

Sifen Michael D.
Form 4
May 22, 2013

FORM 4

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

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sifen Michael D.

2. Issuer Name and Ticker or Trading Symbol
ARI NETWORK SERVICES INC
/WI [ARI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
500 CENTRAL DRIVE, SUITE 106
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2013

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

VIRGINIA BEACH, VA 23454

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/15/2013 | | P | | 200,000 | A | \$ 1.5 |
| Common Stock | | | | | 640,000 | I | |
| | | | | | 498,461 | D | |

Michael D. Sifen, Inc. ⁽¹⁾

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

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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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Warrants | \$ 2 | 03/15/2013 | | P | 66,667 | 03/12/2013 03/15/2018 | 66,667 | 66,667 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Sifen Michael D. 500 CENTRAL DRIVE, SUITE 106 VIRGINIA BEACH, VA 23454 | | X | | |

Signatures

Michael D.
Sifen 05/20/2013

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Michael D. Sifen, Inc. acquired 200,000 shares of the Issuer on March 15, 2013. Michael D. Sifen is the sole shareholder and President of Michael D. Sifen, Inc. and possesses the power to vote and the power to direct the disposition of all shares of common stock of the Issuer held by Michael D. Sifen, Inc. As a result of the foregoing, pursuant to Section 240.13d-3 of the regulations promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended (the "Regulations"), Michael D. Sifen may be deemed to be the beneficial owner of such shares of common stock of the Issuer held by Michael D. Sifen, Inc.
- (2) Michael D. Sifen, Inc. acquired warrants to purchase shares of common stock of the Issuer on March 15, 2013. The warrants were issued to Michael D. Sifen, Inc. in connection with its purchase of common stock of the Issuer on March 15, 2013.
- (3) Michael D. Sifen is the sole shareholder and President of Michael D. Sifen, Inc. and possesses the power to vote and the power to direct the disposition of all securities of the Issuer held by Michael D. Sifen, Inc. As a result of the foregoing, pursuant to Section 240.13d-3 of the Regulations, Michael D. Sifen may be deemed to be the beneficial owner of the warrants held by Michael D. Sifen, Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.