

usell.com, Inc.
Form 3
August 21, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â M3C Holdings LLC (Last) (First) (Middle) C/O NORTH BAY ASSOCIATES,Â ATTN S IVES, 14000 QUAIL SPRINGS PARKWAY (Street) OKLAHOMA CITY,Â OKÂ 73134 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/11/2014	3. Issuer Name and Ticker or Trading Symbol usell.com, Inc. [USEL]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____X__ 10% Owner ____ Officer ____ Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ____ Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	300,000	D <u>(1)</u>	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)
Common Stock Warrants	08/11/2019	Common Stock	150,000	\$ 3.2	D (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
M3C Holdings LLC C/O NORTH BAY ASSOCIATES ATTN S IVES, 14000 QUAIL SPRINGS PARKWAY OKLAHOMA CITY, OK 73134		X		

Signatures

/s/ Stephen A. Ives, Vice President 08/21/2014

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- Represents shares held by M3C Holdings LLC. M3C Holdings LLC is a Delaware limited liability company wholly-owned by Mary Corson and Richard S. Sackler, M.D., as Trustees of the Mary Corson Trust dated January 15, 2004. Mary Corson is the sole beneficiary of the Mary Corson Trust and the wife of Jonathan D. Sackler.
- (1) The warrants are immediately exercisable.
- (2) Represents shares of common stock held by M3C Holdings LLC issuable under the warrants.
- (3)

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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