

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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Bhatnagar Anshu (Last) (First) (Middle) 9711 WASHINGTON BLVD., #550 (Street) GAITHERSBURG, MD 20878 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol REALBIZ MEDIA GROUP, INC [RBIZ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chief Executive Officer
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">1/2/2017</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	1/10/2017		M		11581467	A	\$0.006 (4)	11581467	D	
Common Stock	1/10/2017		F (4)		2331838	D	\$0.0298	9249629	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrants	\$0.006	1/2/2017		A		11581467		1/2/2017	(5)	Common Stock	11581467	(1)	11581467	D	
Series A Convertible Preferred Stock	\$1.00 (2)	1/9/2017		A		100000		1/9/2017	(5)	Common Stock	5000	\$0.0061	100000	D	
Series C Convertible Preferred Stock	\$0.05 (3)	1/6/2017		A		100000		1/6/2017	(5)	Common Stock	10000000	\$1.00	100000	D	
Warrants	\$0.006	1/10/2017		M		11581467		1/2/2017	(5)	Common Stock	11581467	(1)	0	D	

Explanation of Responses:

- (The warrants were acquired pursuant to an agreement between Mr. Bhatnagar and the Company, dated January 2, 2017, pursuant to which Mr. Bhatnagar 1) agreed to take on the role of director and CEO. No other consideration was paid for these warrants.
- (The number of shares received through conversion of Series A Convertible Preferred Stock is the Stated Value (\$0.05) divided by the Conversion Price 2) (\$1.00), resulting in 0.05 shares of common stock issuable upon conversion of each share of Series A Convertible Preferred Stock.
- (The number of shares received through conversion of Series C Convertible Preferred Stock is the Stated Value (\$5.00) divided by the Conversion Price 3) (\$0.05), resulting in 100 shares of common stock issuable upon conversion of each share of Series C Convertible Preferred Stock.
- (On January 10, 2017, the reporting person exercised a warrant to purchase 11,581,467 shares of common stock for \$0.006 per share. The reporting person 4) paid the exercise price on a cashless basis, resulting in a withholding of 2,331,838 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining 9,249,629 shares.
- (5) No expiration date

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bhatnagar Anshu				

9711 WASHINGTON BLVD., #550 GAITHERSBURG, MD 20878	X	Chief Executive Officer
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Signatures

/s/ Anshu Bhatnagar

1/12/2017

**Signature of Reporting Person

Date

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

* 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).

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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