

Lee Peter
Form 3
April 18, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Lee Peter

(Last) (First) (Middle)

EVELYN TOWER, 14TH FL.,
FLAT E, 38 CLOUDVIEW
ROAD

(Street)

NORTH POINT, K3 00000

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/08/2013

3. Issuer Name and Ticker or Trading Symbol
CrowdGather, Inc. [CRWG]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

6. Individual or Joint/Group
Filing(Check Applicable Line)
____X____ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

1,003,000

D

^

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

1. Title of Derivative
Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series B Preferred Stock ⁽¹⁾	Â ⁽²⁾	Â ⁽²⁾	Common Stock ⁽³⁾	6,000,000 ⁽³⁾	\$ ⁽³⁾	D	Â
Common Stock Warrants (Right to Buy)	04/08/2013 ⁽⁴⁾	04/08/2018	Common Stock	3,000,000	\$ 0.08	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lee Peter EVELYN TOWER, 14TH FL., FLAT E 38 CLOUDVIEW ROAD NORTH POINT,Â K3Â 00000	Â	Â X	Â	Â

Signatures

/s/ Peter Lee 04/18/2013

⁽¹⁾Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The Series B Convertible Preferred Stock ("Series B Shares") are convertible in accordance with the Issuer's Certificate of Designation, which is included as exhibit 3.1 in the Issuer's Form 8-K filed on April 9, 2013.
- (2) The Series B Shares are convertible at any time after the issuance of such shares at the holder's election and do not have an expiration date.
- (3) The Series B Shares are convertible on a 20-for-1 basis into the number of shares of Common Stock as shown in column 3.
- The Common Stock Warrants contain a limitation on exercise which prevents the Reporting Person from exercising any Warrants if, after
- (4) giving effect to the exercise, the Reporting Person would beneficially own more than 4.99% of the outstanding shares of Common Stock. The Reporting Person may elect to increase this limitation to 9.99%, upon not less than 61 days prior written notice to the Company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.