

Meet Group, Inc.
Form SC 13G/A
February 13, 2019

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

The Meet Group, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

58513U101

(CUSIP Number)

December 31, 2018

(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).

CUSIP No. 58513U101

1. Names of Reporting Persons
Lawrence I. Rosen

Check the Appropriate Box if a

2. Member of a Group (See Instructions)
(a) ☐
(b) ☐

3. SEC Use Only

Citizenship or Place of

4. Organization
United States

Number of Shares Beneficially Owned by Each Reporting Person

5. Sole Voting Power
4,025,133

6. Shared Voting Power

7. Sole Dispositive Power
4,025,133

8. Shared Dispositive Power

9. Aggregate Amount
Beneficially Owned by Each
Reporting Person
4,025,133

10. Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See
Instructions) ☐

11. Percent of Class Represented
by Amount in Row (9)
5.4%¹

12. Type of Reporting Person (See
Instructions)
IN - Individual

¹ Based upon 73,941,427 shares of the Issuer's Common Stock outstanding as of November 05, 2018, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission (the "SEC") on November 08, 2018.

Item 1.

- (a) Name of Issuer
The Meet Group, Inc.
Address of Issuer's Principal Executive Offices
- (b) 100 Union Square Drive
New Hope, Pennsylvania 18938

Item 2.

- (a) Name of Person Filing
Lawrence I. Rosen ("Mr. Rosen")
- (b) Address of Principal Business Office or, if none, Residence
The principal business address of Mr. Rosen is 1578 Sussex Turnpike (Bldg. 5), Randolph, NJ 07869.
- (c) Citizenship
United States
- (d) Title of Class of Securities
Common Stock, par value \$0.001
- (e) CUSIP Number
58513U101

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:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☐ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Amount beneficially owned:

(a)

4,025,133

Percent of class:

(b)

5.4%

Number of shares as to which the person has:

(c)

Sole power to vote or to direct the vote

(i)

4,025,133

Shared power to vote or to direct the vote

(ii)

Sole power to dispose or to direct the disposition of

(iii)

4,025,133

Shared power to dispose or to direct the disposition of

(iv)

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ☐.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Item 8. Identification and Classification of Members of the Group

Item 9. Notice of Dissolution of Group

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, other than activities solely in connection with a nomination under § 240.14a-11.

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.

February 13, 2019
Date

/s/ Lawrence I. Rosen
Signature

Lawrence I. Rosen
Name

ATTENTION
Intentional
misstatements

**or omissions of
fact constitute
Federal
Criminal
Violations (See
18 U.S.C.
1001).**

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