

CrowdGather, Inc.
Form 4
August 22, 2014

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 *
Sabnani Sanjay

(Last) (First) (Middle)
20300 VENTURA BLVD, SUITE 330
(Street)

WOODLAND HILLS, CA 91364

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/21/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO, President, Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Price | | | |
| Common Stock | 08/21/2014 | | P | 70,000 A | \$ 0.11 391,945 | I | Owned by Sabnani IRA, owned by Reporting Person |
| Common Stock | | | | | 34,998 | D | |
| Common Stock ⁽¹⁾ | | | | | 250,000 | D | |
| Common Stock | | | | | 16,210,550 | I | Owned by Typhoon |

| | | | | |
|--------------|--|---------|---|---|
| Common Stock | | 900,000 | I | Capital Consultants, LLC, owned by reporting person. Owned by Sabnani Children Income Trust; reporting person's spouse is trustee. |
|--------------|--|---------|---|---|

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 displays a currently valid OMB control number.

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 1.49 | | | | | 12/20/2008 ⁽²⁾ 06/20/2018 | Common Stock | 400,000 |
| Stock Option (Right to Buy) | \$ 1.16 | | | | | 09/21/2011 ⁽²⁾ 03/21/2021 | Common Stock | 200,000 |
| Stock Option (Right to Buy) | \$ 0.044 | | | | | 11/30/2013 ⁽²⁾ 05/31/2023 | Common Stock | 500,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sabnani Sanjay 20300 VENTURA BLVD, SUITE 330 WOODLAND HILLS, CA 91364 | X | X | CEO, President, Secretary | |

Signatures

/s/ Sanjay
Sabnani

08/22/2014

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) Restricted stock granted pursuant to 2008 Stock Option and Award Plan. Pursuant to the terms of the Plan, the shares will vest in equal amount of 25% of the total amount per year beginning on October 2, 2014.
- Reporting person's right to receive Stock Options vest over a four year period, with the first one-eighth of the total Stock Options vesting
- (2) on the six month anniversary of the grant date, one-sixteenth of the total Stock Options vesting every 90 days after that six month anniversary date (the date indicated above as the exercise date).

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.