

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Tao Kai-Shing</u> (Last) (First) (Middle) 3930 HOWARD HUGHES PARKWAY, SUITE 400 (Street) LAS VEGAS NV 89169 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Remark Media, Inc. [MARK]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman and CEO
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/27/2012</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/06/2013		A		28,000	A	\$0	36,909	D	
Common Stock	11/12/2013		C		1,474,439 ⁽⁴⁾	A	\$1.3	1,474,439	I	By Digipac, LLC ⁽¹⁾
Common Stock	11/12/2013		C		2,082,233 ⁽⁵⁾	A	\$2	3,556,672	I	By Digipac, LLC ⁽¹⁾
Common Stock	12/27/2012		J ⁽⁶⁾		21,821	A	\$0	21,821	I	By Pacific Star HSW LLC ⁽²⁾
Common Stock	02/17/2014		A		275,000	A	\$0	275,000	I	By Pacific Star Capital Management LP ⁽³⁾

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock option (right to buy)	\$6.3	02/17/2014		A		500,000		⁽⁷⁾	02/17/2024	Common Stock	500,000	\$0	500,000	D	
\$4,000,000 Senior Secured Convertible Promissory Note	\$2	04/02/2013		A		\$4,000,000		⁽⁸⁾	04/02/2015	Common Stock	2,000,000	\$4,000,000	\$4,000,000	I	By Digipac, LLC ⁽¹⁾
\$1,800,000 Senior Secured Convertible Promissory Note	\$1.3	11/12/2013		C		\$1,800,000			11/27/2012 11/23/2014	Common Stock	1,474,439 ⁽⁴⁾	\$0	0	I	By Digipac, LLC ⁽¹⁾
\$4,000,000 Senior Secured Convertible Promissory Note	\$2	11/12/2013		C		\$4,000,000		⁽⁸⁾	04/02/2015	Common Stock	2,082,233 ⁽⁵⁾	\$0	0	I	By Digipac, LLC ⁽¹⁾

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
\$2,500,000 Senior Secured Convertible Promissory Note	\$3.75	11/13/2013		A		\$2,500,000		11/13/2013	11/13/2015	Common Stock	666,666	\$2,500,000	\$2,500,000	I	By Digipac, LLC ⁽¹⁾
\$3,500,000 Senior Secured Convertible Promissory Note	\$5.03	01/29/2014		A		\$3,500,000		01/29/2014	01/29/2016	Common Stock	695,825	\$3,500,000	\$3,500,000	I	By Digipac, LLC ⁽¹⁾

Explanation of Responses:

- Mr. Tao is the manager and a member of Digipac, LLC. As a result, Mr. Tao may be deemed to beneficially own the securities held by Digipac, LLC. Mr. Tao disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.
- Mr. Tao controls Pacific Star HSW LLC. As a result, Mr. Tao may be deemed to beneficially own the securities held by Pacific Star HSW LLC. Mr. Tao disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.
- Mr. Tao is the owner of Pacific Star Capital Management LP. As a result, Mr. Tao may be deemed to beneficially own the securities held by Pacific Star Capital Management LP.
- Reflects the conversion of \$1,800,000 in principal and \$116,771 in accrued and unpaid interest outstanding under the \$1,800,000 Senior Secured Convertible Promissory Note as of November 12, 2013.
- Reflects the conversion of \$4,000,000 in principal and \$164,466 in accrued and unpaid interest outstanding under the \$4,000,000 Senior Secured Convertible Promissory Note as of November 12, 2013.
- On December 27, 2012, Pacific Star HSW LLC received 21,821 shares of common stock of the Company in a distribution by Discovery Communications, LLC to the former shareholders of Convex Group, Inc. pursuant to an Agreement and Plan of Merger, dated as of October 14, 2007, as amended on November 12, 2007, December 13, 2007 and December 27, 2012, among HowStuffWorks, LLC, HSW MergerSub, Inc., Discovery Communications, LLC and the HSW Stockholders' Representative, providing for the acquisition of Convex Group, Inc. by Discovery Communications, LLC.
- These options are granted under the 2014 Incentive Plan. If the Plan is not approved by stockholders, the options will be terminated in accordance with their terms. If the Plan is approved by stockholders, 1/4 of the options will be deemed to vest on each of March 31, 2014, June 30, 2014, September 30, 2014 and December 31, 2014.
- Subject to approval of the Company's shareholders, all principal and accrued interest was convertible at any time at the election of Mr. Tao, or at the election of the Company at any time after April 2, 2014, provided that the volume weighted average price of the common stock was at least \$3.00 for at least 30 out of the 40 trading days immediately prior to the date the Company elected to convert. Shareholder approval for the conversion feature of the \$4,000,000 Senior Secured Convertible Promissory Note was obtained on October 31, 2013.

/s/ Kai-Shing Tao 04/29/2014
** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (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).

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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