

CD INTERNATIONAL ENTERPRISES, INC.

Form 4

October 12, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Wang Yuejian

2. Issuer Name and Ticker or Trading Symbol
CD INTERNATIONAL ENTERPRISES, INC. [CDII]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/12/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

C/O CHINA DIRECT INDUSTRIES, INC., 431 FAIRWAY DRIVE, SUITE 200
(Street)

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

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

DEERFIELD BEACH, FL 33441

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|----------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock, \$0.0001 par value | 09/12/2016 | | A ⁽¹⁾ | | 150,000,000 | A | |
| | | | | | \$ 0.001 <u>(1)</u> | | |
| | | | | | 215,003,236 <u>(2)</u> | D | |
| Common Stock, \$0.0001 par value | 10/05/2016 | | A ⁽³⁾ | | 700,000,000 | A | |
| | | | | | \$ 0.0002 <u>(3)</u> | | |
| | | | | | 915,003,236 <u>(2)</u> | D | |

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

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wang Yuejian C/O CHINA DIRECT INDUSTRIES, INC. 431 FAIRWAY DRIVE, SUITE 200 DEERFIELD BEACH, FL 33441 | X | X | Chief Executive Officer | |

Signatures

/s/ Yuejian (James) Wang 10/12/2016

**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) On September 12, 2016, the Issuer issued 150,000,000 shares of restricted common stock to the reporting person as compensation pursuant to Employment Agreement instead of cash payment.
Amount does not include 20,000 shares of the Issuer's common stock held by Dragon Fund Management LLC ("Dragon Fund"), an entity in which the reporting person owns 1% of the membership interests and holds 50% of the voting control. The reporting person disclaims beneficial ownership of the Issuer's securities owned by Dragon Fund except to the extent of his pecuniary interest in Dragon Fund and this filing should not be construed as an admission that the reporting person is the beneficial owner of these securities.
- (3) On October 5, 2016, the Issuer issued 700,000,000 shares of restricted common stock to the reporting person as compensation pursuant to Employment Agreement instead of cash payment.

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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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