

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>BARER SOL J</u>  (Last) (First) (Middle) <u>1801 CENTURY PARK EAST, 6TH FLOOR</u>  (Street) <u>LOS ANGELES CA 90067</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>11/01/2013</u>	3. Issuer Name and Ticker or Trading Symbol <u>Stratus Media Group, Inc [ SMDI ]</u>	
		4. 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) Other (specify below) <u>Chairman of the Board</u>	5. 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 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)
<u>COMMON STOCK</u>	<u>45,833,333</u>	<u>D</u>	

**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 Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Secured Convertible Promissory Note dated August 9, 2013<sup>(1)</sup></u>	<u>(1)</u>	<u>(1)</u>	<u>Common Stock</u>	<u>(1)</u>	<u>(1)</u>	<u>D</u>	
<u>Warrants<sup>(1)</sup></u>	<u>(1)</u>	<u>(1)</u>	<u>Common Stock</u>	<u>(1)</u>	<u>(1)</u>	<u>D</u>	

**Explanation of Responses:**

1. In the event of a closing of one or more investments in which the Company receives gross proceeds of at least \$10,000,000 in exchange for equity securities (a "Qualified Financing"), the holder of the Note has the obligation to convert the outstanding principal amount of the Note together with accrued interest into securities being issued in the Qualified Financing (the "Conversion Securities"), at a conversion price of 50% of the purchase price per share or unit of the Qualified Securities. Alternatively, if at the time of a Qualified Financing, the 50% conversion discount is greater than \$0.04, then the Note may be converted at \$0.04 per share. At the time of a Qualified Financing, the Company will issue warrants to purchase the number of common shares equal to 150% greater than the warrant coverage offered to investors in such Qualified Financing at an exercise price equal to the conversion price of the Note. The principal amount of the Note is \$500,000 w/interest at 7% per annum.

/s/Sol J. Barer

11/01/2013

\*\* 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 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).

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.