

usell.com, Inc.  
Form 8-K  
February 21, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): February 14, 2014

**usell.com, Inc.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b>	<b>000-50494</b>	<b>98-0412432</b>
(State or other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

<b>33 East 33rd Street, Suite 1101</b>	
<b>New York, New York</b>	<b>10016</b>
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(212) 213-6805**

Former Address: N/A

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01. Entry into a Material Definitive Agreement.**

**Item 3.02. Unregistered Sales of Equity Securities.**

On February 14, 2014, usell.com, Inc. (the “Company”) closed on the sale of 441,666 shares of common stock in a private placement offering to six accredited investors in exchange for \$1,325,000. Palladium Capital Advisors, LLC acted as placement agent for the offering and were issued 35,333 five-year warrants exercisable at \$3.00 per share. The net proceeds to the Company were \$1,265,000.

The securities described hereunder have not been registered under the Securities Act of 1933 (the “Act”) and were issued and sold in reliance upon the exemption from registration contained in Section 4(a)(2) of the Act and Rule 506(b) promulgated thereunder.

A form of Securities Purchase Agreement is filed as an exhibit under Item 9.01 and is incorporated herein by reference. The description of the offering described hereunder is qualified in its entirety by reference to the full text of the Securities Purchase Agreement, which is filed as Exhibit 10.1 to this Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No. Exhibit

10.1 Form of Securities Purchase Agreement

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**USELL.COM, INC.**

Date: February 21, 2014 By: /s/ Daniel Brauser  
Name: Daniel Brauser  
Title: Chief Executive Officer