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

**FORM 10-K/A
Amendment No. 1**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2012

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 001-33720

REMARK MEDIA, INC.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

33-1135689

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

Six Concourse Parkway, Suite 1500 Atlanta, Georgia 30328

(Address of principal executive offices, including zip code)

(770) 821-6670

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Common Stock, \$0.001 Par Value

Name of each exchange on which registered

NASDAQ Capital Market

Securities registered pursuant to Section 12(g) of the Act: None.

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Act (Check one):

Large accelerated filer	Accelerated filer
Non-accelerated filer	Smaller reporting company <input checked="" type="checkbox"/>
(Do not check if a smaller reporting company)	

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

At April 9, 2013, 7,090,832 shares of the Registrant's common stock, \$0.001 par value per share, were outstanding. The aggregate market value of the common stock held by non-affiliates of the registrant was approximately \$12,811,939 as of June 30, 2012, based on the closing price of the Common Stock on that date on the NASDAQ Capital Market. Shares of common stock held by each executive officer and director and by each person who owns 10% or more of the outstanding common stock have been excluded in that such person might be deemed to be an affiliate. This determination of affiliate status might not be conclusive for other purposes.

Documents incorporated by reference:

None

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A (Amendment No. 1) amends the Annual Report on Form 10-K of Remark Media, Inc. (the “Company”) for the fiscal year ended December 31, 2012, which the Company originally filed with the Securities and Exchange Commission (the SEC) on April 15, 2013 (the Original Filing). Since the Company does not anticipate filing its proxy statement for the Company’s 2013 Annual Meeting prior to 120 days after the fiscal year ended December 31, 2012, the Company is filing this Amendment No. 1 to provide the information required pursuant to instruction G(3) to Form 10-K for Part III, Items 10, 11, 12, and 13 of the Original Filing. Part IV of the Original Filing has been amended to contain currently dated certifications as required by Rules 12b-15, 15d-14(a), and 15d-14(b) under the Securities Exchange Act of 1934 (the Exchange Act) with respect to this Amendment No. 1.

This Amendment No. 1 speaks as of the original filing date of the Original Filing and reflects only the changes to the cover page, Items 10, 11, 12, and 13 of Part III, the signature page, and Exhibits 31.1 and 32.1. No other information included in the Original Filing, including the information set forth in Part I and Part II, has been modified or updated in any way. The Company has made no attempt in this Amendment No. 1 to modify or update the disclosures presented in the Original Filing other than as noted above. Also, this Amendment No. 1 does not reflect events occurring after the filing of the Original Filing. Accordingly this Amendment No. 1 should be read in conjunction with Original Filing.

SPECIAL NOTE REGARDING FORWARD LOOKING STATEMENTS

Our disclosure and analysis in this report concerning our operations, cash flows and financial position, including, in particular, the likelihood of our success in expanding our business and our assumptions regarding the regulatory environment and international markets, include forward-looking statements. Statements that are predictive in nature, that depend upon or refer to future events or conditions, or that include words such as “expect,” “anticipate,” “intend,” “plan,” “believe,” “estimate,” “may” and similar expressions are forward-looking statements. Although these statements are based upon reasonable assumptions, they are subject to risks and uncertainties that are described more fully in this report in the section titled “Part I, Item 1A. Risk Factors.” These forward-looking statements represent our estimates and assumptions only as of the date of this filing and are not intended to give any assurance as to future results. As a result, undue reliance should not be placed on any forward-looking statements. We assume no obligation to update any forward-looking statements to reflect actual results, changes in assumptions or changes in other factors, except as required by applicable securities laws.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

DIRECTORS

The name of and certain information regarding each director as of April 9, 2013 are set forth below. There are no family relationships among directors, director nominees or executive officers of Remark Media. Each director is elected to serve until the next Annual Meeting of Stockholders.

<u>Name</u>	<u>Age</u>	<u>Position at December 31, 2012</u>
Kai-Shing Tao	36	Chairman
Theodore P. Botts	67	Director

Kai-Shing Tao, age 36, has served as Chairman of Remark Media’s Board of Directors since October 2012, after serving as a member of the Board since October 2007. Mr. Tao has served as the Chief Executive Officer of the Company since December 2012. Prior to this, he was Co-Chief Executive Officer since October 2012. Mr. Tao also serves as Chairman and Chief Investment Officer of Pacific Star Capital, a private investment group. Prior to founding Pacific Star Capital, Mr. Tao was a Partner at FALA Capital Group, a single-family investment office, where he headed the global liquid investments outside the operating companies. Mr. Tao is also a member of the Real Estate Roundtable and U.S.-China and U.S.-Taiwan Business Council. Mr. Tao graduated from the New York University Stern School of Business. Among other experience, qualifications, attributes and skills, Mr. Tao’s knowledge and experience in the investment industry and Asian market led to the conclusion of our Nominating and Governance Committee and of our full Board that he should serve as a director of our Company in light of our business and structure.

Theodore P. Botts, age 67, has served as a member of Remark Media's Board of Directors and as Chairman of the Audit Committee since 2007. He is also President of Kensington Gate Capital, LLC, a private corporate finance advisory firm. From July 2007 until September 2008, Mr. Botts served as Chief Financial Officer of Stereo Vision Entertainment, Inc. From 2002 until its 2007 merger with Remark, Mr. Botts served on INTAC International's Board of Directors as chairman of the audit committee. Prior to 2000, Mr. Botts served in executive capacities at UBS Group and Goldman Sachs. Mr. Botts has been a member of the Board of Trustees and head of development for REACH Prep, a non-profit organization serving the educational needs of underprivileged African-American and Latino children in Fairfield and Westchester counties, from 2003 through mid-2012. Mr. Botts graduated with honors from Williams College and received an MBA from the NYU Graduate School of Business Administration.

EXECUTIVE OFFICERS

The following table sets certain information about each of our executive officers as of April 9, 2013.

Name	Age	Position at December 31, 2012
Kai-Shing Tao	36	Chief Executive Officer
Bradley T. Zimmer	34	Chief Operating Officer and General Counsel

As of October 2012, Kai-Shing Tao, a member of our Board of Directors since 2007, became Chairman of the Board of Directors, Co-Chief Executive Officer, and Principal Financial Officer and Principal Accounting Officer. As of December 2012, Carrie B. Ferman resigned her position as our Co-Chief Executive Officer, at which point Mr. Tao became Chief Executive Officer. Mr. Tao has declined any salary compensation for serving in this capacity.

Kai-Shing Tao has been our Chief Executive Officer since December 2012. Prior to that, he was Co-Executive Officer of the Company since October 2012, and has been a member of our Board since 2007. Mr. Tao also serves as Chairman and Chief Investment Officer of Pacific Star Capital, a private investment group. Prior to founding Pacific Star Capital, Mr. Tao was a Partner at FALA Capital Group, a single-family investment office, where he headed the global liquid investments outside the operating companies. Mr. Tao is also a member of the Real Estate Roundtable and U.S.-China and U.S.-Taiwan Business Council. Mr. Tao graduated from the New York University Stern School of Business. Among other experience, qualifications, attributes and skills, Mr. Tao's knowledge and experience in the investment industry and Asian market led to the conclusion of our Nominating and Governance Committee and of our full Board that he should serve as a director of our Company in light of our business and structure. Mr. Tao also is a member of the Board of Directors of the Company.

Bradley T. Zimmer has been our Chief Operating Officer, General Counsel and Corporate Secretary since December 14, 2011. Prior to that, he served as our Executive Vice President, General Counsel and Corporate Secretary since December 2007. He previously served as General Counsel and Corporate Secretary of The Convex Group, an entertainment and media company, and its subsidiary HowStuffWorks, Inc. from 2003 through the companies' acquisition by Discovery Communications in December 2007. Prior to The Convex Group, Mr. Zimmer was responsible for business strategy at Southeast Interactive Technology Funds, a venture capital firm focused on information technology and communications investments. Mr. Zimmer holds a Bachelor of Arts in Public Policy and Juris Doctor from Duke University. He is a member of the American Bar Association and North Carolina State Bar, and is a member of the Boards of Directors of the Duke Law Alumni Association and several privately held companies.

CORPORATE GOVERNANCE MATTERS

Audit Committee

The Audit Committee of our Board of Directors is responsible for overseeing the qualifications, performance and independence of our independent auditors, the integrity of our financial statements and disclosures, the performance of our internal audit function and internal controls, and compliance with legal and regulatory requirements. The Audit Committee currently consists of Theodore P. Botts (Chairman), who qualifies as an independent director as defined in Rule 4200(a)(14) of the NASDAQ listing standards and Rule 10A(m)(3) of the Exchange Act. The Board has determined that Mr. Botts qualifies as our "audit committee financial expert" as defined in Item 407(d) of Regulation S-K promulgated by the SEC.

On November 15, 2012, the Company received a notice from The NASDAQ Stock Marketing indicating that we no longer complied with the majority independent board requirement nor the Audit Committee member requirement, due to the resignations of two board members. In response, the Company asked for an extension in which to comply with the requirements. On January 7, 2013, Remark Media received notification from the NASDAQ Stock Market indicating that the

Company was granted an extension until May 14, 2013, to regain compliance with the continued listing rules by appointing two independent directors to its Board of Directors, who will also be appointed to the Audit Committee.

Selection of Nominees for the Board of Directors

The Nominating Committee of our Board of Directors is responsible for establishing the procedures for our stockholders to nominate candidates to the Board of Directors. There were no material changes in 2012 to the procedures by which security holders may recommend nominees to our Board of Directors.

Code of Business Conduct and Ethics

We have adopted a Code of Business Conduct and Ethics that is designed to promote high standards of ethical conduct by our directors and employees. The Code requires that our directors and employees avoid conflicts of interest, comply with all laws and other legal requirements, conduct business in an honest and ethical manner, and otherwise act with integrity and in Remark Media's best interest. It includes a code of ethics for our Chief Executive Officer, Controller, and persons performing finance and accounting functions.

As a mechanism to encourage compliance with the Code of Business Conduct and the Code of Ethics, we have established procedures to receive, retain, and address complaints received regarding accounting or auditing matters. These procedures ensure that individuals may submit concerns regarding questionable accounting or auditing matters in a confidential and anonymous manner. In addition, the Board of Directors routinely reviews its own performance to ensure that the Board is acting in the best interests of Remark Media and its stockholders.

Our Code of Business Conduct and Ethics is available for review under the Corporate Governance section on our website at ir.remarkmedia.com.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act requires our officers and directors, and persons who own more than 10% of a registered class of our equity securities, to file reports of ownership on Form 3 and changes in ownership on Form 4 or Form 5 with the Securities and Exchange Commission and NASDAQ. Officers, directors and stockholders with 10% or more beneficial ownership interest in our common stock are also required by SEC rules to furnish us with copies of all such forms that they file. Based solely on a review of the copies of forms received by Remark Media, or written representations from reporting persons, we believe that during 2012, all of our officers, directors and stockholders with 10% or more beneficial ownership interest in our common stock complied with applicable Section 16(a) filing requirements, with the exception of delayed filings by entities associated with our directors Scott Booth and Kai-Shing Tao.

ITEM 11. EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Introduction

The Compensation Committee of the Board of Directors approves all compensation and awards to the individuals included in the Summary Compensation Table (the "named executive officers"). Annually, the Compensation Committee reviews the performance and compensation of the Company's named executive officers, and, where it deems appropriate, other advisors, and modifies executives' compensation levels for the subsequent year. For the remaining named executive officers, the CEO makes recommendations to the Compensation Committee for approval.

The Compensation Committee met three times in 2012. The Compensation Committee's charter provides that it will (i) develop, approve, and report to the Board regarding the Company's overall compensation philosophy and strategy, (ii) establish corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation level based on this evaluation, (iii) review and approve the compensation structure for the other executive officers and review and approve the CEO's recommendations with respect to executive officers compensation, (iv) oversee CEO and executive succession planning and development, and (v) make recommendations to the Board with respect to director compensation. In addition to the committee members, the CEO and other officers from the Company have been asked to attend meetings periodically as the committee deems appropriate. The Compensation Committee makes reports to the full Board of Directors based on its activities and, for certain activities, such as the determination of Board of Directors compensation, the Compensation Committee will make recommendations to the full Board for approval.

Philosophy and Objectives

We work to attract and retain proven, talented executives who we believe will help to put us in the best position for growth and to meet our Company's objectives. We attempt to recruit executives with technology, Internet, media or other experience that we believe is transferable to our business with the expectation that they will share their knowledge to create and develop a successful organization. We strive to provide our named executive officers with a compensation package that is competitive for a given position in our industry and geographic region. The purpose of our executive compensation program is to provide incentives for our executives to meet or exceed expectations. We believe our compensation objectives are achieved through a combination of base salary, incentive bonus, equity compensation and other benefits. With the exception of equity, or stock-based compensation, the compensation is paid in cash.

We offer a market-competitive base salary for executive positions so as to mitigate the volatility we might experience in our equity pricing. It is our philosophy that bonuses are to be used to provide an added incentive to meet additional objectives, which exceed ordinary expectations and not as salary itself, and, as such, bonuses are based on both individual and company-wide performance and objectives. Our stock-based compensation provides a means for our executives to obtain a degree of ownership in our Company in an attempt to align corporate and individual goals. The issuance of equity compensation is generally a component of each officer's total compensation package. However, there were some instances of equity compensation granted based on performance.

Elements of Compensation

During 2012, the compensation packages for our named executive officers included three principal elements: base salary; cash bonuses; and equity incentive awards.

Base Salary. Base salary for our executives is determined based on the specific level and experience of the executive and responsibilities of his or her position. Generally, the goal is to achieve a salary that is competitive with the salary for similar positions in similar industries within our Company's geographic region. The Compensation Committee reviews salaries during its annual review process when an increase, if any, is determined. Any increase in salary for the named executive officers is subject to Compensation Committee approval. In addition, base salaries may be adjusted, at the Compensation Committee's discretion, to realign a particular salary with current market conditions.

Bonus. Bonuses are to be used to provide an added incentive to meet additional objectives, which exceed ordinary expectations and not as salary itself, and, as such, bonuses are based on both individual and company-wide performance and objectives.

Equity Incentive Awards. Granting equity incentive awards stock encourages our executives to focus on the Company's long-term success. The Company generally grants two types of equity awards: Restricted Stock and Stock Options.

Restricted Stock: The Company issues grants for restricted stock under the 2006 Equity Incentive Plan adopted April 13, 2006, and the 2010 Equity Incentive Plan adopted June 15, 2010 (collectively, the "Equity Incentive Plans"). The number of restricted shares that vest or recipients receive is generally based on the individual's particular position within the Company and achievement of certain performance metrics established by the Board. All grants require the approval of the Compensation Committee of our Board of Directors.

Stock Options: The Company issues grants for stock options under the Equity Incentive Plans. The number of grants recipients receive is generally based on their particular position within the Company. All grants require the approval of the Compensation Committee of our Board of Directors. In the event of a change in control in Remark Media, any unvested options held by each of our named executive officers will fully vest on the date of the change of control.

Change of Control or Termination Payments. Certain of the stock option awards to our named executive officers and certain other members of management contain provisions providing for any unvested options to fully vest on the date of a change in control in Remark Media. If a change of control had occurred on December 31, 2012, the value of the options that would have vested was \$0.4 million.

Summary Compensation Table

The following table sets forth information concerning the compensation awarded to, earned by, or paid for services rendered to us and our subsidiaries in all capacities during the years ended December 31, 2012, and December 31, 2011, by our current principal executive officer (Principal Executive, Principal Financial and Principal Accounting Officer), and our two most highly compensated executive officers who were serving as executive officers at the end of the last completed fiscal year. In addition, the table presents the compensation awarded to our former Principal Executive Officer and Former Principal

Financial Officer. The officers listed on the table set forth below are referred to collectively in this annual report as the named executive officers.

	Year	Salary	Bonus	Equity Awards (1)	All Other Compensation (2)	Total
Kai-Shing Tao (3) Chief Executive Officer	2012	\$ -	\$ -	\$ 23,960	\$ 10,000	\$ 33,960
	2011			33,909	6,477	40,386
Bradley Zimmer (4) Chief Operating Officer and General Counsel	2012	187,500	-	376,564	475	564,539
	2011	200,000	-	77,375	1,725	279,100
Carrie Ferman (5) Former Co-Chief Executive Officer	2012	206,250	-	211,932	-	418,182
	2011	98,076	-	-	189	98,265
Eric Orme (6) Former Chief Technology Officer	2012	218,750	-	55,539	-	274,289
	2011	275,000	50,000	80,255	2,079	407,334

- (1) Reflects the total grant date fair value for awards granted in 2012 and 2011 and do not reflect actual compensation realized by our named executive officers. For Mr. Tao, includes equity awards for service as a member of the Board of Directors, pursuant to the 2012 Director Compensation Plan and 2011 Director Compensation Plan.
- (2) Includes payments for club membership dues, premiums paid for life insurance plans, short-term and long-term disability plans and health club membership dues. For Mr. Tao, includes cash compensation for service as a member of the Board of Directors, pursuant to the 2012 Director Compensation Plan and 2011 Director Compensation Plan.
- (3) Effective December 31, 2012, Mr. Tao was appointed by the Board of Directors as our Chief Executive Officer. Prior thereto, he was the Co-Chief Executive Officer since October 2012. Mr. Tao has declined any compensation for serving as Chief Executive Officer. Mr. Tao's only compensation is for serving as a member of the Board of Directors, pursuant to the 2012 Director Compensation Plan and 2011 Director Compensation Plan.
- (4) Effective December 14, 2011, Mr. Zimmer was appointed by the Board of Directors as the Chief Operating Officer, General Counsel and Secretary. Prior thereto, he was the Executive Vice President, General Counsel and Secretary since December 2007. Mr. Zimmer's compensation reflects his earnings for the full years of 2012 and 2011.
- (5) Effective December 31, 2012, Ms. Ferman resigned her position as Co-Chief Executive Officer, a position she held since October 2012. Prior thereto, she was the Chief Executive Officer since December 2011 and Executive Vice President of Corporate Strategy & Business Development since July 2011. Ms. Ferman's compensation reflects her earnings for the full years of 2012 and 2011.
- (6) Effective October 24, 2012, Mr. Orme resigned his position as Chief Technology Officer, a position he held since October 2009.

Outstanding Equity Awards at Year-End 2012

The following table provides information about the number and value of unexercised options for the named executive officers as of December 31, 2012. No named executive officers exercised any stock options during fiscal years 2012 or 2011 and no stock appreciation rights have been granted.

	Number of Securities Underlying Unexercised Options		Option Exercise Price (\$)	Option Expiration Date
	Exercisable (#)	Unexercisable (#)		
Bradley Zimmer	5,000	-	65.00	Aug. 23, 2016
Bradley Zimmer	15,000	-	71.00	Oct. 10, 2017
Bradley Zimmer	501	-	32.50	Aug. 12, 2018
Bradley Zimmer	13,480	-	3.85	Nov. 20, 2019
Bradley Zimmer	9,020	-	3.85	Jul. 19, 2020
Bradley Zimmer	25,210	2,290	2.88	Feb. 25, 2021
Bradley Zimmer	11,582	23,160	6.05	Feb. 01, 2022
Bradley Zimmer	11,470	16,030	6.05	Feb. 01, 2022

Employment Agreements

None

Compensation of Non-Executive Directors

Our certificate of incorporation and bylaws specifically grant to our Board of Directors the authority to fix the compensation of the directors. For 2012 service, we paid our non-executive directors the amounts set forth in the following table:

Name	Fee Earned or Paid in Cash (1) (\$)	Stock Awards (2) (\$)	Option Awards (\$)	All Other Compensation (\$)	Total (\$)
Theodore P. Botts	\$ 20,000	\$ 23,960	\$ -	\$ -	\$ 43,960

- (1) Includes annual fees for members of the Board of Directors and the Chairman of the Audit, Compensation and Nominating Committees.
- (2) Represents the fair value of restricted stock awards granted during 2012 and is measured based on the closing price of the Company's stock as reported by NASDAQ on the grant date.

On March 28, 2012, our Board of Directors adopted a Director Compensation Plan for the year ended December 31, 2012, for its independent directors. The plan provides for the following:

Annual cash fee	\$ 10,000
Annual restricted stock of 4,000 shares	23,960
Total annual compensation	\$ 33,960

In addition, the chairman of our Compensation Committee and the chairman of our Nominating and Governance Committees receive additional cash compensation of \$2,500 per year, and the chairman of our Audit Committee receives additional compensation of \$7,500 per year. We also reimburse all directors for the Company-related travel expenses in accordance with our Company-wide policy.

The terms for the payment of our independent director compensation include the following:

- Cash retainers were paid quarterly in arrears.
- Restricted stock vested in full on December 31 of the year of grant, contingent upon the recipient having attended at least 75% of board meetings held during the year; otherwise, vesting was prorated based on attendance.

Our independent directors as of December 31, 2012, Messrs. Botts and Tao, each were granted 4,000 shares described above on March 26, 2012. The restricted stock granted to Messrs. Botts and Tao vested in full on December 31, 2012.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth certain information regarding the beneficial ownership of our common stock as of March 26, 2013 for the following:

- Each person or entity known to own beneficially more than 5% of the outstanding common stock;
- Each director;
- Each of the executive officers named in the Summary Compensation table; and,
- All current executive officers and directors as a group.

Applicable percentage ownership is based on 7,113,744 shares of common stock outstanding, together with applicable options for each stockholder. Beneficial ownership is determined in accordance with the rules of the SEC, based on factors including voting and investment power with respect to shares. Common stock subject to options and warrants currently exercisable, or exercisable within 60 days after March 26, 2013, are deemed outstanding for the purpose of computing the percentage ownership of the person holding those options, but are not deemed outstanding for computing the percentage ownership of any other person. The address of each executive officer and director is c/o Remark Media, Inc., Six Concourse Parkway, Suite 1500, Atlanta, Georgia 30328. For information relating to beneficial owners of greater than 5% of our common stock who are not insiders, we rely upon the reports filed by such persons or entities on Schedule 13G.

Name of Beneficial Owners	Ownership Through Common Shares	Ownership Through Control	Exercisable Warrants or Options	Number of Shares Beneficially Owned	Percentage of Ownership
Discovery Communications, Inc. One Discovery Place Silver Springs, Maryland 20814	788,949	-	-	788,949	11.00%
Eastern Advisors Capital Group, Ltd. c/o Caledonian Fund Services (Cayman) Limited Caledonian House 69 Dr. Roy's Drive Grand Cayman KY1-1102 Cayman Islands	576,481	-	-	576,481	8.10%
Capital Research Global Investors 333 South Hope Street Los Angeles, California 90071	368,638	-	-	368,638	5.20%
Special Situations Technology Fund II, L.P. 527 Madison Avenue, Suite 2600 New York, New York 10022	588,888	-	147,222	736,110	10.14%
Special Situations Private Equity Fund, L.P. 527 Madison Avenue, Suite 2600 New York, New York 10022	588,888	-	147,222	736,110	10.14%
Special Situations Technology Fund II, L.P. 527 Madison Avenue, Suite 2600 New York, New York 10022	588,888	-	147,222	736,110	10.14%
Austin Marx 527 Madison Avenue, Suite 2600 New York, New York 10022	588,888	-	147,222	736,110	10.14%
David Greenhouse 527 Madison Avenue, Suite 2600 New York, New York 10022	588,888	-	147,222	736,110	10.14%
Digipac, LLC Mr. Kai-Shing Tao One Hughes Center Drive, Unit 1601	-	-	1,375,706	1,375,706	16.10%

Name of Beneficial Owners	Number of Shares Beneficially Owned	Percentage of Ownership
Executive Officers and Current Directors:		
Theodore P. Botts	22,827	*
Kai-Shing Tao	1,384,615	16.3%
Bradley T. Zimmer	103,112	1.4%
All Executive Officers and Directors as a Group (3 People)	1,510,554	17.7%

*Represents less than 1%

Equity Compensation Plans

The following table sets forth the indicated information as of December 31, 2012 with respect to our equity compensation plans:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by our stockholders	990,968	\$ 39	373,049
Equity compensation plans not approved by our stockholders	-	-	-
Total	990,968	\$ 39	373,049

Our equity compensation plan consists of the 2010 Equity Plan and 2006 Equity Incentive Plan, both of which were approved by our stockholders. We do not have any equity compensation plans or arrangements that have not been approved by our stockholders.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Director Independence

Our Board of Directors is currently composed of two directors, one of whom our Board has determined to be independent on December 31, 2012 within the meaning of the NASDAQ Marketplace Rules. This independent director is Mr. Botts. As part of such determination of independence, our Board has affirmatively determined that none of these directors have any relationship with the Company that would interfere with the exercise of independent judgment in carrying out their responsibilities as directors.

On November 15, 2012, the Company received a notice from The NASDAQ Stock Marketing indicating that we no longer complied with the majority independent board requirement nor the Audit Committee member requirement, due to the resignations of two board members. In response, the Company asked for an extension in which to comply with the requirements. On January 7, 2013, Remark Media received notification from the NASDAQ Stock Market indicating that the Company was granted an extension until May 14, 2013, to regain compliance with the continued listing rules by appointing two independent directors to its Board of Directors, who will also be appointed to the Audit Committee.

Related Party Transactions

Our policy regarding transactions with our officers, directors, principal stockholders and their affiliates is that they may be made on terms no less favorable to us than could have been obtained from unaffiliated third parties. All transactions between us and our officers, directors, principal stockholders and their affiliates must be approved by our Audit Committee or a majority of the disinterested directors, and must continue to be on terms no less favorable to us than could be obtained from unaffiliated third parties.

On April 2, 2013, the Company entered into a \$4.0 million Promissory Note, at a 6.67% annual interest rate for the first year and 8.67% for the second year, with a lender controlled by and in part owned by Mr. Kai-Shing Tao, the Company's Chairman and Chief Executive Officer. The Promissory Note is secured pursuant to the Term Loan Agreement detailed below, as amended by Amendment Number One to that Term Loan Agreement, dated April 2, 2013. The principal and accrued interest under the Promissory Note is convertible, subject to approval by the Company's stockholders, into Common Stock of the Company at the rate of \$2.00 per share, which represents an approximately 32% premium to the average of the volume weighted average prices of the Company's Common Stock for the thirty trading days prior to the entrance into the agreement. The balance is due April 2015.

On November 23, 2012, the Company entered into a \$1.8 million Term Loan Agreement, at a 6.67% annual interest rate with a lender controlled by and in part owned by Mr. Kai-Shing Tao, the Company's Chairman and Chief Executive Officer. Mr. Tao has been a director of the Company since 2007. The Term Loan is secured by substantially all the tangible and intangible assets of the Company, excluding its shares of common stock of Sharecare. The principal and accrued interest under the Term Loan Agreement is convertible into Common Stock of the Company at the rate of \$1.30 per share, which represents an approximately 33% premium to the average closing prices of the Company's common stock for the ten days prior to entrance into the agreement and an approximately 53% premium to the closing price of the Company's common stock on the day of entrance into the agreement. The balance is due November 2014.

Contribution Agreements

Pursuant to the terms of two contribution agreements, HowStuffWorks contributed content owned by or licensed to HowStuffWorks to us by granting to us a perpetual, fully paid, royalty-free, sub-licensable, exclusive license in certain territories. The content specifically consists of the right to render Chinese and Portuguese translations of, the right to publish or use any or all actual renderings in the translated languages and all such actual renderings of, such licensed and sublicensed content, including derivative works, solely in digital and/or electronic form. All sublicensed content is subject to the terms, conditions and restrictions set forth in the applicable third party licenses from which the sublicensed content is sublicensed. HowStuffWorks is the sole and exclusive owner of the licensed content, the applicable third party licensors are the sole and exclusive owners of the applicable sublicensed content and we are the sole and exclusive owner of the content, subject to HowStuffWorks and its licensors' rights in the underlying content.

HowStuffWorks also granted to us a limited, perpetual, fully paid, royalty-free, non-sub-licensable, non-transferable, exclusive license in the territories to (i) use the content solely for purposes of translating it into the translation languages, and (ii) use limited excerpts of the licensed content translated into the translation languages in print format with limited distribution to businesses solely for purposes of marketing, business development, financings and other similar legitimate business purposes, provided that any such limited print excerpts are not distributed publicly.

HowStuffWorks may terminate the licenses in either of the territories upon written notice to us if: (i) we file a petition for bankruptcy or are adjudicated bankrupt; (ii) a petition in bankruptcy is filed against us and this petition is not dismissed within ninety calendar days; (iii) we become insolvent or make an assignment for the benefit of our creditors or an arrangement for our creditors pursuant to any bankruptcy law; (iv) we discontinue the business that is covered by either of the contribution agreements; (v) a receiver is appointed for us or our business; or (vi) we are in material breach of any of the terms or conditions set forth in either of the contribution agreements, which breach remains uncured 30 days after written notice of such breach from HowStuffWorks so long as such material breach was not caused by any action or inaction of HowStuffWorks, and HowStuffWorks did not prevent or limit our attempts to cure such breach.

Pursuant to the terms of an update agreement, HowStuffWorks will provide all updates (i.e., modifications and new content) to us for our purchase. With respect to updated content that we elect to purchase, HowStuffWorks will grant to us the same license rights as those granted pursuant to the contribution agreements with respect to any updates to the content licensed pursuant to the contribution agreement for a fee equal to (i) one percent per territory of HowStuffWorks' fully allocated costs directly attributable to producing the updates purchased by us and (ii) HowStuffWorks' actual cost in transferring the purchased updates to us, plus (iii) five percent of (i) and (ii) above. Sublicensed content restrictions, ownership rights and termination rights are the same as those granted pursuant to the contribution agreements. HowStuffWorks may suspend its obligation to provide updates to us if we fail to pay any update fee for 90 days after such fee was due or if we become insolvent.

Stockholders Agreement

Corporate Governance. Remark Media and HowStuffWorks have entered into a First Amendment to Amended and Restated Stockholders Agreement. HowStuffWorks has the right to designate three directors of Remark Media (one of whom shall be an independent director), and HowStuffWorks has the right to designate the chairperson of the Nominating and Governance Committee. All shares of Remark Media owned by HowStuffWorks in excess of 45% of the outstanding shares of Remark Media as of any applicable record date, if any, shall be voted in exact proportion to the vote of Remark Media stockholders other than HowStuffWorks. HowStuffWorks will have the right to vote in its discretion its shares up to and including 45% of the outstanding shares as of any applicable record date. Currently, there are no HowStuffWorks-designated members.

Additional Content. If we acquire any rights in any text, images, designs, graphics, artwork or other content (referred to in this Annual Report on Form 10-K as the additional content), we will use commercially reasonable efforts to obtain, as a part of such acquisition, (i) the worldwide digital publishing rights to such additional content and (ii) digital publishing rights for HowStuffWorks in respect of such additional content for use outside the territories ((i) and (ii), referred to as the additional rights). Notwithstanding the foregoing, we will not be required to pay or be obligated to incur additional fees or costs for additional rights obtained for HowStuffWorks unless HowStuffWorks agrees to bear such additional fees and/or costs.

Non-Competition. We agree that, during the term of the Stockholders Agreement, we will not, and will use our best efforts to cause each of our subsidiaries to not, within the United States, (a) enter into any agreement with, hold any equity or financial interest in, or permit our name or any part thereof to be associated in business with, any person that provides any services or products that compete with any services or products of HowStuffWorks in the United States, or (b) otherwise provide any services or products that compete with any services or products of HowStuffWorks in the United States, except with the prior written consent of HowStuffWorks.

Termination. The Stockholders Agreement may be terminated by written agreement of all parties with rights under the Stockholders Agreement, or upon the expiration of (i) all rights created pursuant to the Stockholders Agreement and (ii) all applicable statutes of limitations applicable to the enforcement of claims under the Stockholders Agreement, except that our right to participate in other markets transactions and HowStuffWorks' rights to any additional content will terminate three years after the date of the stockholders agreement. The rights of HowStuffWorks pursuant to the provisions regarding transfer restrictions and corporate governance will terminate on the date HowStuffWorks beneficially owns less than 10% of our common stock on a fully diluted basis. The transfer restrictions will terminate upon a change of control of us or a sale of all or substantially all of our assets.

Registration Rights Agreements

In connection with the INTAC merger of 2007, we also entered into a registration rights agreement with HowStuffWorks that provides them the right to make three requests to us to register their shares on Form S-3, and unlimited requests to us to include shares on other registration statements filed by us. No such requests have been made.

Sharecare Transactions

On October 30, 2009, we entered into and effectuated a series of transactions with Sharecare, Inc. As a result of these transactions, Remark Media received an equity stake in Sharecare, sold substantially all of the assets of its Daily Strength subsidiary to Sharecare, agreed to provide management and website development services to Sharecare, and received a limited license to use the Sharecare Web platform for its own businesses. Additionally, Remark Media issued a promissory note to Sharecare, the majority of which was offset by services Remark Media provided to Sharecare. Finally, Sharecare assumed certain Daily Strength liabilities, including the earn-out payment of up to \$3.525 million under the merger agreement by which Remark Media acquired Daily Strength.

The original equity stake represented 20% of the company at the time of purchase. Subsequent issuances of equity by Sharecare have reduced Remark Media ownership percentage in Sharecare to approximately 10.8% of Sharecare's common stock at December 31, 2012.

Pursuant to the agreements, Remark Media performed services related to the design, development, hosting and related services necessary to launch and operate the Sharecare website through our direct activities and management of third party vendors. The Company continued to provide services to Sharecare through December 31, 2011, at which time its agreement with Sharecare expired. The Company does not expect to provide any further significant development services to Sharecare in 2012. Under the License Agreement with Sharecare and each of ZoCo 1, LLC, Discovery SC Investment, Inc., Oz Works, L.L.C., and Arnold Media Group, LLC, Sharecare granted each of the other parties to the agreement a perpetual, fully paid, royalty-free, worldwide, non-transferable, non-exclusive quitclaim license to software, programs, business processes and methodologies developed and owned by Sharecare and deployed into production as the technical platform for the Sharecare website, but expressly excluding the "look and feel" elements of the Sharecare website. The license includes the right to modify and adapt the technology to create derivative works and to use and combine the technology with other products and material. No more than twice every six months for five years, each licensee may request from Sharecare, and Sharecare will provide and grant a license to the licensee, all then-existing derivative works of the technology Sharecare has developed. The licensees may not use the licensed technology in or for the benefit of a business involved in the creation, aggregation, archiving, hosting or distribution of health and wellness information and content. Sharecare granted the license in return for contributions from each of the licensees of assets valuable to Sharecare in the development and launch of its business.

Discovery Communications Services Agreement

In April 2010, the Company entered into a services agreement with Discovery Communications, LLC. Discovery's subsidiary HowStuffWorks is our largest stockholder. The parties agreed that our Company would provide consulting services to Discovery as described in a statement of work, and any additional statement of work as may be entered into between the parties, in accordance with the specifications, payment schedule and timetable set forth in each statement of work. The agreement continued for 12 months from the effective date of the agreement or until the expiration of the last statement of work, whichever is longer. The agreement expired on December 31, 2011 and we did not enter into any new agreements with Discovery for 2012.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

Exhibit Number	Description of Exhibits
31.1	Certification of the Principal Executive Officer and Principal Financial Officer pursuant to Rule 13a-14(a) of Securities Exchange Act of 1934
32.1	Certification of the Principal Executive Officer and Principal Financial Officer pursuant to Rule 13a-14(b)/15d-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Remark Media, Inc.

April 30, 2013

By: /s/ Kai-Shing Tao
Kai-Shing Tao
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed below by the following persons on behalf of the Registrant and in these capacities.

<u>Name</u>	<u>Title</u>	
<u>/s/ Kai-Shing Tao</u> Kai-Shing Tao	Chief Executive Officer, Chairman of the Board of Directors (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	April 30, 2013
<u>/s/ Theodore P. Botts</u> Theodore P. Botts	Member of the Board of Directors (Chairman of the Audit Committee)	April 30, 2013

**Certification pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Shing Tao, certify that:

1. I have reviewed this Form 10-K/A Amendment No. 1 of Remark Media, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 30, 2013

/s/ Shing Tao

Shing Tao

Chief Executive Officer (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)

A signed original of this written statement required by Section 302, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 302, has been provided to Remark Media, Inc. and will be retained by Remark Media, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

**Certification pursuant to Title 18 of the United States Code Section 1350,
as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002**

CERTIFICATION PURSUANT TO
RULE 13a-14(b) UNDER THE SECURITIES EXCHANGE ACT OF 1934
AND 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with this Form 10-K/A Amendment No. 1 of Remark Media, Inc. (the "Company") for the period ended December 31, 2012, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Shing Tao, Chief Executive Officer of the Company, certify, to the best of my knowledge, pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

April 30, 2013

By: /s/ Shing Tao

Shing Tao
Chief Executive Officer (Principal Executive
Officer, Principal Financial Officer and
Principal Accounting Officer)

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document. This certification shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 ("Exchange Act") or otherwise subject to liability under that section. This certification shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Exchange Act except to the extent this Exhibit 32 is expressly and specifically incorporated by reference in any such filing.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Remark Media, Inc. and will be retained by Remark Media, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.
