

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>Osrow Douglas</u>  (Last) (First) (Middle) <u>C/O REMARK MEDIA, INC.</u> <u>3930 HOWARD HUGHES PARKWAY, SUITE 400</u>  (Street) <u>LAS VEGAS NV 89169</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Remark Media, Inc. [ MARK ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/30/2013</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/30/2013		A		50,000	A	\$0	50,000	D <sup>(1)</sup>	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock option (right to buy)	\$5	10/30/2013		A		50,000		(2)	10/30/2023	Common Stock	50,000	\$0	50,000	D	
Stock option (right to buy)	\$6.3	02/17/2014		A		75,000		(3)	02/17/2024 <sup>(3)</sup>	Common Stock	75,000	\$0	75,000	D	

**Explanation of Responses:**

- 1/4 of these shares vested on January 30, 2014 and 1/4 of these shares will vest on each of April 30, 2014, July 30, 2014 and October 30, 2014.
- 1/4 of these options vested on January 30, 2014 and 1/4 of these options will vest on each of April 30, 2014, July 30, 2014 and October 30, 2014.
- These options are granted under the 2014 Incentive Plan (the "Plan"). If the Plan is not approved by stockholders, the options will be terminated in accordance with their terms. If the Plan is approved by stockholders, 1/4 of the options will be deemed to vest on each of March 31, 2014, June 30, 2014, September 30, 2014 and December 31, 2014.

/s/ Douglas Osrow 04/29/2014  
 \*\* Signature of Reporting Person Date

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

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

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.