

ACCELERIZE NEW MEDIA INC

Form SC 13G/A

February 12, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Accelerize New Media, Inc.

(Name of Issuer)

Common Stock, \$.001 par value per share

(Title of Class of Securities)

00430M101

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 00430M101 13G Page 2 of 5 Pages

NAMES OF REPORTING
PERSONS

1 Damon Stein

2 CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP
(SEE INSTRUCTIONS)

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

United States

SOLE VOTING POWER

5

4,200,000(1)

NUMBER OF

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0

EACH SOLE DISPOSITIVE POWER

REPORTING 7
PERSON 4,200,000(1)

SHARED DISPOSITIVE POWER

WITH: 8
0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

9
4,200,000(1)

CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(9) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

10
PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW 9

11
6.9%

12
TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

IN

(1) Includes (i) 1,750,000 shares of Common Stock held by the Reporting Person, (ii) 2,225,000 shares of Common Stock that are issuable upon the exercise of outstanding options within 60 days of December 31, 2013 and (iii) 225,000 shares of Common Stock that are issuable upon the exercise of outstanding warrants.

Item 1(a). Name of Issuer

Accelerize New Media, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

2244 West Coast Highway, Suite 250, Newport Beach, California 92663

Item 2(a). Name of Person Filing:

Damon Stein

Item 2(b). Address of Principal Business Office or, if None, Residence:

c/o Accelerize New Media, Inc., 2244 West Coast Highway, Suite 250, Newport Beach, California 92663

Item 2(c). Citizenship:

United States

Item 2(d). Title of Class of Securities:

Common Stock, \$.001 par value per share

Item 2(e). CUSIP Number:

00430M101

If this statement is filed pursuant to §§ 240.13d-

Item 3.

1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance Company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment Company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An Investment Adviser in accordance with §240.13d-1(b)(1)(ii)(E);

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- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person, in accordance with §240.13d-1(b)(1)(ii)(G);
 - (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
-

- (j) A non-U.S. Institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K).

Item 4. Ownership.

Amount beneficially owned: 4,200,000 shares of Common Stock
(a) (Consisting of (i) 1,750,000 shares of Common Stock held by the Reporting Person, (ii) 2,225,000 shares of Common Stock that are issuable upon the exercise of outstanding options within 60 days of December 31, 2013 and (iii) 225,000 shares of Common Stock that are issuable upon the exercise of outstanding warrants.)

(b) Percent of class: 6.9%

(c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote: 4,200,000
- (ii) Shared power to vote or to direct the vote: 0
- (iii) Sole power to dispose or to direct the disposition of: 4,200,000
- (iv) Shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which

**Acquired the
Security
Being
Reported on
By the Parent
Holding
Company or
Control
Person.**

Not applicable.

**Item 8. Identification
and
Classification
of Members
of the Group.**

Not applicable.

**Item 9. Notice of
Dissolution of
Group.**

Not applicable.

Item 10. Certification.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2014

/s/ Damon Stein

Damon Stein