



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

DIVISION OF
CORPORATION FINANCE

September 16, 2014

Via E-Mail

Jonathan New
Chief Executive Officer
Net Element International, Inc.
3363 NE 163rd St., Suite 705
Miami, Florida, 33130

**Re: Net Element International, Inc.
Amendment No. 3 to Registration Statement on Form S-3
Filed August 29, 2014
File No. 333-186621**

Dear Mr. New:

We have reviewed your amended registration statement and have the following comment.

Selling Security Holders, page 9

1. Your amended registration statement seeks to register for resale approximately 10 million shares of additional common stock. Expand your disclosure to briefly describe the circumstances and transactions under which the selling shareholders acquired such shares.

Please contact Ivan Griswold, Staff Attorney, at (202) 551-3853 or in his absence, me at (202) 551-3462 with any questions.

Sincerely,

/s/ Mark P. Shuman

Mark P. Shuman
Branch Chief - Legal

cc: Via E-Mail
Serge Pavluk, Esq.
Snell & Wilmer, Esq.