

CrowdGather, Inc.
Form 4
July 18, 2013

FORM 4

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

OMB APPROVAL

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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 *
Lee Peter

(Last) (First) (Middle)

EVELYN TOWER, 14TH FL.,
FLAT E, 38 CLOUDVIEW ROAD

(Street)

NORTH POINT, K3 00000

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CrowdGather, Inc. [CRWG]

3. Date of Earliest Transaction
(Month/Day/Year)
07/16/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 1,003,000 | D | |
| Common Stock | | | | | 194,738 | I | Held in Reporting Person's personal holding company |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Underlying Security (Instr. 3 and 4) | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Series B Preferred Stock ⁽¹⁾ | <u>(3)</u> | 07/16/2013 | | A | 150,000 | <u>(2)</u> | <u>(2)</u> | Common Stock ⁽³⁾ |
| Common Stock Warrants (Right to Buy) | \$ 0.08 | 07/16/2013 | | A | 1,500,000 | 07/16/2013 | 07/16/2018 | Common Stock |
| Common Stock Warrants (Right to Buy) | \$ 0.08 | | | | | 08/02/2013 ⁽⁴⁾⁽⁵⁾ | 04/08/2018 | Common Stock |
| Common Stock Warrants (Right to Buy) (Common Stock) | \$ 0.95 | | | | | 10/22/2010 | 10/22/2013 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Lee Peter EVELYN TOWER, 14TH FL., FLAT E 38 CLOUDVIEW ROAD NORTH POINT, K3 00000 | | X | | |

Signatures

/s/ Peter Lee

07/17/2013

**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) The Series B Convertible Preferred Stock ("Series B Shares") are convertible in accordance with the Issuer's Certificate of Designation, which is included as exhibit 3.1 in the Issuer's Form 8-K filed on April 9, 2013.
- (2) The Series B Shares are convertible at any time after the issuance of such shares at the holder's election and do not have an expiration date.
- (3) The Series B Shares are convertible on a 20-for-1 basis into the number of shares of Common Stock as shown in column 7.
- (4) The Common Stock Warrants are subject to vesting such that the Warrants vest upon the Reporting Person's purchase of an additional 300,000 Series B Shares on or before August 2, 2013.

The Common Stock Warrants contain a limitation on exercise which prevents the Reporting Person from exercising any Warrants if, after giving effect to the exercise, the Reporting Person would beneficially own more than 4.99% of the outstanding shares of Common Stock. The Reporting Person may elect to increase this limitation to 9.99%, upon not less than 61 days prior written notice to the Company.
- (6) Pursuant to a Securities Purchase Agreement dated April 8, 2013, between the Reporting Person and the Issuer, the Reporting Person acquired 150,000 shares of Series B Preferred Stock and warrants to purchase an aggregate 1,500,000 shares of the Issuer's common stock at an exercise price of \$0.08 per share in exchange for \$150,000.

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.