

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

SCHEDULE 13G/A

**Under the Securities Exchange Act of 1934
(Amendment No. 5)***

Remark Holdings, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

75955K300

(CUSIP Number)

February 10, 2023

(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)

*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 cover 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).

1.	Names of Reporting Persons	Lawrence I. Rosen
<hr/>		
2.	Check the Appropriate Box if a Member of a Group (See Instructions)	(a) <input type="radio"/>
	(b) <input type="radio"/>	
<hr/>		
3.	SEC Use Only	
<hr/>		
4.	Citizenship or Place of Organization	United States
<hr/>		
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 709,487
	6.	Shared Voting Power
	7.	Sole Dispositive Power 709,487
	8.	Shared Dispositive Power
<hr/>		
9.	Aggregate Amount Beneficially Owned by Each Reporting Person	709,487
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10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	<input type="radio"/>
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11.	Percent of Class Represented by Amount in Row (9)	6.1% ¹
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12.	Type of Reporting Person (See Instructions)	IN - Individual
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¹ Based on 11,539,564 shares of the Issuer's Common Stock, par value \$0.001 per share ("Common Stock"), outstanding as of January 12, 2023, as reported on page 38 of the Issuer's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on January 18, 2023. The shares of Common Stock outstanding gives effect to the December 21, 2022 one for 10 reverse stock split.

Item 1.

- (a) Name of Issuer
Remark Holdings, Inc.
-
- (b) Address of Issuer's Principal Executive Offices
800 S. COMMERCE STREET
LAS VEGAS, NV 89106
-

Item 2.

- (a) Name of Person Filing
Lawrence I. Rosen ("Mr. Rosen")
-
- (b) Address of Principal Business Office or, if none, Residence
The principal business address of Mr. Rosen is 1578 Sussex Turnpike, Building 5, Randolph, NJ 07689.
-
- (c) Citizenship
United States
-
- (d) Title of Class of Securities
Common Stock, \$0.0001 par value per share
-
- (e) CUSIP Number
75955K300
-

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
709,487

- (b) Percent of class: 6.1%
Based on 11,539,564 shares of the Issuer’s Common Stock, par value \$0.001 per share (“Common Stock”) outstanding as of January 12, 2023, as reported on page 38 of the Issuer’s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on January 18, 2023. The shares of Common Stock outstanding gives effect to the December 21, 2022 one for 10 reverse stock split.

- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote
709,487

 - (ii) Shared power to vote or to direct the vote

 - (iii) Sole power to dispose or to direct the disposition of
709,487

 - (iv) Shared power to dispose or to direct the disposition of

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

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

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Item 8. Identification and Classification of Members of the Group

Item 9. Notice of Dissolution of Group

Item 10. Certification

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, other than activities solely in connection with a nomination under § 240.14a-11.

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 14, 2023

Date

/s/ Lawrence I. Rosen

Signature

Lawrence I. Rosen

Name

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).