

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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* BARER SOL J (Last) (First) (Middle) 1800 CENTURY PARK EAST, 6TH FLOOR (Street) LOS ANGELES CA 90067 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol RestorGenex Corp [RESX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman of the Board
	3. Date of Earliest Transaction (Month/Day/Year) 06/06/2014	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

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	06/06/2014		C		270,616	A	\$2 ⁽¹⁾	46,103,949	D	
Common Stock	06/06/2014		C		78,473	A	\$2 ⁽²⁾	46,182,422	D	
Common Stock	06/06/2014		C		76,755	A	\$2 ⁽³⁾	46,259,177	D	
Common Stock	06/06/2014		C		126,894	A	\$2 ⁽⁴⁾	46,386,071	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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Secured Convertible Promissory Note dated 8/9/13	(1)	06/06/2014		C			270,606	(1)	(1)	Common Stock	270,616	(1)	0	D	
Warrant	\$2	06/06/2014		A			202,962	06/06/2014	06/06/2018	Common Stock	202,962	(1)	202,962	D	
Secured Convertible Promissory Note dated 12/19/13	(2)	06/06/2014		C			78,473	(2)	(2)	Common Stock	78,473	(2)	0	D	
Secured Convertible Promissory Note dated 2/4/14	(3)	06/06/2014		C			76,755	(3)	(3)	Common Stock	76,755	(3)	0	D	
Warrant	\$2	06/06/2014		A			57,566	06/06/2014	06/06/2018	Common Stock	57,566	(3)	57,566	D	
Secured Convertible Promissory Note dated 3/19/14	(4)	06/06/2014		C			126,894	(4)	(4)	Common Stock	126,894	(4)	0	D	
Warrant	\$2	06/06/2014		A			95,170	06/06/2014	06/06/2018	Common Stock	95,170	(4)	95,170	D	

Explanation of Responses:

- Conversion of Secured Convertible Promissory Note dated August 9, 2013 in compliance with terms of such note whereby principal and interest (\$541,233) were to be converted into common stock at 50% of the purchase price and warrants at 150% upon a financing by the Issuer. The Issuer's May financing sold the stock at \$4.00 per share with 30% warrant coverage.
- Conversion of Secured Convertible Promissory Note dated December 19, 2013 in compliance with terms of such note whereby principal and interest (\$156,945) were to be converted into common stock at 50% of the purchase price upon a financing by the Issuer. The Issuer's May financing sold the stock at \$4.00 per share
- Conversion of Secured Convertible Promissory Note dated February 4, 2014 in compliance with terms of such note whereby principal and interest (\$153,510) were to be converted into common stock at 50% of the purchase price and warrants at 150% upon a financing by the Issuer. The Issuer's May financing sold the stock at \$4.00 per share with 30% warrant coverage.
- Conversion of Secured Convertible Promissory Note dated March 19, 2014 in compliance with terms of such note whereby principal and interest (\$253,788) were to be converted into common stock at 50% of the purchase price and warrants at 150% upon a financing by the Issuer. The Issuer's May financing sold the stock at \$4.00 per share with 30% warrant coverage.

/s/ Sol Barer

06/10/2014

** 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.

