

PayMeOn, Inc.
Form 4
October 03, 2014

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 *
Celentano Vincent L.

(Last) (First) (Middle)

4314 TRANQUILITY DRIVE

(Street)

HIGHLAND BEACH, FL 33487

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
09/29/2014

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)
___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/29/2014		C		503,689	A	(1)	5,332,678	I	See footnote (1)
Common Stock	09/29/2014		C		524,250	A	(2)	5,856,928	D	

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

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SEC 1474 (9-02)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
7% Unsecured Convertible Promissory Note	\$ 0.18 ⁽¹⁾	09/29/2014		C	503,689 ₍₁₎	<u>(1)</u>	<u>(1)</u>	Common Stock	503,689
7% Unsecured Convertible Promissory Note	\$ 0.12	09/29/2014		C	524,250 ₍₂₎	<u>(2)</u>	<u>(2)</u>	Common Stock	524,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Celentano Vincent L. 4314 TRANQUILITY DRIVE HIGHLAND BEACH, FL 33487		X		
Celentano Consulting Company, LLC 4314 TRANQUILITY DRIVE HIGHLAND BEACH, FL 33487		X		

Signatures

/s/ Vincent L. Celentano 10/01/2014
**Signature of Reporting Person Date

Celentano Consulting Company, LLC, By: /s/ Vincent L. Celentano, Name: Vincent L. Celentano, Title: Managing Member 10/01/2014
**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) Shares acquired by Celentano Consulting Company, LLC, through conversion of 7% unsecured convertible promissory notes in the aggregate principal and accrued interest amount of \$71,195 on September 29, 2014, at conversion prices of \$0.10 - \$0.345 per share and a weighted average exercise price of \$0.18 per share. Mr. Celentano is the manager of Celentano Consulting Company. The notes were

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initially issued on various dates between January, 2014 and March, 2014.

- (2) Shares acquired by Vincent L. Celentano through conversion of 7% unsecured convertible promissory notes in the aggregate principal and accrued interest amount of \$62,910 on September 29, 2014 at a conversion price of \$0.12 per share. The notes were initially issued on various dates between March, 2014 and May, 2014.

- (3) Reporting Person beneficially owns 7% unsecured convertible promissory notes in the aggregate principal amount and accrued interest of \$92,657 at September 30, 2014. The notes are convertible at \$0.12 per share. Reporting Person also beneficially owns 7% senior, secured convertible promissory notes in the aggregate principal amount and accrued interest of \$186,160 at September 30, 2014. The senior, secured convertible promissory notes are convertible at \$0.345 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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