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REMARK MEDIA, INC.

FORM D

(Small Company Offering and Sale of Securities Without Registration)

Filed 03/09/12

Address	SIX CONCOURSE PARKWAY SUITE 1500 ATLANTA, GA 30328
Telephone	(404) 926-0660
CIK	0001368365
Symbol	MARK
SIC Code	4899 - Communications Services, Not Elsewhere Classified
Industry	Printing & Publishing
Sector	Services
Fiscal Year	12/31

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

OMB APPROVAL
OMB Number: 3235-0076
Expires: June 30, 2012
Estimated Average burden hours per response: 4.0

FORM D

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)
0001368365

Previous Name(s) o None
HSW International, Inc.

Entity Type
X Corporation
O Limited Partnership
O Limited Liability Company
O General Partnership
O Business Trust
O Other

Name of Issuer
Remark Media, Inc.

Jurisdiction of Incorporation/Organization
DELAWARE

Year of Incorporation/Organization
X Over Five Years Ago
O Within Last Five Years (Specify Year)
O Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer
Remark Media, Inc.

Street Address 1
SIX CONCOURSE PARKWAY

Street Address 2
SUITE 1500

City
ATLANTA

State/Province/Country
GEORGIA

ZIP/Postal Code
30328

Phone No. of Issuer
(404) 926-0660

3. Related Persons

Last Name	First Name	Middle Name
Zimmer	Bradley	T

Street Address 1	Street Address 2
Six Concourse Parkway	Suite 1500

City	State/Province/Country	ZIP/Postal Code
Atlanta	GEORGIA	30328

Relationship: X **Executive Officer** O **Director** O **Promoter**

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Ferman	Carrie	

Street Address 1	Street Address 2
Six Concourse Parkway	Suite 1500

City	State/Province/Country	ZIP/Postal Code
Atlanta	GEORGIA	30328

Relationship: X **Executive Officer** O **Director** O **Promoter**

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Swayne	Gregory	

Street Address 1	Street Address 2
Six Concourse Parkway	Suite 1500

City	State/Province/Country	ZIP/Postal Code
Atlanta	GEORGIA	30328

Relationship: O **Executive Officer** X **Director** O **Promoter**

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Booth	Scott	

Street Address 1	Street Address 2
Six Concourse Parkway	Suite 1500

City	State/Province/Country	ZIP/Postal Code
Atlanta	GEORGIA	30328

Relationship: O **Executive Officer** X **Director** O **Promoter**

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Botts	Theodore	

Street Address 1	Street Address 2
Six Concourse Parkway	Suite 1500

City	State/Province/Country	ZIP/Postal Code
Atlanta	GEORGIA	30328

Relationship: O Executive Officer X Director O Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Tao	Kai-Shing	

Street Address 1	Street Address 2
Six Concourse Parkway	Suite 1500

City	State/Province/Country	ZIP/Postal Code
Atlanta	GEORGIA	30328

Relationship: O Executive Officer X Director O Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Orme	Eric	

Street Address 1	Street Address 2
Six Concourse Parkway	Suite 1500

City	State/Province/Country	ZIP/Postal Code
Atlanta	GEORGIA	30328

Relationship: X Executive Officer O Director O Promoter

Clarification of Response (if Necessary)

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4. Industry Group

- O Agriculture
- Banking & Financial Services
  - O Commercial Banking
  - O Insurance
  - O Investing
  - O Investment Banking
  - O Pooled Investment Fund
  - O Other Banking & Financial Services
- O Business Services
- Energy
  - O Coal Mining
  - O Electric Utilities
  - O Energy Conservation
  - O Environmental Services
  - O Oil & Gas
  - O Other Energy
- Health Care
  - O Biotechnology
  - O Health Insurance
  - O Hospitals & Physicians
  - O Pharmaceuticals
  - O Other Health Care
- O Manufacturing
- Real Estate
  - O Commercial
  - O Construction
  - O REITS & Finance
  - O Residential
  - O Other Real Estate
- O Retailing
- O Restaurants
- Technology
  - O Computers
  - O Telecommunications
  - X Other Technology
- Travel
  - O Airlines & Airports
  - O Lodging & Conventions
  - O Tourism & Travel Services
  - O Other Travel
- O Other

5. Issuer Size

Revenue Range

- O No Revenues
- O $1 - $1,000,000
- X $1,000,001 - $5,000,000
- O $5,000,001 - $25,000,000
- O $25,000,001 - $100,000,000
- O Over $100,000,000
- O Decline to Disclose
- O Not Applicable

Aggregate Net Asset Value Range

- O No Aggregate Net Asset Value
- O $1 - $5,000,000
- O $5,000,001 - $25,000,000
- O $25,000,001 - $50,000,000
- O $50,000,001 - $100,000,000
- O Over $100,000,000
- O Decline to Disclose
- O Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

O	**Rule 504(b)(1) (not (i), (ii) or (iii))**	O	**Rule 505**
O	**Rule 504 (b)(1)(i)**	X	**Rule 506**
O	**Rule 504 (b)(1)(ii)**	O	**Securities Act Section 4(6)**
O	**Rule 504 (b)(1)(iii)**	O	**Investment Company Act Section 3(c)**

7. Type of Filing

X **New Notice** **Date of First Sale** **2012-02-27** O **First Sale Yet to Occur**

O **Amendment**

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? O **Yes** x **No**

9. Type(s) of Securities Offered (select all that apply)

O	**Pooled Investment Fund Interests**	X	**Equity**
O	**Tenant-in-Common Securities**	O	**Debt**
O	**Mineral Property Securities**	X	**Option, Warrant or Other Right to Acquire Another Security**
X	**Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security**	O	**Other (describe)**

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? O **Yes** X **No**

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor **$ 0 USD**

12. Sales Compensation

Recipient		Recipient CRD Number		
Janney Montgomery Scott LLC		463	O	None
(Associated) Broker or Dealer	**O None**	**(Associated) Broker or Dealer CRD Number**	**O None**	
Janney Montgomery Scott LLC		463		

Street Address 1	Street Address 2
1801 Market St.	

City	State/Province/Country	ZIP/Postal Code
Philadelphia	PENNSYLVANIA	19103

State(s) of Solicitation O **All States** O **Foreign/Non-US**

CALIFORNIA
CONNECTICUT
FLORIDA
ILLINOIS
MASSACHUSETTS
MINNESOTA
NEW JERSEY
NEW YORK
PENNSYLVANIA

13. Offering and Sales Amounts

Total Offering Amount	**$ 4251497 USD**	O **Indefinite**
Total Amount Sold	**$ 4251497 USD**	
Total Remaining to be Sold	**$ 0 USD**	O **Indefinite**

Clarification of Response (if Necessary)

14. Investors

O **Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,**
Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: **11**

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	**$ 297600 USD**	O **Estimate**
Finders' Fees	**$ 0 USD**	O **Estimate**

Clarification of Response (if Necessary)

The Placement Agent was also issued a warrant to purchase 35,429 shares of the Company's Common Stock at an exercise price of $7.46 per share.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

$ 0 USD O **Estimate**

Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- **Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.**

- **Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.**

- **Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).**

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Remark Media, Inc.	**Bradley T. Zimmer**	**Bradley T. Zimmer**	**Chief Operating Officer and General Counsel**	**2012-03-09**