

IZEA, Inc.
Form 3/A
August 20, 2015

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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â AWM Investment Company, Inc. | | | (Month/Day/Year) | IZEA, Inc. [IZEA] | |
| (Last) | (First) | (Middle) | 02/21/2014 | | |
| 527 MADISON AVENUE,Â SUITE 2600 | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | 02/12/2015 |
| NEW YORK,Â NYÂ 10022 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) See footnote | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

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 | 10,857,144 ⁽¹⁾ | I ⁽¹⁾ | By Limited Partnerships ⁽¹⁾ |

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 (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|------------------------------------|
| Warrants A | 02/21/2014 | 02/21/2019 | Common Stock | 5,428,572 <u>(1)</u> | \$ 0.35 | I <u>(1)</u> | By Limited Partnerships <u>(1)</u> |
| Warrants B | 02/21/2014 | 02/21/2019 | Common Stock | 5,428,572 <u>(1)</u> | \$ 0.5 | I <u>(1)</u> | By Limited Partnerships <u>(1)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------|
| | Director | 10% Owner | Officer | Other |
| AWM Investment Company, Inc. 527 MADISON AVENUE SUITE 2600 NEW YORK, NY 10022 | Â | Â | Â | See footnote |

Signatures

Adam C. Stettner 08/20/2015

__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).

(1) AWM Investment Company, Inc., a Delaware Corporation (AWM), is the investment adviser to Special Situations Private Equity Fund, L.P. (PE), Special Situations Technology Fund, L.P. (TECH) and Special Situations Technology Fund II, L.P. (TECH II and together with SSPE and TECH, the Funds). The securities of the issuer are not registered under the Securities Exchange Act and therefore are not subject to the SEC's beneficial ownership reporting. The Funds are not required to file ownership reports at this time.

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.