

usell.com, Inc.  
Form SC 13G/A  
February 13, 2015

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE 13G**

**(Rule 13d-102)**

**Under the Securities Exchange Act of 1934**

**INFORMATION TO BE INCLUDED IN STATEMENTS PURSUANT TO RULES**

**13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)**

**(Amendment No. 4)\***

**usell.com, Inc.**

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

**917296204**

(CUSIP Number)

**December 31, 2014**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed.

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAMES OF REPORTING PERSONS:

**1** **FROST GAMMA INVESTMENTS  
TRUST 46-0464745**

**2** CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP (SEE  
INSTRUCTIONS):

(a) ..  
(b) ..

**3** SEC USE ONLY:

**4** CITIZENSHIP OR PLACE OF  
ORGANIZATION:

**FLORIDA**

SOLE VOTING POWER:  
**5** **631,833 (1)**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:

SHARED VOTING POWER:  
**6** **0**

SOLE DISPOSITIVE POWER:  
**7** **631,833 (1)**

SHARED DISPOSITIVE POWER:  
**8** **0**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
**9** **631,833 (1)**

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

**10**

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

**11**

**8.28% (2)**

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

**12**

**OO**

Includes 528,601 shares of Common Stock held by Frost Gamma Investments Trust (the "Reporting Person"), of (1) which Dr. Phillip Frost is the trustee. In addition, the Reporting Person holds shares of the Issuer's Series E Preferred Stock which are convertible into an aggregate of 103,232 shares of Common Stock.

The calculation of the percentage is based on (i) 7,528,261 Common Shares outstanding as of November 14, 2014, (2) as reported on the 10-Q filed on November 14, 2014 and (ii) 103,232 Common Shares issuable upon conversion of the Series E Preferred Stock held by the Reporting Person.

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**Name of Issuer.**

**Item 1(a).**

usell.com, Inc.

**Item 1(b). Address of Issuer's Principal Executive Offices.**

33 East 33rd Street, Suite 1101, New York, New York, 10016

**Item 2(a). Name of Person Filing.**

Frost Gamma Investments Trust

**Item 2(b). Address of Principal Business Office or, if None, Residence.**

4400 Biscayne Boulevard

Miami, Florida 33137

**Item 2(c). Citizenship.**

The Trust is established in Florida

**Item 2(d). Title of Class of Securities.**

Common Stock

**Item 2(e). CUSIP Number.**

917296204

**Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), identify the status of the person filing.**

Not Applicable

**Item 4. Ownership.**

See Item 5 through 9 and 11 of cover page.

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**Item 5. Ownership of Five Percent or Less of a Class.**

If this Statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. "

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

Not Applicable

**Item 8. Identification and Classification of Members of the Group.**

Not Applicable

**Item 9. Notice of Dissolution of Group.**

Not Applicable

**Item 10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.



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**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Frost Gamma Investments Trust

February 13, 2015

/s/ Phillip Frost, MD

By: Phillip Frost, MD

Title: Trustee

