

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

Form 8-K

Current Report

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

September 15, 2016

REALBIZ MEDIA GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction of incorporation)

0-53359
(Commission
File Number)

11-3820796
(I.R.S. Employer
Identification No.)

201 W. Passaic Street, Suite 301

Rochelle Park, NJ 07662

(Address of principal executive offices) (zip code)

(201) 845-7001 x303

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition

On September 15, 2016, Alex Aliksanyan, our Chief Executive Officer, issued a letter to shareholders announcing and discussing our financial results for the third quarter of 2016. Attached hereto as Exhibit 99.1, and filed herewith, is a copy of that letter. The contents of the letter are incorporated herein by this reference.

Item 7.01 Regulation FD Disclosure

The disclosure under Item 2.02 above, including Exhibit 99.1, is incorporated herein by reference in its entirety.

This information pursuant to Item 7.01 and Item 2.02 of Form 8-K, including Exhibit 99.1, is being furnished. This information is not deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 and is not incorporated by reference into any Securities Act registration statements.

Item 9.01 Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Letter to Shareholders dated September 15, 2016

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RealBiz Media Group, Inc.

Dated: September 15, 2016

/s/ Alex Aliksanyan

By: Alex Aliksanyan

Its: Chief Executive Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Letter to Shareholders dated September 15, 2016

September 15, 2016

Dear Shareholders:

RealBiz Media Group just filed its financials for the third quarter ended July 31, 2016, and I want to share with you some of management's thoughts. Operating loss for the quarter was (\$11,164) compared to (\$715,818) in the same period year ago. Over the nine-month period ended July 31, 2016, we lost (\$96,235) compared to (\$3,383,935) in the same period a year ago. Net loss for the third quarter ended July 31, 2016 was \$175,937 compared to \$1,377,368 in the same quarter a year ago. Almost all the loss in the quarter ended July 31, 2016 was attributable to interest expense on the convertible note issued in December 2014. All interest due on such note will end in December 2016, taking out a substantial contributor to negative cash flows.

While the company, through its many steps has stabilized its cash management, considerable pressure remains in our one product business model. I believe that RealBiz produces the best and the highest quality videos in the real estate industry. However, commoditizing from low cost competitors has become a major issue. This is the main reason our income continues to decline while our cash flows have stabilized.

In recognition of this long term threat, your management has developed Nestbuilder Agent 2.0 which incorporates our superlative video technology into a comprehensive suite of products. We now expect to have multiple opportunities on the horizon to combine our product mix at the enterprise level, with dramatic financial results for the company. This development indicates that our engineering team remains second to none.

Our management team is dedicated and committed to bringing shareholder value. To that end, in the third quarter ended July 31, 2016 we were able to settle several lawsuits, mostly inherited from former management, but also including the case we brought against our former employees. The lawsuit against Monaker Group, Inc. continues, and it looks like we will have a trial in December. Since our capital raise in November 2015, we have not raised any further funds, thus minimizing shareholder dilution (except for shares issued as interest on the aforementioned convertible note).

All our hard work has brought us to a position where our major forays into new markets and products should prove successful in the next three to six months.

We may finally be at the precipice of great things and we thank you for having the confidence in this very hard working team to endure.

Sincerely,

/s/ Alex Aliksanyan

Alex Aliksanyan
Chief Executive Officer

Safe Harbor Statement

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995 : Certain statements included in this letter are forward-looking and thus reflect management's current expectations and beliefs with respect to certain current and future events and financial performance. Such forward-looking statements are and will be subject to many risks and uncertainties relating to our operations and business environment that may cause actual results to differ materially from any future results expressed or implied in such forward-looking statements. Words such as "expects," "will," "looks," "indicates," "believes," "should," "may" and similar expressions are intended to identify forward-looking statements. Please refer to the risks and uncertainties set forth under Item 1A., Risk Factors, of RealBiz's Annual Report on Form 10-K for the fiscal year ended October 31, 2015, as well as other risks and uncertainties set forth from time to time in the reports we file with the U.S. Securities and Exchange Commission.