

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

<b>OMB APPROVAL</b>	
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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>Tao Kai-Shing</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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2014</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 <sup>(1)</sup>	12/31/2014		F		11,378 <sup>(1)</sup>	D	\$4.49	144,749	D			
Common Stock								3,556,672	I	By Digipac, LLC <sup>(2)</sup>		
Common Stock								21,821	I	By Pacific Star HSW LLC <sup>(3)</sup>		
Common Stock								275,000	I	By Pacific Star Capital Management LP <sup>(4)</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		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- These shares were withheld to pay federal and state tax withholding obligations resulting from the vesting of restricted stock on December 31, 2014. The reporting person did not sell or otherwise dispose of any of the shares reported on this Form 4 for any reason other than to cover required taxes.
- Mr. Tao is the manager and a member of Digipac, LLC. As a result, Mr. Tao may be deemed to beneficially own the securities held by Digipac, LLC. Mr. Tao disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.
- Mr. Tao controls Pacific Star HSW LLC. As a result, Mr. Tao may be deemed to beneficially own the securities held by Pacific Star HSW LLC. Mr. Tao disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.
- Mr. Tao is the owner of Pacific Star Capital Management LP. As a result, Mr. Tao may be deemed to beneficially own the securities held by Pacific Star Capital Management LP.

/s/ Kai-Shing Tao 02/17/2015  
 \*\* 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.

