

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>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) <input type="checkbox"/> Other (specify below) <p style="text-align: center;">Chairman and CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/23/2015</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	09/23/2015		C		760,736 ⁽¹⁾	A	\$3.75	4,317,408	I	By: Digipac, LLC ⁽²⁾
Common Stock	09/23/2015		C		928,906 ⁽³⁾	A	\$4.23 ⁽⁴⁾	5,246,314	I	By: Digipac, LLC ⁽²⁾
Common Stock								144,749	D	
Common Stock								21,821	I	By: Pacific Star HSW LLC ⁽⁵⁾
Common Stock								275,000	I	By: Pacific Star Capital Management, LP ⁽⁶⁾

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
\$2,500,000 Senior Secured Convertible Promissory Note	\$3.75	09/23/2015		C			\$2,500,000	11/13/2013	11/13/2015	Common Stock	760,736 ⁽¹⁾	\$0	0	I	By: Digipac, LLC ⁽²⁾
\$3,500,000 Senior Secured Convertible Promissory Note	\$4.23 ⁽⁴⁾	09/23/2015		C			\$3,500,000	01/29/2014	01/29/2016	Common Stock	928,906 ⁽³⁾	\$0	0	I	By: Digipac, LLC ⁽²⁾

Explanation of Responses:

- Reflects the conversion of \$2,500,000 in principal and \$352,758 in accrued and unpaid interest outstanding under the \$2,500,000 Senior Secured Convertible Promissory Note as of September 23, 2015.
- Mr. Tao is the manager and a member of Digipac, LLC ("Digipac"). As a result, Mr. Tao may be deemed to beneficially own the securities held by Digipac. Mr. Tao disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.
- Reflects the conversion of \$3,500,000 in principal and \$429,270 in accrued and unpaid interest outstanding under the \$3,500,000 Senior Secured Convertible Promissory Note as of September 23, 2015.
- The \$3,500,000 Senior Secured Convertible Promissory Note was amended effective September 23, 2015 to provide for the automatic conversion of the unpaid principal and accrued and unpaid interest under the note into shares of common stock at a conversion price of \$4.23 per share, the closing price of the common stock on the preceding trading day.
- Mr. Tao is the control person of Pacific Star HSW LLC ("Pacific Star HSW"). As a result, Mr. Tao may be deemed to beneficially own the securities held by Pacific Star HSW. Mr. Tao disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.
- Mr. Tao is the Chief Investment Officer and sole owner of Pacific Star Capital Management, LP ("Pacific Star Capital"). As a result, Mr. Tao may be deemed to beneficially own the securities held by Pacific Star Capital.

/s/ Kai-Shing Tao

09/25/2015

** 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.