

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-17**
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(HTML Version on secdatabase.com)

ISSUER

ELEPHANT TALK COMMUNICATIONS CORP

CIK: **1084384** | IRS No.: **954557538** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **4813** Telephone communications (no radiotelephone)

Mailing Address

SCHIPHOL BOULEVARD 249
1118 BH SCHIPHOL P7
XXXXX

Business Address

SCHIPHOL BOULEVARD 249
1118 BH SCHIPHOL P7
XXXXX
31 20 6535916

REPORTING OWNER

QAT II Investments, SA

CIK: **1508240** | State of Incorporation: **N4** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-35360** | Film No.: **13552004**

Mailing Address

RUE DU RHEINSHEIM 7,
L-2419
LUXEMBOURG N4 000000

Business Address

RUE DU RHEINSHEIM 7,
L-2419
LUXEMBOURG N4 000000
352 26 26 26 52

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <u>QAT II Investments, SA</u>			2. Issuer Name and Ticker or Trading Symbol <u>ELEPHANT TALK COMMUNICATIONS CORP [ETAK]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/17/2013</u>			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		
11A BOULEVARD JOSEPH II (Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					
LUXEMBOURG, N4 L-1840 (City) (State) (Zip)								

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	01/17/2013		A		55,608 (1)	A	(1)	6,221,448	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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Explanation of Responses:

- Shares were issued at no costs to the Reporting Person in lieu of certain cash compensation for services provided by Steven van der Velden, Yves Van Sante and Johan Dejager, during the fourth quarter of 2012, pursuant to certain consulting agreement between the Company and the Reporting Person.

Signatures

/s/ Yves Van Sante

** Signature of Reporting Person

01/28/2013

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.

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 Number.