

PayMeOn, Inc.
Form 4
March 06, 2017

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 *
CESPEDES EDWARD A

(Last) (First) (Middle)
5961 NE 18TH TERRACE
(Street)

FORT LAUDERDALE, FL 33308

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PayMeOn, Inc. [PAYM]

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Indirect Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/21/2017		J ⁽¹⁾		11,250,000	A	\$ 0.5 ⁽¹⁾	14,074,142	I	See Footnote ⁽²⁾
Common Stock	02/21/2017		P		1,000	A	\$ 0.405	14,075,142	D	
Common Stock	02/21/2017		P		200	A	\$ 0.395	14,075,342	D	
Common Stock	02/21/2017		P		200	A	\$ 0.395	14,075,542	D	
Common Stock	02/21/2017		P		2,750	A	\$ 0.5	14,078,292	D	

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Common Stock	02/23/2017	P	500	A	\$ 0.0475	14,078,792	D
Common Stock	02/23/2017	P	100	A	\$ 0.57	14,078,892	D
Common Stock	02/23/2017	P	100	A	\$ 0.558	14,078,992	D

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

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(9-02)

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. Price of Derivative Security (Instr. 5)	9. Nu
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CESPEDES EDWARD A 5961 NE 18TH TERRACE FORT LAUDERDALE, FL 33308	X	X	Chief Executive Officer	

Signatures

/s/ Edward A. Cespedes 02/21/2017

**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).
Reflects the closing price of Issuer's common stock on February 21, 2017. On February 21, 2017, the Issuer completed a membership interest purchase agreement with Rockstar Acquisitions, LLC, which leverages its licensed intellectual property, technology and processes to produce Basalt Fiber Reinforced Polymer products that are used as replacements for steel products that reinforce concrete such as rebar, in exchange for 95,500,000 shares of its common stock.
- (1)
- (2) Securities held by EAC Management, LLC ("EAC Management"). Edward A. Cespedes is the sole owner and manager of EAC Management.

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.