LLC ("Enerfund"), and TGR Capital, Mr. Zoi, MZ Delaware and MZ Florida, the "Other Shareholder Parties"), and Mark Global, together with its affiliates, has beneficial ownership (as determined under Section 13(d) of the Exchange Act and regulations promulgated thereunder) of greater than 5% of the Shares, Mark Global is entitled to elect to be elected to the Board of Directors of the Issuer (the "Board"). On April 24, 2012, Mark Global, as its nominee to the Board pursuant to Section 3.1(a) of the Shareholder Rights Agreement, and Mr. Rakishev will serve as Mark Global's representative on the Board.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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