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, 2013

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	**33-1135689**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

3930 Howard Hughes Parkway, Suite400
Las Vegas, Nevada 89169
(Address of principal executive offices, including zip code)

702-701-9514
(Registrant's telephone number, including area code)

5 Concourse Parkway NE, Suite 2400
Atlanta, Georgia 30328
(Former name, former address, or former fiscal year, if changed since last report)

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

Title of each class	**Name of each exchange on which registered**
Common Stock, $0.001 Par Value	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 x

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 x

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 x 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 x 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 (Do not check if a smaller reporting company)	Smaller reporting company x

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

At March 31, 2014, 11,288,759 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 $35,181,821 as of December 31, 2013, 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.

EXPLANATORY NOTE

This Amendment No. 1 (this “Amendment”) to the Annual Report on Form 10-K of Remark Media, Inc. (the “Company”) for the year ended December 31, 2013, originally filed with the Securities and Exchange Commission (the “SEC”) on March 31, 2014 (the “Original Filing”), which replaces in its entirety Item 8 and Item 15 of the Original Filing, is being filed solely to correct the inadvertent omission of a paragraph of the Report of Independent Registered Public Accounting Firm in Item 8 (page 29) of the Original Filing and to update Item 15. This Amendment includes as exhibits new certifications by our principal executive officer and principal financial officer, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and a new Consent of Independent Registered Public Accounting Firm.

Except as described above, this Amendment does not modify or update the disclosures presented in, or exhibits to, the Original Filing in any way. This Amendment speaks as of the date of the Original Filing and does not reflect events occurring after the filing of the Original Filing. Accordingly, this Amendment should be read in conjunction with any other filings made by the Company with the SEC pursuant to Section 13(a) or 15(d) of Exchange Act subsequent to the filing of the Original Filing.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

CONSOLIDATED FINANCIAL STATEMENTS

For supplemental quarterly financial information, see Note 14, Quarterly Financial Data (unaudited), of the Notes to Consolidated Financial Statements.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and
Stockholders of Remark Media, Inc.:

We have audited the accompanying consolidated balance sheets of Remark Media, Inc. and subsidiaries (the Company) as of December 31, 2013 and 2012, and the related statements of operations and comprehensive loss, stockholders' equity, and cash flows for the years in the two-year period ended December 31, 2013. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States of America). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2013 and 2012, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2013, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 1 to the financial statements, the Company recognized net losses of approximately $7.0 million and $6.0 million during 2013 and 2012, respectively. At December 31, 2013 the Company had incurred cumulative net losses of approximately $111.8 million. Management's plans in regard to this matter are described in Note 1.

/s/ Cherry Bekaert LLP

Atlanta, GA
March 31, 2014

REMARK MEDIA, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	December 31, 2013	December 31, 2012
Assets		
Current assets		
Cash and cash equivalents	$ 1,260,723	$ 1,355,332
Trade accounts receivable, net	100,583	101,865
Prepaid expenses and other current assets	358,264	503,256
Total current assets	1,719,570	1,960,453
Property and equipment, net	213,192	400,526
Investment in unconsolidated affiliate	229,929	452,636
Licenses to operate in China	100,000	100,000
Intangibles assets, net	3,502,411	1,754,108
Goodwill	1,823,048	1,584,976
Other long-term assets	133,605	106,476
Total assets	$ 7,721,755	$ 6,359,175
Liabilities and Stockholders' Equity		
Current liabilities		
Accounts payable	$ 1,025,738	$ 516,623
Advances from shareholder	85,745	85,745
Accrued expenses and other current liabilities	731,578	459,548
Derivative liability	769,284	277,646
Current portion of capital lease obligations	177,452	117,549
Total current liabilities	2,789,797	1,457,111
Long-term liabilities		
Deferred tax liabilities	25,000	25,000
Other long-term liabilities	-	282,791
Capital lease obligations, less current portion	151,029	294,214
Long-term debt with related party	2,500,000	1,800,000
Total liabilities	5,465,826	3,859,116
Commitments and contingencies (Note 13)		
Stockholders' equity		
Preferred stock, $0.001 par value; 1,000,000 shares authorized, none issued	-	-
Common stock, $0.001 par value; 20,000,000 shares authorized, 10,979,372 and 7,113,744 issued and outstanding at December 31, 2013 and December 31, 2012, respectively	10,979	7,114
Additional paid-in-capital	114,025,752	107,300,077
Accumulated other comprehensive income (loss)	(3,343)	5,370
Accumulated deficit	(111,777,459)	(104,812,502)
Total stockholders' equity	2,255,929	2,500,059
Total liabilities and stockholders' equity	$ 7,721,755	$ 6,359,175

The accompanying notes are an integral part of these consolidated financial statements.

REMARK MEDIA, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

	Years Ended December 31,	
	2013	2012
Operating revenue		
Brands	$ 2,048,304	$ 500,890
Total revenue	2,048,304	500,890
Operating expenses		
Sales and marketing	388,361	91,467
Content, technology and development	566,883	75,720
General and administrative	6,312,880	6,150,269
Impairment loss	-	412,979
Depreciation and amortization expense	666,395	232,574
Total operating expenses	7,934,519	6,963,009
Operating loss	(5,886,615)	(6,462,119)
Other income (expense)		
(Loss) Gain on change in fair value of derivative liability	(491,638)	930,132
Interest expense	(364,332)	(64,838)
Other income (expense)	(66)	12,970
Total other income (expense)	(856,036)	878,264
Loss before gain (loss) from equity-method investments	(6,742,651)	(5,583,855)
Change of interest gain of equity-method investments	-	2,494,990
Proportional share in loss of equity-method investment	(222,707)	(2,948,206)
	(222,707)	(453,216)
Loss before income taxes	(6,965,358)	(6,037,071)
Income tax expense	-	(1,531)
Net loss	$ (6,965,358)	$ (6,038,602)
Net loss per share		
Net loss per share, basic and diluted	$ (0.90)	$ (0.91)
Basic and diluted weighted average shares outstanding	$ 7,732,748	6,605,563
Comprehensive loss		
Net loss	$ (6,965,358)	$ (6,038,602)
Cumulative translation adjustments	(8,713)	(11,511)
Total comprehensive loss	$ (6,974,071)	$ (6,050,113)

The accompanying notes are an integral part of these consolidated financial statements.

REMARK MEDIA, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Years Ended December 31, 2013 and 2012)

	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Shareholders' Equity
	Share	Amount				
Balance as of December 31, 2011	5,422,295	5,422	101,444,780	16,881	(98,773,900)	2,693,183
Net loss	-	-	-	-	(6,038,602)	(6,038,602)
Foreign currency translation adjustments	-	-	-	(11,511)	-	(11,511)
Restricted stock	12,000	12	(12)	-	-	-
February 12, 2012 stock sale	944,777	945	2,642,328	-	-	2,643,273
Banks.com stock issuance	702,267	702	2,387,006	-	-	2,387,708
Stock-based compensation	-	-	826,008	-	-	826,008
Warrants exercised	32,405	33	(33)	-	-	-
Balance as of December 31, 2012	7,113,744	$ 7,114	$ 107,300,077	$ 5,370	$ (104,812,102)	$ 2,500,059
Net loss	-	-	-	-	(6,965,358)	(6,965,358)
Foreign currency translation adjustments	-	-	-	(8,713)	-	(8,713)
Conversion of notes	3,556,672	3,557	5,998,104	-	-	6,001,663
Restricted stock	308,956	308	(308)	-	-	-
Employee Stock-based compensation	-	-	704,615	-	-	704,615
Consulting Stock-based compensation	-	-	23,264	-	-	23,264
Balance as of December 31, 2013	10,979,372	$ 10,979	$ 114,025,752	$ (3,343)	$ (111,777,459)	$ 2,255,529

The accompanying notes are an integral part of these consolidated financial statements.

REMARK MEDIA, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years Ended December 31, 2013	Years Ended December 31, 2012
Cash Flows from operating activities:		
Net loss	$ (6,965,358)	$ (6,038,602)
Adjustments to reconcile net loss to net cash used in operating activities:		
Loss (Gain) on change in fair value of derivative liability	491,638	(930,132)
Depreciation and amortization	666,395	232,574
Impairment loss	-	412,979
Employee Stock-based compensation	704,615	826,008
Consulting Stock-based compensation	23,264	-
Deferred income taxes	-	-
Loss on exit activity	98,974	-
Loss in equity-method investments	222,707	453,216
(Gain)/loss on disposal of assets	114,339	-
Changes in operating assets and liabilities (net affect of acquisition):		
Accounts receivable	1,282	7,782
Accounts receivable from affiliates	-	302,129
Prepaid expenses and other assets	117,263	(14,691)
Accounts payable, accrued expenses and other liabilities	781,145	(201,201)
Net cash used in operating activities	(3,743,737)	(4,949,938)
Cash flows from investing activities:		
Purchases of property, equipment and software	(120,471)	(516,623)
Cash paid for acquisition	(2,375,000)	(317,503)
Other, net	(282,791)	9,888
Net cash used in investing activities	(2,778,262)	(824,238)
Cash flows from financing activities:		
Proceeds from issuance of stock and warrants	-	3,850,451
Proceeds from Convertible Note with related party	6,500,000	1,800,000
Payments of debt issue costs	-	-
Payments on capital leases	(71,808)	(52,445)
Net cash provided by financing activities	6,428,192	5,598,006
Net change in cash and cash equivalents	(93,807)	(176,170)
Impact of currency translation on cash	(802)	-
Cash and cash equivalents at beginning of year	1,355,332	1,531,502
Cash and cash equivalents at end of year	$ 1,260,723	$ 1,355,332
Supplemental disclosure of cash flow information:		
Other non-cash financing and investing activities:		
Stock issued for Banks.com acquisition	$ -	$ 2,387,708
Conversion of related party notes payable	5,998,104	-
Stock issuance costs in the form of warrants	-	133,567

The accompanying notes are an integral part of these consolidated financial statements.

REMARK MEDIA, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. DESCRIPTION OF ORGANIZATION AND BUSINESS OPERATIONS

Description of the Business

Remark Media, Inc. ("Remark Media"; or the "Company";) is a global digital media company focusing on the 18-to-34 year old demographic in primarily Asia and the United States with properties focused on Young Adult Lifestyle: Bikini.com; Personal Finance: Banks.com, US Tax Center at www.irs.com, TaxExtension.com, FileLater.com, and MyStockFund.com; and International: BoWenWang and ComoTudoFunciona. The Company was incorporated in Delaware in March 2006 and is headquartered in Las Vegas with operations in Beijing, China and Sao Paulo, Brazil. Remark Media is listed on The NASDAQ Capital Market under the symbol "MARK".

Brands

Our Brands segment consists of those digital media properties that we own and operate. It presently includes our translated and localized editions of HowStuffWorks.com in China and Brazil; our personal finance vertical, including Banks.com, US Tax Center at www.irs.com, FileLater.com, TaxExtension.com, and MyStockFund.com; and our new young 18-to-34 lifestyle vertical, including Bikini.com. We intend to expand our Brands segment in the coming year by continuing to acquire, develop and launch U.S.-based content, social and ecommerce websites targeted at the 18-to-34 year old lifestyle vertical.

HowStuffWorks International

ComoTudoFunciona (hsw.com.br) is Brazil's online source for credible, unbiased and easy-to-understand explanations of how the world actually works.

BoWenWang (www.bowenwang.cn) is an information and reference website that provides China with encyclopedic knowledge and easy-to-understand explanations of how the world works.

Personal Finance

Banks.com is an action-oriented resource for people interested in financial institutions and products.

US Tax Center (www.irs.com) offers information about tax matters effecting U.S. readers, and provides them with access to tax related information and services.

FileLater.com and *TaxExtension.com* are e-commerce business providing taxpayers with an online platform to file business and personal tax extensions with the IRS and receive acknowledgment of that filing from the IRS in a matter of minutes.

MyStockFund Securities.com offers fractional share investing and a dollar cost averaging brokerage product that allows investors to build a diversified portfolio in stocks, index funds and bond funds without incurring the high fees and trading costs of traditional brokerage firms.

Young Adult Lifestyle

Bikini.com is a beach lifestyle brand including its flagship website at www.bikini.com, a branded merchandise, and mobile content online boutique offering premium swimwear and other merchandise, original lifestyle editorial content and related social media and mobile channels.

Liquidity Considerations
As of December 31, 2013, the Company's total cash and cash equivalents balance was approximately $1.3 million.

The Company has incurred net losses and generated negative cash flow from operations in the year ended December 31, 2013 and in each fiscal year since its inception and has an accumulated deficit of $111.7 million. The Company's revenues were $2.0 million for the year ended December 31, 2013 generated principally from owning and operating its own digital media properties. The Company has been focused on building and acquiring wholly-owned digital media properties.

On November 13, 2013, the Company entered into a $2.5 million Term Loan Agreement, at 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 Term Loan Agreement is secured pursuant to the Term Loan Agreement detailed below, as amended by Amendment No. 2 to that Term Loan Agreement, dated April 2, 2013. The principal and accrued interest under the Term Loan Agreement is convertible into Common Stock of the Company at the rate of $3.75 per share, which was the closing price of the Company's common stock on the date of entrance into the agreement. The balance is due November 2015.

On January 29, 2014, the Company's total cash and cash equivalents balance was approximately $4.5 million. On January 29, 2014, the Company entered into a $3.5 million Term Loan Agreement ("January 2014 Note"), at 6.67% annual interest for the first year and 8.67% for the second year, with the lender controlled by and in part owned by Mr. Kai-Shing Tao, the Company's Chairman and Chief Executive Officer, and in part owned by Mr. Douglas Osrow, the Company's Chief Financial Officer. The principal and accrued interest under the Term Loan Agreement is convertible into Common Stock of the Company at a rate of $5.03 (the "Conversion Price") - which was the stock price immediately prior to the effective date of the agreement - if all or a portion of is elected by Digipac. The Company may also convert all or a portion of the principal and accrued interest of the January 2014 Note into Common Stock at the conversion price if the weighted average price of Common Stock is equal to at least the 150% of the conversion price for at least 30 to 40 trading days immediately prior to the date of the Company's election. The January 2014 Note provides that the Company and Digipac will negotiate and enter into a registration rights agreement providing Digipac with demand and piggyback rights with respect to the shares of Common Stock underlying the January 2014 Note.

The Company intends to fund its future operations through growth, particularly its young adult lifestyle and personal finance properties. Additionally, the Company is actively engaged in evaluating future acquisitions to provide revenue growth and the sale of certain non-core assets to provide capital. The Company has taken steps to reduce operating costs and will continue to evaluate other opportunities to streamline costs.

Absent any acquisitions of new businesses or the material increase in revenues from its existing customers, current revenue growth will not be sufficient to sustain the Company's operations in the long term. As such, the Company will, in all likelihood, need to obtain additional equity or debt financing and/or divest of certain assets or businesses, neither of which can be assured on commercially reasonable terms, if at all. In addition, any equity financing that might be obtained may substantially dilute existing stockholders. There is no certainty that the Company will be successful at raising capital, nor is there certainty around the amount of funds that may be raised. In addition, the success of the Company will be subject to performance of the markets and investor sentiment regarding the macro and micro economic conditions under which we operate including stock market volatility. There can be no assurance that the Company will be successful at generating more revenues or selling any of its assets. Any failure by the Company to successfully implement these plans would have a material adverse effect on the Company's business, including the possible inability to continue operations.

Based on the most recent cash flow projections from operations and financings, the Company believes it has sufficient existing cash and cash equivalents and cash resources as of January 29, 2014 to provide sufficient funds through December 31, 2014. However, the projecting operating results is inherently uncertain. Anticipated expenses can exceed those that are projected.

To the extent the Company's available cash and cash equivalents are insufficient to satisfy its long-term operating requirements, the Company will need to seek additional sources of funds, from the sale of equity or debt securities or through a credit facility, or the Company will need to modify its current business plan. There can be no assurances that the Company will be able to obtain additional financing on commercially reasonable terms, if at all. The sale of additional equity or convertible debt securities would likely result in dilution to the Company's current stockholders.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The consolidated financial statements include the accounts of Remark Media and its subsidiaries (1) HSW Brasil – Tecnologia e Informação Ltda., (2) HSW (HK) Inc. Limited, (3) Bonet (Beijing) Technology Limited Liability Company, (4) BoWenWang Technology (Beijing) Limited Liability Company, (5) Banks.com, Inc., (6) My Stock Fund Securities, Inc., (7) Dotted Ventures, Inc. and (8) Pop Factory, LLC ("Pop Factory"). Banks.com, MyStockFund and DottedVentures are wholly-owned subsidiaries acquired through the Banks.com's acquisition completed on June 28, 2012. Pop Factory is a wholly-owned subsidiary acquired through the Pop Factory acquisition completed on March 29, 2013. The equity of certain of these entities is partially or fully held by citizens of the country of incorporation to comply with local laws and regulations.

Equity investments in which the Company exercises significant influence but does not control and is not the primary beneficiary are accounted for using the equity method. In the event of a change in ownership, any gain or loss resulting from an investee share issuance is recorded in earnings. Investments in which the Company is not able to exercise significant influence over the investee are accounted for under the cost method. Controlling interest is determined by majority ownership interest and the ability to unilaterally direct or cause the direction of management and policies of an entity after considering any third-party participatory rights.

The Company uses qualitative analysis to determine whether or not it is the primary beneficiary of a variable interest entity ("VIE") in accordance with FASB ASC 810-10, "Consolidation Accounting for a Variable Interest Entity" ("FASB ASC 810"). The Company considers the rights and obligations conveyed by its implicit and explicit variable interest in each VIE and the relationship of these with the variable interests held by other parties to determine whether the variable interests will absorb a majority of a VIE's expected losses, receive a majority of its expected residual returns, or both. If the Company determines that its variable interests will absorb a majority of the VIE's expected losses, receive a majority of its expected residual returns, or both, it consolidates the VIE as the primary beneficiary, and if not, the Company does not consolidate.

The Company has determined that Bonet (Beijing) Technology Limited Liability Company is a variable interest entity as defined in FASB ASC 810. Remark Media is the primary beneficiary of this entity and accordingly, the results of this entity have been consolidated along with other subsidiaries.

All intercompany transactions have been eliminated in consolidation.

Revenue Recognition

The Company generally recognizes revenue when persuasive evidence of an arrangement exists; services have been provided; fees are fixed or determinable; and collectability is reasonably assured.

The Company generally recognizes revenue from its network of domestic and international websites. Revenue is recognized as visitors are exposed to or react to advertisements on its websites, or purchase goods or services. Revenue from advertising is generated in the form of sponsored links and display ads. This includes both pay-per-performance ads and paid-for-impression advertising. In the pay-per-performance model, revenue is generally earned based on the number of clicks or other actions taken associated with such ads; in the paid-for-impression model, revenue is derived from the display of ads.

Operating Expenses

General and administrative expenses include all legal, finance, accounting and administrative expenses such as professional fees and facilities costs. Depreciation and amortization include the depreciation of our acquired fixed assets and amortization of software and definite-lived intangible assets. All periods presented have been reclassified to conform to the new presentation.

Stock-Based Compensation

The Company measures stock-based compensation at the grant date based on the calculated fair value of the award. The Company recognizes the expense over the recipient's requisite service period, generally the vesting period of the award. The Company estimates the fair value of stock options at the grant date using the Black-Scholes option pricing model with weighted average assumptions for the activity under its stock plans. The fair value estimate is impacted by option pricing model input assumptions such as expected term, expected volatility and risk-free interest rate among others. These assumptions generally require significant analysis and use of judgment and estimates to develop. Options vest based on meeting a minimum service period or performance condition. Restricted stock grants are recorded using the fair value of the granted shares based on the market value at the grant date. In addition, the forfeiture rate impacts the amount of aggregate compensation. These assumptions are subjective and generally require significant analysis and judgment to develop.

The Company does not recognize a deferred tax asset for unrealized tax benefits associated with the tax deductions in excess of the compensation recorded (excess tax benefit). The Company applies the "with and without"; approach for utilization of tax attributes upon realization of net operating losses in the future. This method allocates stock-based compensation benefits last among other tax benefits recognized. In addition, the Company applies the "direct only"; method in calculating the amount of windfalls or shortfalls.

Concentration of Credit Risk and Accounts Receivable

Financial instruments that potentially subject Remark Media to a concentration of credit risk consist principally of cash and accounts receivable. At December 31, 2013, more than 99% of cash was denominated in U.S. dollars, and less than 1% was denominated in Brazilian Reais, Chinese Renminbi or Hong Kong dollars. The majority of the Company's cash and cash equivalents balances are in one financial institution, which is believed to have high credit quality. Cash is maintained in bank deposit accounts, which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts and does not believe its cash is exposed to any significant credit risk. Cash held by non-U.S. subsidiaries is subject to foreign currency fluctuations against the U.S. dollar. However, the risk in foreign currency is somewhat mitigated at this time as U.S. funds are transferred to Brazil and China to fund that subsidiary's operating activity. If, however, the U.S. dollar is devalued significantly against the Brazilian Reais or the Chinese Renminbi, the cost to further develop the Company's websites in Brazil and China could exceed original estimates.

The Company regularly evaluates the collectability of trade receivable balances based on a combination of factors such as customer credit-worthiness, past transaction history with the customer, current economic industry trends and changes in customer payment patterns. If the Company determines that a customer will be unable to fully meet its financial obligation, such as in the case of a bankruptcy filing or other material events impacting its business, a specific reserve for bad debt will be recorded to reduce the related receivable to the amount expected to be recovered.

There were no significant concentrations of revenue or accounts receivable during 2013 or 2012.

Cash and Cash Equivalents

The Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents. A large portion of the cash balance is maintained at one financial institution. Cash denominated in foreign currencies is translated to U.S dollars at the month-end rate of exchange. The impact of foreign currency on cash and cash equivalents is presented in the Company's statements of cash flows in accordance with accounting principles generally accepted in the United States ("GAAP";).

The Company maintains cash accounts at three banks, and, at times, balances exceed federally insured limits. The Company has not experienced any losses related to these balances - $250,000 per depositor at each financial institution. At December 31, 2013, the Company's cash deposits exceeded federally insured limits by approximately $0.6 million. The Company believes that it's not exposed to any significant credit risk on cash and cash equivalent balances.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires the Company to make estimates and assumptions that affect amounts reported and disclosed in the consolidated financial statements and accompanying notes. Actual results could differ materially from those estimates. On an ongoing basis, the Company evaluates its estimates, including those related to accounts receivable, intangible assets, useful lives of property and equipment, stock-based compensation, equity-method investments, and income taxes, among other things.

Income Taxes

Deferred income tax assets and liabilities are computed for differences between the financial statement and tax basis of assets and liabilities that could result in future taxable or deductible amounts, based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized.

The application of income tax law is inherently complex. Laws and regulations in this area are voluminous and are often ambiguous. As a result, the Company is required to make many subjective assumptions and judgments regarding income tax exposures, interpretations of, and guidance, surrounding income tax laws and regulations change over time. As a result, changes in the Company's assumptions and judgments can materially affect amounts recorded in the consolidated financial statements.

The Company classifies interest and penalties arising from unrecognized income tax positions in the statement of operations as general and administrative expenses if they occur. At December 31, 2013, and 2012, the Company had no accrued interest or penalties related to uncertain tax positions. The tax years 2007 through 2012 are not or have not been under examination but remain open to examination under the IRS statute.

Foreign Currency

The functional currency of the Company's international subsidiaries is the local currency, Reais in Brazil, Renminbi in China or Hong Kong dollars in Hong Kong. The financial statements of these subsidiaries are translated to U.S. dollars using month-end rates of exchange for assets and liabilities, and average rates of exchange for revenue, costs and expenses. Translation gains and losses are recorded in accumulated other comprehensive income (loss) as a component of stockholders' equity. Net gains and losses resulting from foreign exchange transactions are recorded in selling, general and administrative expenses. Currency translation gains and losses during 2013 and 2012 were immaterial to the Company's consolidated financial statements.

Purchase Price Allocations

Occasionally, the Company enters into material business combinations. The purchase price is allocated to the various assets acquired and liabilities assumed based on their estimated fair value. Fair values of assets acquired and liabilities assumed are based upon available information and may involve engaging an independent third party to perform an appraisal of tangible and intangible assets. Estimating fair values can be complex and subject to significant business judgment and most commonly impacts property, equipment, software, and definite- or indefinite-lived intangible assets.

Property, Equipment and Software

Property, equipment and software is stated at cost less accumulated depreciation. Depreciation is recorded within operating expenses in the consolidated statements of operations, using the straight-line method over the estimated useful lives of the assets, generally one to three years for computer equipment and software and three to five years for building improvements and office equipment. Leasehold improvements are depreciated over the shorter of their estimated useful life or lease term. Costs represent the purchase price and any directly attributable costs of bringing the asset to working condition for its intended use. Repairs and maintenance are expensed as incurred. Betterments and capital improvements are capitalized and depreciated over the remaining useful life of the related asset. Gains or losses from disposal of property and equipment are included in selling, general and administrative expenses.

Software Development Costs

The Company capitalizes qualifying costs of computer software and website development costs. Costs incurred during the application development stage as well as upgrades and enhancements that result in additional functionality are capitalized. The internally developed software costs capitalized were $0.6 million and $0.5 million at December 31, 2013 and 2012, respectively, and are included in "Property, equipment and software"; in the consolidated balance sheet. Internally developed software and website development costs will be amortized utilizing the straight-line method over a period of three years, the expected period of the benefit. There was approximately $28 thousand and $10 thousand of amortization expense recorded for these costs as of December 31, 2013 and 2012, respectively.

Advertising Expenses

The Company expenses advertising costs in the year in which they are incurred. Advertising expenses for the years ended December 31, 2013 and 2012 were minimal.

Commitments and Contingencies

The Company records liabilities for loss contingencies arising from claims, assessments and litigation and other sources when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated. In the opinion of management, and after consultation with legal counsel, there were no material claims, assessments and litigation against the Company as of December 31, 2013.

Impairment of Property, Equipment and Software and Definite-Lived Intangible Assets

Property, equipment, software and definite-lived intangible assets are tested for impairment whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Such events include significant adverse changes in the business climate, the impact of significant customer losses, unanticipated current period operating or cash flow losses, forecasted continuing losses or a current expectation that an asset group will be disposed of before the end of its useful life. Recoverability of these assets is measured by a comparison of the carrying amounts to future net undiscounted cash flows the assets are expected to generate. For purposes of recognition and measurement of an impairment loss, property, equipment, software and definite-lived intangible assets are grouped with other assets at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets.

In December 2012, the Company abandoned certain software development projects associated with its Content and Platform Services business. As a result, the Company recorded $0.1 million and $0.4 million impairment charges in the fourth quarters of 2013 and 2012, respectively. No impairment charges were recorded for the property and equipment portfolio in 2013 or 2012.

Impairment of Investments

Investments are reviewed to determine if events have occurred which would indicate that a decrease in value has occurred which is other than temporary. Evidence of a loss in value include, but are not limited to, absence of an ability to recover the carrying amount of the investment or inability of the investee to sustain an earnings capacity that would justify the carrying amount of the investment. The Company monitors its assets for potential impairment on an ongoing basis. No impairment charge has been recognized related to investments as of December 31, 2013 or 2012.

Goodwill and Indefinite-Lived Intangible Assets Impairment

In December 2013 and 2012, the Company performed a qualitative assessment of the carrying value of goodwill and indefinite-lived intangible assets under the Step Zero process. The Step Zero process determines whether it is more likely than not that the fair value is less than the carrying amount. After consideration of the Company's market capitalization and the fact that the majority of these assets are comprised of the Banks.com merger in June 2012 and Pop Factory acquisition in March 2013, the Company determined there were no impairment charges of goodwill or indefinite-lived intangibles in 2013 or 2012.

Derivative Liability for Warrants to Purchase Common Stock

The Company's derivative liability for warrants represents the fair value of warrants issued in connection with equity financing related to the Banks.com acquisition on February 27, 2012 ("Equity Financing"). These warrants are presented as liabilities based on certain exercise price reductions provisions. The liability, which is recorded at the fair value on the balance sheet, is calculated using the Monte Carlo simulation valuation method. The change in the fair value of these warrants is recognized as other income or expense in the consolidated statement of operations.

Net Loss per Share

The Company computes basic loss per share by dividing net loss applicable to common stockholders by the weighted-average number of common shares outstanding during the period. The Company calculates diluted loss per share by dividing net loss by the weighted-average number of common shares and dilutive potential common shares, if any, outstanding during the period. Stock options and warrants are not included in the computation of diluted loss per share because their effects are anti-dilutive.

RECENT ACCOUNTING PRONOUNCEMENTS

In July 2013, the FASB issued ASC 2013-11, "Income Taxes — Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists*";* ("ASU 2013-11";) which is part of Accounting Standards Codification ("ASC";) 740: Income Taxes. The new guidance requires an entity to present an unrecognized tax benefit and an NOL carryforward, a similar tax loss, or a tax credit carryforward on a net basis as part of a deferred tax asset, unless the unrecognized tax benefit is not available to reduce the deferred tax asset component or would not be utilized for that purpose, then a liability would be recognized. ASU 2013-11 is effective for annual and interim periods for fiscal years beginning after December 15, 2013. The Company is currently evaluating the impact of the July 1, 2014 adoption of this guidance on its consolidated financial statements.

In February 2013, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") No. 2013-02, *Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income* ("ASU 2013-02"). ASU 2013-02 requires an entity to provide information about amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present, either on the face of the financial statements or a single note, any significant amount reclassified out of accumulated other comprehensive income in the period in its entirety to net income, and the income statement line item affected by the reclassification. For other amounts that are not required under U.S. GAAP to be reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures required under U.S. GAAP that provide additional detail about those amounts. We adopted this guidance as of January 1, 2013. The adoption of ASU 2013-02 impacted disclosure only and did not have any impact on our financial position or results of operations.

In October 2012, the FASB issued ASU 2012-04, "Technical Corrections and Improvements";. The ASU prescribes technical corrections and improvements to the Accounting Standards Codification for source literature amendments, guidance clarification and reference correction, and relocated guidance within the Accounting Standards Codification. The ASU is effective for fiscal periods beginning after December 15, 2012. Adoption of this ASU did not have a material impact to the consolidated financial statements.

In July 2012, the FASB issued ASC update No. 2012-02, "Intangibles-Goodwill and Other (Topic 350), Testing Indefinite-Lived Intangible Assets for Impairment"; (ASC 2012-02). Under the amendments in this update, a company has the option first to assess qualitative factors to determine whether the existence of events and circumstances indicates that it is more likely than not that the indefinite-lived intangible asset is impaired as a basis for determining whether it is necessary to perform the qualitative impairment test in accordance with Topic 350. The more likely than not threshold is defined as having a likely-hood of more than fifty percent. If after assessing the qualitative factors, a company determines it does not meet the more likely than not threshold, a company is required to perform the quantitative impairment test by calculating the fair value of an indefinite-lived intangible asset and comparing the fair value with the carrying amount of the asset. The amendments in this update are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012 (early adoption permitted). The adoption of this update had no impact on the reported consolidated financial statements or results of operations.

3. TRANSACTIONS WITH SHARECARE

Until November 30, 2012, the Company accounted for its equity interest in Sharecare under the equity method of accounting. Under this method, the Company recorded its proportionate share of Sharecare's net income or loss based on Sharecare's financial results. As of December 1, 2012, the Company moved to the cost method of accounting due to a lower percentage of ownership (10.8% as of December 31, 2012), nonparticipation in policy-making processes, and limited existence of technology dependency by Sharecare on the Company. As of December 31, 2013, the Company owned 8.19% of the outstanding common stock of Sharecare, Inc.

The following table shows selected unaudited financial data of Sharecare including Remark Media's proportional share of net loss in Sharecare as reported under the equity method for the twelve months and eleven months ended December 31, 2013 and November 30 2012, respectively. During the first quarter of 2013, the Company recorded a $0.2 million change in its estimate of its proportional share in loss of equity-method investment related to the period from January 1, 2012 through November 30, 2012, based on information that was finalized and provided to the Company subsequent to the issuance of its December 31, 2012 financial statements:

	Twelve Months Ended December 31, 2013	Eleven Months Ended November 30, 2012
Revenues	$ -	$ 26,047,257
Gross profit	-	23,550,984
Loss from operations	-	(23,936,726)
Net loss	-	(24,413,627)
Proportionate share in loss of equity-method investment, including change in interest gain	(222,707)	(453,216)

4. FAIR MARKET VALUE OF FINANCIAL INSTRUMENTS

The Company measures certain financial assets and liabilities at fair value on a recurring basis. The common stock warrants which are classified as liabilities are recorded at their fair market value as of each reporting period.

The measurement of fair market value requires the use of techniques based on observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect our market assumptions. The inputs create the following fair market value hierarchy:

- Level 1 - Quoted prices for identical instruments in active markets.
- Level 2 - Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations where inputs are observable or where significant value drivers are observable.
- Level 3 - Instruments where significant value drivers are unobservable to third parties.

The Company uses model-derived valuations where inputs are both observable and unobservable in active markets to determine the fair value of certain common stock warrants on a recurring basis. The lowest level of significant inputs are classified as Level 3; thus, the common stock warrants are classified as Level 3. The Company utilized a Monte Carlo simulation valuation model to fair value the warrants.

Assumptions used in calculating the fair value of these warrants were noted as follows (including assumptions used in calculating the transaction date fair value for the warrants issued in the February 2012 Equity Financing):

	December 31, 2013	**December 31, 2012**
Annual rate of quarterly dividend	0.00%	0.00%
Expected volatility	100.0%	110.0%
Risk free interest rate	1.10%	0.66%
Expected remaining term (in years)	1.16 - 3.66	2.16 - 4.65

In addition to the assumptions above, the Company takes into consideration whether or not it would participate in another round of equity financing and, if so, what the stock price would be for such a financing at that time.

At December 31, 2013 and 2012, the fair value of liability classified warrants were as follows:

	December 31, 2013	**December 31, 2012**
Derivative liabilities	$ 769,284	$ 277,646

The change in the fair value of the warrants accounted for as derivative liabilities is reflected below:

Balance at January 1, 2012	$ -
Fair value of warrants issued in February 2012	1,207,778
Decrease in fair value resulting in gain	(930,132)
Fair value at December 31, 2012	$ 277,646
Balance at January 1, 2013	$ 277,646
Increase in fair value resulting in loss	491,638
Fair value at December 31, 2013	$ 769,284

The Company will continue to adjust the warrant liability for changes in fair value until the earlier of the warrants exercise or expiration, at which time the liability will be reclassified to stockholders' equity.

5. ACQUISITIONS

On March 29, 2013, Remark Media acquired Pop Factory, LLC ("Pop Factory") a digital beach lifestyle brand providing websites, branded merchandise, and mobile content, for total cash consideration of $2,375,000. In connection with the purchase, the two founders, who had remained executives of Pop Factory, entered into one year employment agreements with Pop Factory and noncompetition agreements with the Company. In 2013, Remark Media introduced a refreshed Bikini.com brand and a new website at www.bikini.com, with a focus on providing sophisticated and informative content, social media and services for fun in the sun destinations, style, and health and fitness. In November 2013, Remark Media launched its e-commerce segment; however, the gross throughput of transactions for the period ended December 31, 2013 was immaterial to the consolidated financial statements.

The acquisition was accounted for under the purchase method and, accordingly, the purchase price was allocated to the assets and liabilities based on their estimated fair values on the date of the acquisition.

In the second quarter of 2013, the Company finalized the valuation of intangible assets related to this acquisition. Based on the valuation of the Pop Factory acquisition, the intangible assets on the acquisition date were $2.1 million. Of the total intangibles acquired, $2.1 million related to domain names and has an amortization period of 12 years.

The table below illustrates the final allocation of the purchase price over the identifiable assets and assumed liabilities on March 29, 2013.

Tangible assets	
Current assets	$ -
Fixed assets	5,282
Total tangible assets	**5,282**
Intangible assets	
Customer contracts	33,000
Domain names	2,100,000
Other intangible assets	5,715
Total intangible assets	**2,138,715**
Accounts payable	(7,068)
Total identifiable net assets	**2,136,929**
Goodwill	238,071
Total purchase price	$ 2,375,000

The acquisition transaction costs incurred for the period ended December 31, 2013 totaled $0.1 million and were all expensed as general and administrative expenses in the consolidated statements of operations for the year ended December 31, 2013. Pop Factory's revenue since the acquisition effective date through December 31, 2013 have been included in the consolidated statement of operations.

On June 28, 2012, Remark Media completed the merger (the "Merger") contemplated by the Agreement and Plan of Merger dated as of February 26, 2012, among the Company, Banks.com and Remark Florida, Inc., a wholly-owned subsidiary of the Company ("Merger Sub"), pursuant to which Merger Sub merged with and into Banks.com and Banks.com survived the Merger as a wholly-owned subsidiary of Remark Media. At the effective time of the Merger, each share of the outstanding common stock of Banks.com was converted into the right to receive 0.0258 shares of Remark Media common stock, for an aggregate of 670,815 shares of Remark Media common stock. The outstanding shares of Banks.com preferred stock, including all accrued and unpaid dividends as of the date of closing of the Merger on such preferred stock, a Note and a Warrant, all of which are held by Daniel M. O'Donnell, President and Chief Executive Officer of Banks.com, and his affiliates, were converted into cash in the aggregate amount of $300,000 and the right to receive 31,452 shares of Remark Media common stock. In connection with the Merger, Banks.com issued an Amended and Restated Promissory Note in the principal amount of $125,000 to Mr. O'Donnell and his wife, which matured on June 28, 2012. The Company settled the cash consideration of $300,000 on the date of closing and $131,250 in settlement of the promissory note in the principal amount of $125,000 and related interest.

The application of purchase accounting requires that the total purchase price be allocated to the fair value of assets acquired and liabilities assumed based on their fair values at the acquisition date. The allocation process requires an analysis of acquired various assets and assumed liabilities such as contracts, customer relationships, contractual commitments and legal contingencies to identify and record the fair value of all assets acquired and liabilities assumed. In valuing acquired assets and assumed liabilities, fair values are based on, but are not limited to: available market data, future expected cash flows; current replacement cost for similar capacity for certain assets; and appropriate discount rates and growth rates.

Goodwill represents the excess of the purchase price over the fair value of the net assets of acquired businesses. Goodwill, which is not amortizable and not tax deductible, resulting from the acquisitions discussed below was assigned to the Brands segment.

Consideration:		
Shares of Remark stock issued to Banks.com shareholders		702,267
Remark common stock price	$	3.40
Fair value of common stock issued	$	2,387,708
Cash to shareholders		300,000
Cash acquired		(113,747)
Cash to debtholders		131,250
Cash, net of cash acquired		317,503
Total consideration	**$**	**2,705,211**
Estimated fair value of liabilities assumed:		
Current liabilities	$	559,411
Capital leases assumed		464,208
Amount attributable to liabilities assumed	$	1,023,619
Total purchase price plus liabilities assumed	$	3,728,830
Estimated fair value of assets acquired:		
Current assets	$	229,496
Fixed assets		54,358
Customer relationships		680,000
Domain names		1,180,000
Amount attributable to assets acquired	**$**	**2,143,854**
Goodwill	**$**	**1,584,976**
Total	**$**	**3,728,830**

The acquisition transaction costs incurred in the year ended December 31, 2012 were all expensed and totaled $0.2 million. These expenses are included under the general and administrative expenses in the consolidated statements of operations for the year ended December 31, 2012.

The following unaudited pro forma combined results of operations are provided for the years ended December 31, 2013 and December 31, 2012 as though the Banks.com acquisition and Pop Factory acquisitions had been completed as of January 1, 2012. The pro forma combined results of operations for the years ended December 31, 2013 and 2012 have been prepared by adjusting the historical results of the Company to include the historical results of Banks.com and Pop Factory ("recent acquisitions"). These supplemental pro forma results of operations are provided for illustrative purposes only and do not purport to be indicative of the actual results that would have been achieved by the combined company for the periods presented or that may be achieved by the combined company in the future. The pro forma results of operations do not include any cost savings or other synergies that resulted, or may result, from the recent acquisitions or any estimated costs that will be incurred to integrate the recent acquisitions.

Future results may vary significantly from the results reflected in this pro forma financial information because of future events and transactions, as well as other factors.

	Unaudited Pro Forma Results of Operations Results of Operations Twelve Months Ended December 31,	
	2013	2012
Revenues	$ 2,150,988	$ 824,662
Operating Loss	(6,510,934)	(6,513,928)
Net Loss	$ (7,098,039)	$ (6,090,411)

Banks.com's revenues since the acquisition effective date through the year ended December 31, 2012 were approximately $0.3 million and have been included in the Company's consolidated statements of operations for the year ended December 31, 2012.

Pop Factory's revenues since the acquisition effective date through the year ended December 31, 2013 were approximately $0.1 million and have been included in the Company's consolidated statement of operations for the year ended December 31, 2013.

6. SEGMENTS

Operating segments are components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision-making group, in deciding how to allocate resources and in assessing performance. Because of Remark Media's integrated business structure, operating costs included in one segment can benefit other segments, and therefore these segments are not designed to measure operating income or loss directly related to the products included in each segment. Reconciling amounts include adjustments to conform with U.S. GAAP and corporate-level activity not specifically attributed to a segment. Corporate expenses include, among other items: corporate-level general and administration costs, content, design, technology costs and on-going maintenance charges; share-based compensation expense related to stock and stock option grants; depreciation and amortization expense; impairment loss, if any, and interest expense and income.

In December 2011, the Company service contract to provide platform services for Sharecare expired. The Company elected not to perform development services and re-focus on its brands segment. In 2013, the Company only has one significant reporting segment - Brands. The Company has reported two segments for the years ending December 31, 2012: Brands and Content and Platform Services. The Brands segment consists of the business related to the Banks.com acquisition completed on June 28, 2012 which generates revenues in the United States and the websites related to the operations in Brazil and China, which generate revenues from advertisers based in the respective countries. The Content and Platform Services segment consisted in 2012 of the services provided to Remark Media's affiliates, Sharecare and Discovery, Inc. ("Discovery"). These services are related to the design, development, hosting and related services necessary to launch and operate websites for Sharecare and Discovery through the Company's direct activities and management of third party vendors.

Operating results and asset information regarding reportable segments and geographical presence for the years ended December 31, 2013 and 2012 are presented in the following tables:

	Brands	Content and Platform Services	Corporate	Total
Year Ended December 31, 2013				
Revenue	$ 2,048,304	$ -	$ -	$ 2,048,304
Operating loss	(167,230)	-	(5,719,385)	(5,886,615)
Interest expense	-	-	(364,332)	(364,332)
Loss on change in fair value of derivative liability	-	-	(491,638)	(491,638)
Other income (expense)	(858)	(222,707)	792	(222,773)
Income tax expense	-	-	-	-
Net loss	$ (168,088)	$ (222,707)	$ (6,574,563)	$ (6,965,358)

	Brands	Content and Platform Services	Corporate	Total
Year Ended December 31, 2012				
Revenue	$ 500,890	$ -	$ -	$ 500,890
Operating loss	(469,808)	(420,168)	(5,572,143)	(6,462,119)
Interest expense	(20,372)	-	(44,466)	(64,838)
Gain on change in fair value of derivative liability	-	-	930,132	930,132
Other income (expense)	3,519	-	(443,765)	(440,246)
Income tax expense	-	-	(1,531)	(1,531)
Net loss	$ (486,661)	$ (420,168)	$ (5,131,773)	$ (6,038,602)

	December 31, 2013	December 31, 2012
Total assets:		
Brands	$ 5,587,314	$ 3,052,504
Content and platform services	-	-
Business segments	5,587,314	3,052,504
Corporate	2,134,441	3,306,671
Total assets	$ 7,721,755	$ 6,359,175

	December 31, 2013	December 31, 2012
Investment of unconsolidated entity:		
Business segments	$ -	$ -
Corporate	229,929	452,636
Total investment in unconsolidated entity	$ 229,929	$ 452,636

	December 31, 2013	December 31, 2012
Loss in investment of unconsolidated entity:		
Business segments	$ -	$ -
Corporate	(222,707)	(453,216)
Total loss in investment of unconsolidated entity	$ (222,707)	$ (453,216)

	December 31, 2013	December 31, 2012
Revenues		
United States	$ 2,038,025	$ 423,670
Brazil	9,368	73,884
China	911	3,336
Total	$ 2,048,304	$ 500,890

	December 31, 2013	December 31, 2012
Property and Equipment		
United States	$ 184,310	$ 350,717
Brazil	28,882	49,810
China	-	-
Total	$ 213,192	$ 400,526

7. PREPAID EXPENSES AND OTHER CURRENT ASSETS

As of December 31, 2013 and 2012, prepaid expenses and other current assets consisted of the following:

	December 31,	
	2013	2012
Prepaid insurance	$ 165,397	$ 160,131
Deposits and other current assets	192,868	343,125
Total	$ 358,265	$ 503,256

8. GOODWILL AND INTANGIBLE ASSETS

Intangible assets consist of the following:

	Weighted Avg. Remaining Life	Life	Year Ended December 31, 2013	Year Ended December 31, 2012
Domain names	9.47 years	8 years	$ 3,296,429	$ 1,196,429
Customer relationships	5 years	7 years	680,000	680,000
License to operate in China	Indefinite	Indefinite	100,000	100,000
Non-compete agreement	1.42 years	2 years	33,000	-
Intangibles Other	1.42 years	2 years	5,715	-
			4,115,144	1,976,429
Accumlated amortization			(512,733)	(122,321)
			$ 3,602,411	$ 1,854,108

Estimated amortization expense related to intangible assets with definite lives for each of the five succeeding years and thereafter is as follows:

2014	$ 646,417
2015	390,411
2016	390,411
2017	390,411
Thereafter	1,684,761
Total	$ 3,502,411

Amortization expense was $0.6 million and $0.1 million for the years ended December 31, 2013 and 2012, respectively.

Changes in the carrying amount of goodwill for the year ended December 31, 2013 and 2012 are as follows:

	Year Ended December 31, 2013	Year Ended December 31, 2012
Beginning balance	$ 1,584,976	$ -
Goodwill acquired - Banks.com	-	1,584,976
Goodwill acquired - Pop Factory	238,072	-
Total	$ 1,823,048	$ 1,584,976

9. PROPERTY, EQUIPMENT AND SOFTWARE

As of December 31, 2013 and 2012, property, equipment and software consisted of the following:

	December 31, 2013	December 31, 2012
Computer equipment	$ 600,823	$ 617,234
Furniture and fixtures	102,435	192,099
Software	398,180	319,889
Capitalized software	151,556	153,987
Leasehold improvements	78,054	218,144
Total	1,331,048	1,501,353
Less accumulated depreciation and amortization	(1,117,856)	(1,100,827)
Property, equipment and software, net	$ 213,192	$ 400,526

Depreciation and amortization expense was $0.1 million and $0.1 million for the years ended December 31, 2013, and 2012, respectively.

10. INCOME TAXES

For the years ended December 31, 2013 and 2012, the benefit from income taxes is comprised of the following

	Year Ended December 31, 2013	Year Ended December 31, 2012
Current:	$	$
Federal	-	-
State	-	-
Foreign	-	(1,531)
Total	-	(1,531)
Deferred:		
Federal	-	-
State	-	-
Foreign	-	-
Total	-	-
Income tax (expense) benefit	$ -	$ (1,531)

The provision for income taxes for the years ended December 31, 2013 and 2012 differs from the amount computed by applying the U.S. income tax rate of 34% to loss before taxes as follows:

	Year Ended December 31, 2013	Year Ended December 31, 2012
Computed "expected" tax benefit	$ (2,370,485)	$ (2,052,604)
Loss from equity-method investment	75,720	154,093
State taxes, net of federal benefit	-	(213,558)
Tax effect of change in valuation allowance	(245,534)	2,836,371
Tax effect of losses and rates in non-US jurisdictions	2,592,762	20,221
Tax effect of other permanent items	13,026	(744,523)
Other	(65,489)	1,531
Total	$ -	$ 1,531

Loss before benefit from income taxes for the years ended December 31, 2013 and 2012, on a domestic versus foreign basis, consisted of the following:

	Year Ended December 31,	
	2013	2012
Domestic	$ (6,891,170)	$ (5,893,648)
Foreign	(74,188)	(143,423)
Total	$ (6,965,358)	$ (6,037,071)

Deferred income taxes reflect the tax consequences on future years of temporary differences between the tax basis of assets and liabilities and their financial reporting basis and are reflected as current or non-current depending on the classification of the asset or liability generating the deferred tax. The deferred tax provision for the periods shown represents the effect of changes in the amounts of temporary differences during those periods.

	Year Ended December 31,	
	2013	2012
Deferred tax assets:		
Net operating loss carryforwards	$ 18,735,824	$ 16,864,117
Amortization	-	(133)
Depreciation of fixed assets	53,178	-
Deferred income and reserves	2,853,995	(177,731)
Stock-based compensation expense	9,680,970	9,450,504
Differences related to stock basis in equity investment	421,203	336,664
Other	292,020	-
Less: valuation allowance	(32,236,042)	(29,607,423)
Total deferred tax assets	(198,851)	(3,134,003)
Deferred tax liabilities:		
Acquired intangibles	(25,000)	(25,000)
Depreciation of fixed assets	205,211	(26,019)
Amortization of Intangibles	0	3,166,382
Foreign exchange gain/loss	(6,360)	(6,360)
Total deferred tax liabilities	173,851	3,109,003
Net deferred tax liabilities	$ (25,000)	$ (25,000)

The following table represents a roll forward of the valuation allowance against deferred tax assets for fiscal 2013 and 2012:

	Year Ended December 31, 2013	2012
Balance at the beginning of year	$ 29,607,423	$ 23,209,679
Increase related to net operating loss and costs and expenses incurred in the current year	2,588,839	6,154,285
Change related to prior year true-ups	66,157	346,442
Effect of foreign exchange rate differences	(26,376)	(102,983)
Balance at end of year	$ 32,236,042	$ 29,607,423

The net operating losses available at December 31, 2013, to offset future taxable income in the U.S. federal, state, Hong Kong, China and Brazil jurisdictions are $46.4 million, $34.4 million, $0.5 million, $3.0 million and $6.6 million, respectively. The income tax rates for Hong Kong, China and Brazil are 16.5%, 25% and 15%, respectively.

The net operating losses in the U.S. include losses in the amount of $3.9 million related to the purchase of DailyStrength. The ability of the Company to utilize net operating loss ("NOL") carryforwards to reduce future federal taxable income and federal income tax is subject to various limitations under the Internal Revenue Code of 1986, as amended. The utilization of such carryforwards may be limited upon occurrence of certain ownership changes, including the issuance or exercise rights to acquire stock, the purchase or sale of stock by 5% stockholders, as defined in the Treasury regulations, and the offering of stock during any three-year period resulting in an aggregate change of more than 50% in beneficial ownership of the Company.

In the event of an ownership change (as defined for income tax purposes), Section 382 of the Code imposes an annual limitation on an amount of a corporation's taxable income that can be offset by these carryforwards. The limitation is generally equal to the product of (i) the fair market value of the equity of the company multiplied by (ii) a percentage approximately equivalent to the yield on the long-term tax exempt bonds during the month in which an ownership change occurs. In addition, the limitation is increased if there are recognized built-in gains during any post-change year, but only to the extent of any net unrealized built-in gains (as defined in the Code) inherent in the assets sold.

The federal net operating losses expire between the years 2024 and 2030. The state net operating losses expire between the years 2016 and 2030. The net operating losses generated in Hong Kong have no expiration date and carry forward indefinitely. The net operating losses generated in China have a five-year carryover period. The net operating losses generated in Brazil have no expiration date and up to 30% of the net operating loss may be utilized each year.

The Company has not recognized a deferred U.S. tax liability and associated tax expense for the undistributed earnings of its foreign subsidiaries which we consider indefinitely invested because those foreign earnings will remain permanently reinvested in those subsidiaries to fund ongoing operations and growth.

In assessing deferred tax assets, the Company considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The Company considers the reversal of existing taxable temporary differences, projected future taxable income, and tax planning strategies in making this assessment. Based upon the level of historical taxable losses, at December 31, 2013, the Company believes it is not more likely than not that Remark Media will realize the benefits of these deductible differences. Therefore, a full valuation allowance has been provided for all the net deferred tax assets.

The Company had no unrecognized tax benefits for the years ended December 31, 2013 and 2012 and does not expect its unrecognized tax benefits to change significantly over the next 12 months.

Remark Media files United States state and foreign income tax returns in jurisdictions with varying statutes of limitations. The 2005 through 2011 tax years generally remain subject to examination by federal and most state tax authorities with respect to net operating losses. In significant foreign jurisdictions, the 2008 through 2011 tax years generally remain subject to examination by their respective tax authorities.

The Company follows the provisions of FASB accounting guidance on accounting for uncertain income tax provisions. Accordingly liabilities are recognized for a tax position, where based solely on its technical merits, it is believed to be more likely than not fully sustainable upon examination. As of December 31, 2013 and 2012, the Company had no reserve for uncertain tax positions.

11. CAPITAL LEASES

On December 7, 2010, Banks.com entered into a sale-leaseback arrangement with Domain Capital, LLC, ("Domain Capital") consisting of an agreement to assign the domain name, *banks.com*, to Domain Capital in exchange for $ 0.6 million in cash and a Lease Agreement to lease back the domain name from Domain Capital for a five year term. Effective June 28, 2012, Banks.com became a wholly owned subsidiary of Remark Media and according to the Agreement and Plan of Merger, Remark Media assumed all outstanding liabilities on the effective date of close. As of December 31, 2013, total obligations under this agreement were $0.3 million, $0.2 million of which is included under the current portion of capital lease obligations and the remainder is included under capital lease obligations, net of current portion of the Company's consolidated balance sheets at December 31, 2013.

The following table represents the approximate future minimum capital lease payments due under this agreement as of December 31, 2013:

	Capital Lease Commitments
2014	$ 177,452
2015	151,029
Total commitments	328,481
Interest on capital leases	(37,553)
Present value of minimum capital lease payments	$ 290,928

12. LONG-TERM DEBT WITH RELATED PARTY

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. On April 2, 2013, the Company entered into a $4.0 million Promissory Note with that same lender, at a 6.67% annual interest rate for the first year and 8.67% for the second year. The principal and accrued interest under the Promissory Note is convertible into Common Stock of the Company at the rate of $2.00 per share, which represents an approximately 11% 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 8% premium to the closing price of the Company's common stock on the day of entrance into the agreement.

On November 12, 2013, Digipac, LLC notified the Company that it wished to convert the entire principal amounts of both the November 2012 Note and the April 2013 Note, and all accrued and unpaid interest thereon, into shares of the Company's common stock, effective as of the same day. This conversion resulted in the issuance of 3,556,672 shares of the Company's common stock to the lender, and the extinguishing of a total of $5.8 million in debt issued by the Company and approximately $281,236 in accrued and unpaid interest.

On November 13, 2013, the Company entered into a $2.5 million Term Loan Agreement, at 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, and in part owned by Mr. Douglas Osrow, the Company's Chief Financial Officer. The Term Loan Agreement is secured pursuant to the Term Loan Agreement detailed below, as amended by Amendment No. 2 to that Term Loan Agreement, dated April 2, 2013. The principal and accrued interest under the Term Loan Agreement is convertible into Common Stock of the Company at the rate of $3.75 per share, which was the closing price of the Company's common stock for the trading session immediately prior to entrance into the agreement. The balance is due November 2015.

The future maturity schedule of the long-term debt with related party was as follows as of December 31, 2013:

Year ending December 31,

2014	-
2015	$ 2,500,000

13. COMMITMENTS AND CONTINGENCIES

Commitments

The Company has entered into operating leases for office space. The lease agreement associated with its headquarters required a security deposit and included an allowance, which was used against leasehold improvements. Rental expense for operating leases, which is recognized on a straight-line basis over the lease term, was $0.6 million and $0.3 million for the years ended December 31, 2013 and 2012, respectively.

The following table represents the approximate future minimum lease payments at December 31, 2013 due under non-cancellable operating lease agreements with terms in excess of a year:

	Operating Lease Commitments
2014	$ 240,000
2015	240,000
2016	40,000
Total commitments	$ 520,000

On November 13, 2012, the Company entered into a Service Agreement (the "Agreement") with The Street, Inc. ("The Street") effective as of November 15, 2012 and expiring on December 31, 2014. The Service Agreement was terminable at will by either party upon 60 days' notice commencing May 31, 2013. Under the Agreement, The Street was required to perform certain services for the Company's personal finance websites. In exchange for those services, the Company would share a portion of the personal finance sites' revenues and receive reimbursements of operating expenses up to a contractually specified amount.

On March 29, 2013, The Street sent a formal notice to exercise its right to terminate the Agreement effective May 31, 2013.

The Company originally accounted for the reimbursable expenses as contract receivables and for the revenue share as contractual liabilities pursuant to the terms of the Agreement. Over the term of the Agreement, the contract receivables and contractual liabilities gave rise to a net contract liability of $0.2 million. The Company believes that The Street wholly underperformed on the contract constituting a fundamental breach of contract. Thus, the breach pursuant to the respective state's contract law negates any payment obligation relating to the Agreement. As of December 31, 2013, the Company fully reserved the contract receivable and derecognized the contractual liability, resulting in a net impact of $0.2 million in the consolidated statement of operations.

On May 1, 2013, Remark Media entered into a sublease for its Concourse Six office space through the remainder of the lease term giving cause to an abandonment of lease analysis. Following the exit of the lease, Remark Media recognized an early termination liability of $0.3 million adjusted for sublease rental income, leasehold allowances, and the use of security deposits. The early termination liability principally represents the escalating lease payments inherent in the deferred rent as of the cease use date, net of the sub-lease income. The estimated fair value of the costs was based on the terms of the lease agreement and sub-lease agreement and, as such, represents the lease commitment over the next three years. The Company elected not to present value that obligation because the difference between the gross and discounted future cash flow settlements was immaterial to the financial statements.

On the cease use date, the Company recorded an early termination expense of $16 thousand - which was adjusted for the remaining deferred rent, use of security deposits, and future sublease income. These fees were included in the general and administrative expenses in the consolidated statement of operations and comprehensive loss.

On December 31, 2013, the Company entered into a Lease Termination Agreement with the landlord of its Concourse Five office space, waiving all rights to apply unpaid leasehold improvements. The termination penalty for abandoning the Concourse Five office space was $0.1 million which was recorded as an expense and included in the general and administrative expenses in the consolidated statement of operations and comprehensive loss.

The following depicts the remaining accrual balances for these early termination cost:

	Accrual at Cease-use Date	Charges or Reversals	Costs paid or Settled	Accrual at December 31, 2013
Lease termination, facility closure and other costs of Concourse 5	$ 312,491	-	$ (34,744)	$ 277,747
Lease termination, adjusted for escalating rents, leasehold improvements, and security deposits for Concourse 6	82,500	-	-	82,500
Total	$ 394,991	-	$ (34,744)	$ 360,247

The early termination liability of $0.4 million is recorded in accrued expenses and other current liabilities on the consolidated balance sheet.

Contingencies

On July 23, 2012, a complaint was filed by FOLIO*fn*, Inc. ("FOLIO*fn*") against the Company's subsidiary MyStockFund Securities, Inc. ("MyStockFund"), alleging that MyStockFund had infringed six U.S. Patents held by FOLIO*fn* relating to investment methods. The complaint seeks injunctive relief, damages, pre-judgment interest, and attorneys' fees. The Company has reached a settlement.

In addition, the Company is engaged from time to time in certain legal disputes arising in the ordinary course of business. The Company accrues liabilities for legal contingencies when it believes that it is both probable that a liability has been incurred and that it can reasonably estimate the amount of the loss. The Company will review these accruals and adjust them to reflect ongoing negotiations, settlements, rulings, advice of legal counsel, and other relevant information. To the extent new information is obtained, and the Company's views on the probable outcomes of claims, suits, assessments, investigations, or legal proceedings change, changes in the Company's accrued liabilities would be recorded in the period in which such determination is made. Management believes that the outcome of any such matters will not have a material impact on the consolidated financial statements.

14. STOCKHOLDERS' EQUITY

Issuance of Common Shares

In February 2012, the Company issued 944,777 common shares and warrants to acquire 236,194 common shares through a private placement in exchange of cash in the amount of $4.25 million. The warrants have a term of five years and six months and are not exercisable during the first six months after issuance. The exercise price of the warrants is $6.81 per share. In addition, the exercise price will be subject to weighted average anti-dilution provision, such that the exercise price will be adjusted downward (commonly referred to as a "down-round" provision) on a weighted average basis to the extent the Company issues common stock or common stock equivalents in a financing transaction at a price below the prevailing warrant exercise price. The Company also paid an additional $0.1 million for stock issuance costs, which was charged against additional paid in capital. The Company also paid a placement agent fee of 7% of the proceeds of the offering, approximately $0.3 million, and issued a three-year warrant to the placement agent to purchase up to an aggregate of 35,429 shares of Common Stock at an exercise price of $7.46 per share.

Under guidance in ASC 815-40, "Contracts in Entity's Own Stock", the down round provision contained in the warrants issued in connection with the Equity Financing requires derivative liability accounting treatment for the warrants. At December 31, 2013 and 2012, the fair value of the warrants were $0.8 million and $0.3 million, respectively. The fair value was calculated using the Monte Carlo simulation valuation model.

As discussed in Note 5 of the consolidated financial statements, on June 28, 2012, the Company issued 702,267 shares of common stock pursuant to the acquisition of Banks.com. The Company recorded the fair value of the common stock at $3.40 per share based on the closing price of Remark Media's common stock on the effective date of the acquisition.

On April 2, 2012, the Company issued 32,405 common shares in connection with the cashless exercise of the warrants to purchase 65,359 common shares issued in 2011 in connection with the debt agreement entered into with Theorem Capital, which expired in March 2012.

At December 31, 2013, the Company had additional outstanding warrants to acquire 30,000 shares of common stock which had exercise prices ranging from $35.00 to $98.90 and which will expire through 2017.

Stock-Based Compensation

Remark Media has authorized 800,000 shares under the 2006 Equity Incentive Plan adopted April 13, 2006 (the “2006 Plan”), and an additional 525,000 shares authorized under the 2010 Equity Incentive Plan adopted June 15, 2010, and modified on December 30, 2011 (the “2010 Plan”), for grants as part of long-term incentive plans to attract, retain and motivate its eligible executives, employees, officers, directors and consultants. Options to purchase common stock under the 2006 and 2010 Plans have been granted to its officers and employees with an exercise price equal to the fair market value of the underlying shares on the date of grant.

The Company uses the Black-Scholes options pricing model to value its options, using the assumptions in the following table for 2013 and 2012. Expected volatilities are based on the historical volatility of its stock. The expected term of options represents the period of time that the options granted are expected to be outstanding. The Company uses the midpoint method to estimate the expected term for options granted as sufficient historical data regarding exercise of options is not available nor information readily available regarding comparable plans sufficient to use as a basis to estimate the expected term value. The risk-free rate of periods during the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant. The dividend yield is based on expected dividends to be paid over the term of the options.

	2013	2012
Expected volatility	114.39%	113.12%
Expected life in years	7.00	6.00
Dividend yield	0	0
Risk free interest rate	1.7%	1.0%

Stock-based compensation cost is measured based on the fair value of the award on the date of the grant, and is recognized as an expense over the employee’s requisite service period. Stock-based compensation expense for the years ended December 31, 2013 and 2012 was $0.6 million and $0.8 million, respectively. Unrecognized compensation expense as of December 31, 2013, relating to non-vested stock options approximated $0.6 million and is expected to be recognized through 2013. At December 31, 2013, no options have been exercised under this plan. Stock options have a maximum term of 10 years from the grant date.

A summary of stock option activity and related information as of December 31, 2013, and changes during the year then ended, is presented below:

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contract Term (years)	Aggregate Intrinsic Value
Options				
Outstanding at January 1, 2012	893,833	$ 41.80		
Granted	246,427	5.83		
Forfeited	(149,292)	20.72		
Exercised	-	-		
Total outstanding at December 31, 2012	990,968	38.61	6.1	$ -
Options exercisable at December 31, 2012	880,787	$ 42.40	6.0	$ -
Options				
Outstanding at January 1, 2013	990,968	$ 38.61		
Granted	324,601	4.24		
Forfeited	(651,697)	40.37		
Exercised	-	-		
Total outstanding at December 31, 2013	663,872	14.45	7.5	$ -
Options exercisable at December 31, 2013	443,328	$ 4.55	6.6	$ -

The fair value of options vested during the years ended December 31, 2013 and 2012, were $0.3 million and $0.2 million, respectively. The grant-date fair value of options granted during the years 2013 and 2012 was $0.1 million and $0.7 million, respectively.

As of December 31, 2013, 279,329 are available for future issuance under the Equity Incentive Plan.

A summary of the non-vested options and changes for the years ended December 31, 2013 and 2012 is as follows:

	Number of shares	Weighted average grant date fair value
Shares		
Non-vested balance at January 1, 2012	326,520	3.16
Granted	241,927	4.60
Vested	(86,676)	2.96
Forfeited	(142,500)	3.17
Non-vested balance at December 31, 2012	$ 339,271	$ 4.30
Non-vested balance at January 1, 2013	339,271	4.30
Granted	324,601	2.58
Vested	(389,274)	3.41
Forfeited	(25,000)	2.51
Non-vested balance at December 31, 2013	$ 249,598	$ 4.31

The following table summarizes information about stock options outstanding by price range as of December 31, 2013:

	Options Outstanding Weighted Average			**Options Exercisable**	
Ranges of Exercise Price	**Number Outstanding**	**Remaining Contractual Life (Years)**	**Weighted Average Average Exercise Price**	**Number of Shares**	**Weighted Average Average Exercise Price**
$32.00 - $71.00	110,177	3.62	56.44	110,177	56.44
$5.00 - $6.08	301,334	9.10	5.25	56,736	5.10
$1.25 - $3.85	252,361	7.72	3.37	247,361	3.35
	663,872	7.05	$ 13.03	414,274	$ 17.71

A summary of restricted stock activity and related information as of December 31, 2013, and changes during the year then ended is presented below:

	Number of shares	**Weighted average grant date fair value**
Shares		
Non-vested balance at January 1, 2012	-	-
Granted	16,000	5.99
Vested	(12,000)	5.99
Forfeited	(4,000)	5.99
Non-vested balance at December 31, 2012	-	$ -
Non-vested balance at January 1, 2013	-	-
Granted	303,956	3.15
Vested	(50,000)	3.10
Forfeited	-	-
Non-vested balance at December 31, 2013	253,956	$ 3.16

The total fair value of restricted stock vested during the years ended December 31, 2013 and 2012 was approximately $0.8 million and $0.4 million, respectively.

As of December 31, 2013, there was $1.1 million unrecognized compensation expense related to non-vested restricted stock that cost is expected to be recognized over a weighted average period of 3.5 years.

In the aggregate, the total compensation expense recognized in connection with restricted stock grants was $0.4 million and $0.3 million during the years ended December 31, 2013 and 2012, respectively.

15. EARNINGS PER SHARE

The following is a reconciliation of the numerators and denominators of the Company's basic and diluted earnings per share computations:

	Years Ended December 31,	
	2013	2012
Loss per share:		
Net loss	$ (6,965,358)	$ (6,038,602)
Weighted average shares outstanding	$ 7,732,748	$ 6,605,563
Net loss per share, basic and diluted	$ (0.90)	$ (0.91)
Common shares and dilutive securities:		
Weighted average shares outstanding	7,732,748	6,605,563
Dilutive securities	$ -	$ -
Total common shares and dilutive securities	$ 7,732,748	$ 6,605,563

Stock options and warrants are not included in the diluted earnings per share calculation above as they are anti-dilutive. The number of anti-dilutive weighted average shares outstanding excluded from the calculation above was 813,169 and 990,868 for the years ended December 31, 2013 and 2012, respectively.

16. RELATED PARTY TRANSACTIONS

As discussed in Note 12, the Company entered into promissory note totaling $2.5 million with a lender controlled by and in part owned by Mr. Kai-Shing Tao, the Company's Chairman and Chief Executive Officer, and Digipac converted the entire principal and accrued interest of the November 2012 Note and April 2013 Note into shares of the Company's common stock. This conversion fully extinguished the $5.8 million debt.

The related party interest expense for the promissory notes was $0.3 million and $0.06 million for the year ended December 31, 2013 and 2012, respectively.

As of December 31, 2013, Remark Media owned approximately 8.19% of the outstanding common stock of Sharecare. Jeff Arnold, a former member of the Company's Board of Directors, is the Chairman and Chief Executive Officer and a significant stockholder of Sharecare. Additionally, Discovery Communications, Inc., formerly the Company's largest stockholder, is a significant stockholder of Sharecare.

17. SUBSEQUENT EVENTS

New Convertible Promissory Note

On January 29, 2014, the Company entered into a $3.5 million Term Loan Agreement ("January 2014 Note"), at 6.67% annual interest for the first year and 8.67% for the second year, with the lender controlled by and in part owned by Mr. Kai-Shing Tao, the Company's Chairman and Chief Executive Officer, and in part owned by Mr. Douglas Osrow, the Company's Chief Financial Officer. The principal and accrued interest under the Term Loan Agreement is convertible into Common Stock of the Company at a rate of $5.03 (the "Conversion Price") - which was the stock price immediately prior to the effective date of the agreement - if all or a portion of is elected by Digipac. The Company may also convert all or a portion of the principal and accrued interest of the January 2014 Note into Common Stock at the conversion price if the weighted average price of Common Stock is equal to at least the 150% of the conversion price for at least 30 to 40 trading days immediately prior to the date of the Company's election. The January 2014 Note provides that the Company and Digipac will negotiate and enter into a registration rights agreement providing Digipac with demand and piggyback rights with respect to the shares of Common Stock underlying the January 2014 Note.

On January 15, 2014, the Company's wholly owned subsidiary, Banks.com, completed an asset acquisition of domain names www.taxextension.com, www.taxextensions.com, and www.onlinetaxextension.com - which provide web-based tax extension services - for an aggregate purchase price of $450,000.

Loan Agreement to Bombo Sports & Entertainment, LLC

On February 11, 2014, the Company and Bombo Sports & Entertainment, LLC ("BSE") entered into a Loan Agreement pursuant to which the Company loaned BSE $1 million. The outstanding principal balance of the loan bears interest at 5% per annum, with principal and interest due and payable 10 days after the delivery of the written demand to BSE. If the loan is not paid in full at the end of the 10 day period, the outstanding principal will bear interest at 12% per annum until it is paid in full. BSE may prepay all or any portion of the loan at any time without premium or penalty.

BSE's obligation under the Loan Agreement are secured by (i) a membership interest pledge agreement pursuant to which Robert S. Potter, the manager and owner of 86% membership interest in BSE, pledged to the Company all of his right, title, and interest in and to such membership interest and (ii) a pledge by BSE to the Company of all BSE's assets.

Issuance of Restricted Shares of Common Stock to Pacific Star Management, LP

On February 17, 2014, the Compensation Committee (the "Committee") of the Board of Directors of the Company awarded 275,000 shares of the Company's common stock to Pacific Star Capital Management, LP, an entity controlled by Kai-Shing Tao, the Company's Chairman of the Board and Chief Executive Officer, as compensation for providing Mr. Tao's services as the Company's Chief Executive Officer from September 2012 to December 2013. The Company will recognize an expense of $1.7 million in the first quarter ending March 31, 2014.

Modification of 2013 Stock Options

On February 17, 2014, the Committee of the Board of Directors of the Company elected to modify the vesting terms of 380,000 stock options and restricted shares from a 3-to-5 years vesting period to a 1 year vesting period. The Company will recognize any additional stock-based compensation expense as a result of this modification in the quarter ending March 31, 2014.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

Exhibit Number	Description of Document	Registrant's Form	Dated	Exhibit Number	Filed Herewith
2.1	Agreement and Plan of Merger, dated as of April 20, 2006, among HowStuffWorks, Inc., HSW International, Inc. (now known as Remark Media, Inc.), HSW International Merger Corporation and INTAC International, Inc.	S-4/A	7/10/2007	Annex A	
2.2	First Amendment to Agreement and Plan of Merger, dated January 29, 2007, among HowStuffWorks, Inc. (now known as Remark Media, Inc.), HSW International, Inc., HSW International Merger Corporation and INTAC International, Inc.	S-4/A	7/10/2007	Annex B	
2.3	Second Amendment to Agreement and Plan of Merger, dated August 23, 2007, among HowStuffWorks, Inc. (now known as Remark Media, Inc.), HSW International, Inc., HSW International Merger Corporation and INTAC International, Inc.	S-1/A	1/14/2008	2.3	
2.4	Share Purchase Agreement among INTAC International, Inc., China Trend Holdings Ltd. and Wei Zhou, dated February 15, 2008	8-K	2/20/2008	2.4	
2.5*	Agreement and Plan of Merger dated as of November 26, 2008, by and among HSW International, Inc. (now known as Remark Media, Inc.), DS Newco, Inc., DailyStrength, Inc. and Douglas J. Hirsch	8-K	12/3/2008	10.25	
2.6 (1)	Asset Purchase Agreement by and among HSW International, Inc. (now known as Remark Media, Inc.), DailyStrength, Inc., DS Acquisition, Inc. and Sharecare, Inc., dated as of October 30, 2009	10-Q	11/16/2009	10.28	
2.7 (1)	Agreement and Plan of Merger among Remark Media, Inc. Remark Florida, Inc. and Banks.com, Inc. dated February 26, 2012	8-K	2/28/2012	2.1	
2.8	Amendment No. 1 to Agreement and Plan of Merger among Remark Media, Inc., Remark Florida, Inc. and Banks.com, Inc. dated June 5, 2012	8-K	6/6/2012	2.1	
3.1	Second Restated Certificate of Incorporation of Remark Media, Inc.	10-K	3/23/2012	3.1	

3.2	Second Amended and Restated Bylaws of HSW International, Inc. (now known as Remark Media, Inc.)	8-K	12/18/2007	3.2
4.1	Specimen certificate of common stock of Remark Media, Inc.	10-K	3/23/2012	4.1
4.2	HSW International 2006 Equity Incentive Plan	S-8	11/5/2007	4.2
4.3	HSW International, Inc. 2010 Equity Plan	8-K	6/21/2010	10.34
4.4	Registration Rights Agreement among HSW International, Inc. (now known as Remark Media, Inc.) , HowStuffWorks, Inc. and Wei Zhou dated as of October 2, 2007	8-K	10/9/2007	10.6
4.5	Registration Rights Agreement among HSW International, Inc. (now known as Remark Media, Inc.) and American investors dated as of October 2, 2007	8-K	10/9/2007	10.5
4.6***	Affiliate Registration Rights Agreement dated as of October 2, 2007	8-K	10/9/2007	10.7
4.7	Common Stock Purchase Warrant dated March 4, 2011 issued to Theorem Capital LLC	8-K	3/10/2011	4.6
4.8	Form of Warrant to Purchase Common Stock dated February 27, 2012 issued to investors	8-K	2/28/2012	4.1
4.9	Warrant to Purchase Common Stock dated February 27, 2012 issued to Janney Montgomery Scott LLC	8-K	2/28/2012	4.2
4.1	Registration Agreement dated February 27, 2012, among Remark Media, Inc. and the investors named therein	8-K	2/28/2012	10.2
10.1	Amended and Restated Stockholders Agreement, dated as of January 29, 2007, among HowStuffWorks, Inc., HSW International, Inc. (now known as Remark Media, Inc.) and Wei Zhou	S-4/A	7/10/2007	Annex H
10.2	First Amendment to Amended and Restated Stockholders Agreement, dated as of December 17, 2007, among HowStuffWorks, Inc., HSW International and (now known as Remark Media, Inc.) Wei Zhou	S-1/A	1/14/2008	10.2

10.3	Contribution Agreement (PRC Territories) between HowStuffWorks, Inc. and HSW International, Inc. (now known as Remark Media, Inc.), dated as of October 2, 2007	8-K	10/9/2007	10.2
10.4	Contribution Agreement (Brazil) between HowStuffWorks, Inc. and HSW International, Inc. (now known as Remark Media, Inc.) dated as of October 2, 2007	8-K	10/9/2007	10.1
10.5	Update Agreement between HowStuffWorks, Inc. and HSW International, Inc. (now known as Remark Media, Inc.) dated as of October 2, 2007	8-K	10/9/2007	10.4
10.6	Stock Purchase Agreement dated as of January 29, 2007 between HSW International, Inc. (now known as Remark Media, Inc.) and Ashford Capital	S-4/A	7/10/2007	Annex I-c
10.7	First Amendment to Stock Purchase Agreement dated as of August 23, 2007 between HSW International, Inc. (now known as Remark Media, Inc.) and Ashford Capital	S-1/A	1/14/2008	10.11
10.8	Stock Purchase Agreement dated April 20, 2006 between HSW International (now known as Remark Media, Inc.) and Harvest 2004, LLC	S-4/A	7/10/2007	Annex K
10.9	First Amendment to Stock Purchase Agreement dated as of August 23, 2007 between HSW International (now known as Remark Media, Inc.) and Harvest 2004, LLC	S-4/A	7/10/2007	Annex L
10.10	Stock Purchase Agreement dated as of January 29, 2007 between HSW International, Inc. (now known as Remark Media, Inc.) and the Purchasers named therein	S-4/A	7/10/2007	Annex I-c
10.11	First Amendment to Stock Purchase Agreement dated as of August 23, 2007 between HSW International, Inc. (now known as Remark Media, Inc.) and the purchasers named therein	S-1/A	1/14/2008	10.11
10.12	Stock Purchase Agreement dated April 20, 2006 between HSW International, Inc. (now known as Remark Media, Inc.) and DWS Finanz-Service GmbH	S-4/A	7/10/2007	Annex K
10.13	First Amendment to Stock Purchase Agreement dated January 29, 2007 between HSW International, Inc. (now known as Remark Media, Inc.) and DWS Finanz-Service GmbH	S-4/A	7/10/2007	Annex L

10.14***	Amended and Restated Consulting Agreement dated August 23, 2006 between HSW International, Inc. (now known as Remark Media, Inc.) and Jeffrey T. Arnold	S-4	3/14/2007	10.11
10.14.1***	Amendment No. 1 to the Amended and Restated Consulting Agreement dated August 23, 2006 between HSW International, Inc. (now known as Remark Media, Inc.) and Jeffrey T. Arnold	8-K	9/23/2008	10.14
10.15	Amended and Restated Letter Agreement between HowStuffWorks, Inc. and HSW International, Inc. (now known as Remark Media, Inc.) related to certain rights in India and Russia dated as of December 17, 2007	S-1/A	1/14/2008	10.15
10.16	Amended and Restated Letter Agreement between HowStuffWorks, Inc. and HSW International, Inc. (now known as Remark Media, Inc.) related to certain trademark rights dated as of December 17, 2007	S-1/A	1/14/2008	10.16
10.17***	Employment Agreement dated October 16, 2001 between INTAC International, Inc. and Wei Zhou (filed by INTAC International, Inc., Commission File No 000-32621)	8-K	10/30/2001	10.5
10.18	Share Purchase Agreement, dated January 29, 2007, among INTAC International, Inc., INTAC International Holdings Limited, INTAC (Tianjin) International Trading Company, Cyber Proof Investments Ltd. and Wei Zhou	S-4/A	7/10/2007	Annex R
10.19	First Amendment to Share Purchase Agreement dated as of August 23, 2007 among INTAC International, Inc., INTAC International Holdings Limited, INTAC (Tianjin) International Trading Company, Cyber Proof Investments Ltd. and Wei Zhou	S-1/A	1/14/2008	10.19
10.20	Termination Agreement by and between HSW International, Inc. (now known as Remark Media, Inc.) and HowStuffWorks, Inc., dated as of December 17, 2007	S-1/A	1/14/2008	10.2
10.21	Stock Purchase Agreement between HSW International, Inc. (now known as Remark Media, Inc.) and the investors named therein, dated February 15, 2008	8-K	2/20/2008	10.21
10.22***	Separation Agreement with J. David Darnell dated May 13, 2008	10-Q	5/15/2008	10.22
10.23* ***	2008 Executive Compensation Plan	8-K/A	1/16/2009	10.23

10.24*	Content License Agreement dated September 17, 2008 between HSW International, Inc. (now known as Remark Media, Inc.) and World Book, Inc. and Amendment	10-Q	11/14/2008	10.24
10.25	Form of Director and Officer Indemnification Agreement	8-K	1/16/2009	10.1
10.26***	Letter Agreement by and between HSW International, Inc. (now known as Remark Media, Inc.) and Gregory Swayne dated September 28, 2009	10-Q	11/16/2009	10.26
10.27***	Confidential Separation and Release Agreement dated as of September 28, 2009, by and between HSW International, Inc. (now known as Remark Media, Inc.) and Henry Adorno	10-Q	11/16/2009	10.27
10.29	Subscription Agreement by and between HSW International, Inc. (now known as Remark Media, Inc.) and Sharecare, Inc., dated as of October 30, 2009	10-Q	11/16/2009	10.29
10.30	Secured Promissory Note issued by HSW International, Inc. (now known as Remark Media, Inc.) to Sharecare, Inc., dated as of October 30, 2009	10-Q	11/16/2009	10.3
10.31*	Letter Agreement for Services Agreement by and between HSW International, Inc. (now known as Remark Media, Inc.) and Sharecare, Inc., dated as of October 30, 2009	10-Q/A	1/22/2010	10.31
10.31.1	First Amendment to the Letter Agreement for Services by and between Sharecare, Inc. and HSW International, Inc. (now known as Remark Media, Inc.) dated December 30, 2009	8-K	1/7/2010	10.31.1
10.31.2	Second Amendment to the Letter Agreement for Services by and between Sharecare Inc (now known as Remark Media, Inc.) and HSW International, Inc. dated June 30, 2010	10-Q	8/12/2010	10.35
10.32	License Agreement dated as of October 30, 2009, by and among HSW International, Inc. (now known as Remark Media, Inc.), Sharecare Inc. ZoCo 1, LLC, Discovery SC Investment, Inc., Oz Works, L.L.C., and Arnold Media Group, LLC	10-Q/A	1/22/2010	10.31

10.33	Sublease Agreement by and between HSW International, Inc. (now known as Remark Media, Inc.) and Sharecare, Inc. dated as of March 30, 2010	8-K	4/5/2010	10.33
10.34***	Letter Agreement by and between HSW International, Inc. (now known as Remark Media, Inc.) and Eric Orme	10-Q	5/14/2010	10.34
10.39*	Option to Purchase Shares of Common Stock between HSW International Inc. (now known as Remark Media, Inc.) and Sharecare Inc. dated November 17, 2010	10-K	3/29/2011	10.39
10.4	Services Agreement effective as of April 19, 2010, between HSW International, Inc. (now known as Remark Media, Inc.) and Discovery Communications, LLC.	10-K	3/29/2011	10.4
10.41***	Letter Agreement between HSW International, Inc. (now known as Remark Media, Inc.) and Carrie Ferman	10-K	3/23/2012	10.41
10.42***	Separation and Release Agreement and Independent Contractor Agreement dated February 14, 2012 between Remark Media, Inc. and Gregory M. Swayne	10-K	3/23/2012	10.42
10.43***	Separation and Release Agreement and Independent Contractor Agreement dated February 14, 2012 between Remark Media, Inc. and Shawn G. Meredith	10-K	3/23/2012	10.43
10.44(1)	Purchase Agreement dated February 27, 2012, among Remark Media, Inc. and the investors named therein	8-K	2/28/2012	10.1
10.45	Amended and Restated Promissory Note in the principal amount of $125,000 Kimberly and Daniel O'Donnell dated June 28, 2012	8-K	6/29/2012	10.1
10.46*	First Amendment to Letter Agreement for Employment between remark Media, Inc. and Carrie B. Ferman dated effective October 1, 2012	10-Q/A	11/27/2012	10.2
10.47*	Senior Secured Convertible Promissory Note dated November 23, 2012	8-K	11/23/2012	10.1
10.48	Security Agreement between Remark Media, Inc. and Digipac, LLC dated November 23, 2012	8-K	11/23/2012	10. 2
10.49	Sublease Agreement between Holland & Knight and Remark Media, Inc. dated February 28, 2013	8-K	3/6/2013	10.1

10.5	Membership Interest Purchase Agreement between Remark Media, Inc., Pop Factory LLC, Howard Sonnenschein and Gail Sonnenschein dated March 29, 2013	8-K	4/4/2013	2.1	
10.51	Senior Secured Convertible Promissory Note dated March 28, 2013	8-K	4/4/2013	10.1	
10.52	Amendment Number One to Security Agreement between remark Media, Inc. and Digipac, LLC dated March 28, 2013	8-K	4/4/2013	10.2	
10.53*	Services Agreement between Remark Media, Inc. and TheStreet, Inc. effective November 15, 2012	10-Q/A	3/25/2013	10.1	
10.54	Senior Secured Convertible	8-K	11/17/2013	10.1	
10.55	Amendment Number Two Security Agreement between Remark Media, Inc. and Digipac, LLC dated November 13, 2013	8-K	11/17/2013	10.2	
10.56	Confidential Agreement and Release Agreement between Remark Media, Inc. and Bradley Zimmer dated January 17, 2014	8-K	1/24/2014	10.1	
10.57	Senior Secured Convertible Promissory Note dated January 29, 2014	8-K	2/4/2014	4.1	
10.58	Amendment Number Three to Security Agreement between Remark Media, Inc. and Digipac, LLC dated 1/24/2014	8-K	2/4/2014	10.1	
10.59	Loan Agreement dated February 11, 2014 by Remark Media, Inc. and Bombo, Sports & Entertainment, LLC	8-K	2/18/2014	10.1	
21.1	Subsidiaries	10-K	3/23/2012	21.1	
23.1	Consent of Cherry Bekaert LLP				X
31.1	Certification by the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				X
31.2	Certification by the Principal Financial Officer pursuant Section 302 of the Sarbanes-Oxley Act of 2002				X

32.1	Certification by the Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X
32.2	Certification by the Principal Financial Officer pursuant Section 906 of the Sarbanes-Oxley Act of 2002	X
101.INS**	XBRL Instance Document	X
101.SCH**	XBRL Taxonomy Extension Schema	X
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase	X
101.CAL**	XBRL Taxonomy Definition Linkbase	X
101.LAB**	XBRL Taxonomy Extension Label Linkbase	X
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase	X

(1) Schedules and exhibits have been omitted from the exhibits. A list of omitted schedules and exhibits is set forth immediately following the table of contents of the exhibit. Copies will be provided to the Commission upon request.
* The registrant has requested confidential treatment with respect to certain portions of this exhibit. Such portions have been omitted from this exhibit and have been filed separately with the United States Securities and Exchange Commission.
** No changes made to XBRL data. Previously submitted with Registrant's Report on Form 10-K filed March 31, 2014.
***Executive Compensation Arrangement pursuant to 601(b)(10)(iii)(A) of Regulation S-K.

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.

Date: 4/7/2014	**Remark Media, Inc.**		
	By:	/s/ ***Douglas Osrow***	
		Name:	**Douglas Osrow**
		Title:	**Chief Financial Officer** (Principal Accounting Officer and Principal Financial Officer)

EXHIBIT INDEX

Exhibit Number	Description of Document	Registrant's Form	Dated	Exhibit Number	Filed Herewith
2.1	Agreement and Plan of Merger, dated as of April 20, 2006, among HowStuffWorks, Inc., HSW International, Inc. (now known as Remark Media, Inc.), HSW International Merger Corporation and INTAC International, Inc.	S-4/A	7/10/2007	Annex A	
2.2	First Amendment to Agreement and Plan of Merger, dated January 29, 2007, among HowStuffWorks, Inc. (now known as Remark Media, Inc.), HSW International, Inc., HSW International Merger Corporation and INTAC International, Inc.	S-4/A	7/10/2007	Annex B	
2.3	Second Amendment to Agreement and Plan of Merger, dated August 23, 2007, among HowStuffWorks, Inc. (now known as Remark Media, Inc.), HSW International, Inc., HSW International Merger Corporation and INTAC International, Inc.	S-1/A	1/14/2008	2.3	
2.4	Share Purchase Agreement among INTAC International, Inc., China Trend Holdings Ltd. and Wei Zhou, dated February 15, 2008	8-K	2/20/2008	2.4	
2.5*	Agreement and Plan of Merger dated as of November 26, 2008, by and among HSW International, Inc. (now known as Remark Media, Inc.), DS Newco, Inc., DailyStrength, Inc. and Douglas J. Hirsch	8-K	12/3/2008	10.25	
2.6 (1)	Asset Purchase Agreement by and among HSW International, Inc. (now known as Remark Media, Inc.), DailyStrength, Inc., DS Acquisition, Inc. and Sharecare, Inc., dated as of October 30, 2009	10-Q	11/16/2009	10.28	
2.7 (1)	Agreement and Plan of Merger among Remark Media, Inc. Remark Florida, Inc. and Banks.com, Inc. dated February 26, 2012	8-K	2/28/2012	2.1	
2.8	Amendment No. 1 to Agreement and Plan of Merger among Remark Media, Inc., Remark Florida, Inc. and Banks.com, Inc. dated June 5, 2012	8-K	6/6/2012	2.1	
3.1	Second Restated Certificate of Incorporation of Remark Media, Inc.	10-K	3/23/2012	3.1	

3.2	Second Amended and Restated Bylaws of HSW International, Inc. (now known as Remark Media, Inc.)	8-K	12/18/2007	3.2
4.1	Specimen certificate of common stock of Remark Media, Inc.	10-K	3/23/2012	4.1
4.2	HSW International 2006 Equity Incentive Plan	S-8	11/5/2007	4.2
4.3	HSW International, Inc. 2010 Equity Plan	8-K	6/21/2010	10.34
4.4	Registration Rights Agreement among HSW International, Inc. (now known as Remark Media, Inc.) , HowStuffWorks, Inc. and Wei Zhou dated as of October 2, 2007	8-K	10/9/2007	10.6
4.5	Registration Rights Agreement among HSW International, Inc. (now known as Remark Media, Inc.) and American investors dated as of October 2, 2007	8-K	10/9/2007	10.5
4.6***	Affiliate Registration Rights Agreement dated as of October 2, 2007	8-K	10/9/2007	10.7
4.7	Common Stock Purchase Warrant dated March 4, 2011 issued to Theorem Capital LLC	8-K	3/10/2011	4.6
4.8	Form of Warrant to Purchase Common Stock dated February 27, 2012 issued to investors	8-K	2/28/2012	4.1
4.9	Warrant to Purchase Common Stock dated February 27, 2012 issued to Janney Montgomery Scott LLC	8-K	2/28/2012	4.2
4.1	Registration Agreement dated February 27, 2012, among Remark Media, Inc. and the investors named therein	8-K	2/28/2012	10.2
10.1	Amended and Restated Stockholders Agreement, dated as of January 29, 2007, among HowStuffWorks, Inc., HSW International, Inc. (now known as Remark Media, Inc.) and Wei Zhou	S-4/A	7/10/2007	Annex H
10.2	First Amendment to Amended and Restated Stockholders Agreement, dated as of December 17, 2007, among HowStuffWorks, Inc., HSW International and (now known as Remark Media, Inc.) Wei Zhou	S-1/A	1/14/2008	10.2

10.3	Contribution Agreement (PRC Territories) between HowStuffWorks, Inc. and HSW International, Inc. (now known as Remark Media, Inc.), dated as of October 2, 2007	8-K	10/9/2007	10.2
10.4	Contribution Agreement (Brazil) between HowStuffWorks, Inc. and HSW International, Inc. (now known as Remark Media, Inc.) dated as of October 2, 2007	8-K	10/9/2007	10.1
10.5	Update Agreement between HowStuffWorks, Inc. and HSW International, Inc. (now known as Remark Media, Inc.) dated as of October 2, 2007	8-K	10/9/2007	10.4
10.6	Stock Purchase Agreement dated as of January 29, 2007 between HSW International, Inc. (now known as Remark Media, Inc.) and Ashford Capital	S-4/A	7/10/2007	Annex I-c
10.7	First Amendment to Stock Purchase Agreement dated as of August 23, 2007 between HSW International, Inc. (now known as Remark Media, Inc.) and Ashford Capital	S-1/A	1/14/2008	10.11
10.8	Stock Purchase Agreement dated April 20, 2006 between HSW International (now known as Remark Media, Inc.) and Harvest 2004, LLC	S-4/A	7/10/2007	Annex K
10.9	First Amendment to Stock Purchase Agreement dated as of August 23, 2007 between HSW International (now known as Remark Media, Inc.) and Harvest 2004, LLC	S-4/A	7/10/2007	Annex L
10.10	Stock Purchase Agreement dated as of January 29, 2007 between HSW International, Inc. (now known as Remark Media, Inc.) and the Purchasers named therein	S-4/A	7/10/2007	Annex I-c
10.11	First Amendment to Stock Purchase Agreement dated as of August 23, 2007 between HSW International, Inc. (now known as Remark Media, Inc.) and the purchasers named therein	S-1/A	1/14/2008	10.11
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31.2	Certification by the Principal Financial Officer pursuant Section 302 of the Sarbanes-Oxley Act of 2002				X

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* The registrant has requested confidential treatment with respect to certain portions of this exhibit. Such portions have been omitted from this exhibit and have been filed separately with the United States Securities and Exchange Commission.
** No changes made to XBRL data. Previously submitted with Registrant’s Report on Form 10-K filed March 31, 2014.
***Executive Compensation Arrangement pursuant to 601(b)(10)(iii)(A) of Regulation S-K.

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in its Registration Statement (Form S-8 Nos. 333-147149 and 333-168800, and Form S-3 No. 333-180290) of Remark Media, Inc. of our report dated March 31, 2014 related to the consolidated financial statements as of December 31, 2013 and 2012, and for the years then ended, included in this Annual Report on Form 10-K/A.

/s/ Cherry Bekaert LLP
Atlanta, GA
April 4, 2014

Exhibit 31.1

CERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Kai-Shing Tao, certify that:

1 I have reviewed this annual report on Form 10-K/A of Remark Media, Inc. for the year ended December 31, 2013;

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 The registrant's other certifying officer and I are 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 The registrant's other certifying officer and I have disclosed, based on our 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 7, 2014

/s/ *Kai-Shing Tao*
Kai-Shing Tao
Chief Executive Officer and Chairman (Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF THE PRINCIPAL FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Douglas Osrow, certify that:

1 I have reviewed this annual report on Form 10-K/A of Remark Media, Inc. for the year ended December 31, 2013;

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 The registrant's other certifying officer and I are 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 The registrant's other certifying officer and I have disclosed, based on our 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 7, 2014

/s/ *Douglas Osrow*

Douglas Osrow
Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)

Exhibit 32.1

CERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the annual report of Remark Media, Inc., (the "Company") on Form 10-K/A for the year ended December 31, 2013, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Kai-Shing Tao, Principal Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

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 7, 2014

By: */s/ Kai-Shing Tao*
Kai-Shing Tao
Chief Executive Officer and Chairman
(Principal Executive Officer)

Exhibit 32.2

CERTIFICATION OF THE PRINCIPAL FINANCIAL OFFICER
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the annual report of Remark Media, Inc., (the "Company") on Form 10-K/A for the year ended December 31, 2013, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Douglas Osrow, Principal Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

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 7, 2014

By: */s/ Douglas Osrow*
Douglas Osrow
Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)