

usell.com, Inc.
Form SC 13G/A
February 13, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 8)*

usell.com, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

917296204

(CUSIP Number)

December 31, 2014

(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).

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF
ABOVE PERSONS (ENTITIES ONLY)

1

Barry Honig
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP*

2

(a) "

(b) "

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

United States of America
SOLE VOTING POWER

5

NUMBER 759,318 ⁽¹⁾
OF SHARES SHARED VOTING POWER
BENEFICIALLY
OWNED 6
BY EACH
REPORTING
PERSON 7 SOLE DISPOSITIVE POWER
WITH

759,318 ⁽¹⁾
SHARED DISPOSITIVE POWER

8

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

759,318
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

10

..
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

11

9.7% ⁽²⁾
TYPE OF REPORTING PERSON*

12

IN - Individual

- Represents (i) 322,811 shares of common stock held individually by Mr. Barry Honig, (ii) 187,300 shares of common stock held by GRQ Consultants, Inc. 401(K), of which the reporting person is the trustee and (iii) 2,540 shares of common stock held by GRQ Consultants, Inc. Also includes 246,667 shares issuable upon the conversion of preferred stock.
- (1)
- (2) Based upon 7,620,204 shares outstanding as of December 31, 2014.

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Item 1.

(a) Name of Issuer: usell.com, Inc.

(b) Address of Issuer's Principal Executive Offices: 33 East 33rd Street, Suite 1101, New York, New York, 10016

Item 2.

(a) Name of Person Filing: Barry Honig

(b) Address of Principal Business Office or, if none, Residence: Address is 555 South Federal Highway, Suite 450, Boca Raton, Florida 33432.

(c) Citizenship: United States of America

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 917296204

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

Item 4. Ownership.

See Item 5 through 9 and 11 of cover page.

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.

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

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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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 13, 2015

/s/ Barry Honig
Signature

Barry Honig
Name