

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

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

(Amendment No. 1)\*

**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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NAME OF REPORTING  
PERSONS

1

I.R.S. IDENTIFICATION NO. OF  
ABOVE PERSONS (ENTITIES  
ONLY)

Gerald Unterman  
CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP\*

2

(a) "

(b) "

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4

United States of America  
SOLE VOTING POWER

**NUMBER  
OF SHARES  
BENEFICIALLY 5  
OWNED  
BY EACH  
REPORTING  
PERSON  
WITH**

746,333 <sup>(1)</sup>

SHARED VOTING POWER

6 0

SOLE DISPOSITIVE POWER

7

746,333 <sup>(1)</sup>

8 SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

9

746,333  
CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
(9) EXCLUDES CERTAIN  
SHARES\*

10

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

11

9.7% <sup>(1)</sup>  
TYPE OF REPORTING PERSON\*

12

IN - Individual

(1) The percentage ownership is based upon 7,620,214 shares of common stock outstanding as of December 31, 2014.

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**Item 1.**

(a) Name of Issuer: usell.com, Inc.

(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: Gerald Unterman

(b) Address of Principal Business Office or, if none, Residence: 610 Park Avenue, New York, New York, 10065

(c) Citizenship: United States of America

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 917296204

**Item 3.** If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

**Item 4. Ownership.**

See Item 5 through 9 and 11 of cover page.

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

Not Applicable.

**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.**

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 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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**SIGNATURE**

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.

Date: February 13, 2015

/s/ Gerald Unterman  
Signature

Gerald Unterman  
Name