

CrowdGather, Inc.  
Form 4  
October 15, 2013

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/10/2013

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)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock					1,003,000	D	
Common Stock					194,738	I	Held in Reporting Person's personal holding company

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form**

SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Series B Preferred Stock <sup>(1)</sup>	<u>(3)</u>	10/10/2013		A	100,000	<u>(2)</u> <u>(2)</u>	Common Stock <sup>(3)</sup> 2,000,000
Common Stock Warrants (Right to Buy)	\$ 0.08	10/10/2013		A	1,000,000	10/10/2013 <sup>(4)</sup> 10/10/2018	Common Stock 1,000,000
Common Stock Warrants (Right to Buy)	\$ 0.08					08/02/2013 <sup>(4)</sup> 08/02/2018	Common Stock 1,000,000
Common Stock Warrants (Right to Buy)	\$ 0.08					07/16/2013 <sup>(4)</sup> 07/16/2018	Common Stock 1,000,000
Common Stock Warrants (Right to Buy)	\$ 0.08					08/02/2013 <sup>(4)</sup> 04/08/2018	Common Stock 3,000,000
Common Stock Warrants (Right to Buy)	\$ 0.95					10/22/2010 10/22/2013	Common Stock 2,000,000

## 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, K3 00000

X

## Signatures

/s/ Peter Lee

10/15/2013

    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) 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 7.  
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.  
Pursuant to a Securities Purchase Agreement dated October 10, 2013, between the Reporting Person and the Issuer, the Reporting Person  
(5) acquired 100,000 shares of Series B Preferred Stock and warrants to purchase an aggregate 1,000,000 shares of the Issuer's common stock at an exercise price of \$0.08 per share in exchange for \$100,000.

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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