

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Osrow Douglas</u>  (Last) (First) (Middle) C/O REMARK HOLDINGS, INC. 3960 HOWARD HUGHES PARKWAY, SUITE 900  (Street) LAS VEGAS NV 89169  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>REMARK HOLDINGS, INC. [ MARK ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/04/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>12/05/2017</u>		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/04/2017		M		2,600	A	\$5	46,600	D	
Common Stock	12/04/2017		S		2,600	D	\$8.8	44,000	D	
Common Stock	12/04/2017		S		4,000	D	\$8.9	40,000	D	
Common Stock	12/04/2017		S		10,000	D	\$8.875 <sup>(1)</sup>	30,000	D	
Common Stock	12/05/2017		M		10,000	A	\$5	40,000	D	
Common Stock	12/05/2017		M		50,542	A	\$4.29	90,542	D	
Common Stock	12/05/2017		S		90,542	D	\$8.018 <sup>(1)</sup>	0	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Date Exercisable	Expiration Date						Title
Stock option (right to buy)	\$5	12/04/2017		M	2,600	(2)	10/30/2023	Common Stock	2,600	\$0	47,400	D	
Stock option (right to buy)	\$5	12/05/2017		M	10,000	(2)	10/30/2023	Common Stock	10,000	\$0	37,400	D	
Stock option (right to buy)	\$4.29	12/05/2017		M	50,542	(3)	07/28/2025	Common Stock	50,542	\$0	299,458	D	

**Explanation of Responses:**

- The price reported is a weighted average price. These shares were sold in multiple transactions in the following price ranges: \$8.85 to \$8.90 on December 4, 2017, and \$7.90 to \$8.20 on December 5, 2017. The reporting person undertakes to provide upon request by the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission full information regarding the number of shares sold at each separate price.
- These options were granted under the 2010 Equity Incentive Plan, as amended. One quarter of these options vested on each of January 30, 2014, April 30, 2014, July 30, 2014 and October 30, 2014.

3. These options were granted under the 2014 Incentive Plan, as amended. One half of these options vested on July 28, 2015, and one quarter of these options vested on each of September 30, 2015 and December 31, 2015.

**Remarks:**

This form is being amended to correctly reflect a disposition transaction on December 4, 2017 which was inadvertently omitted from the original filing.

/s/ Douglas Osrow

12/06/2017

\*\* Signature of Reporting Person      Date

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

\* 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).

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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