

CrowdGather, Inc.
Form SC 13G/A
February 14, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A*

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

CrowdGather, Inc.
(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

22787P107
(CUSIP Number)

December 31, 2011
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

| | |
|-------------------------------------|---------------|
| <input type="checkbox"/> | Rule 13d-1(b) |
| <input checked="" type="checkbox"/> | Rule 13d-1(c) |
| <input type="checkbox"/> | 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).

| | | |
|----|---|---|
| 1 | NAMES OF REPORTING PERSONS Highbridge International LLC | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands, British West Indies | |
| | 5 | SOLE VOTING POWER 0 |
| | NUMBER OF SHARES 6 | SHARED VOTING POWER 2,727,272 shares of Common Stock Warrants to purchase 2,045,454 shares of Common Stock (see Item 4)* |
| | BENEFICIALLY OWNED BY EACH 7 | SOLE DISPOSITIVE POWER 0 |
| | REPORTING PERSON WITH 8 | SHARED DISPOSITIVE POWER 2,727,272 shares of Common Stock Warrants to purchase 2,045,454 shares of Common Stock (see Item 4)* |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,727,272 shares of Common Stock Warrants to purchase 2,045,454 shares of Common Stock (see Item 4)* | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* (see instructions) | <input type="checkbox"/> |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.99% | |
| 12 | TYPE OF REPORTING PERSON (see instructions) OO | |

* As more fully described in Item 4, certain of these reported securities are subject to a 4.99% blocker and the percentage set forth in row (11) gives effect to such blocker. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full exercise or conversion of such reported securities and do not give effect to such blocker. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blocker, is less

than the number of securities reported in rows (6), (8) and (9).

1 NAMES OF REPORTING PERSONS
Highbridge Capital Management, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x
(see instructions) (b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
State of Delaware

5 SOLE VOTING POWER
0

6 SHARED VOTING POWER
2,727,272 shares of Common Stock
Warrants to purchase 2,045,454 shares of Common Stock (see Item 4)*

7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
2,727,272 shares of Common Stock
Warrants to purchase 2,045,454 shares of Common Stock (see Item 4)*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,727,272 shares of Common Stock
Warrants to purchase 2,045,454 shares of Common Stock (see Item 4)*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES ..
CERTAIN SHARES
(see instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
4.99%

12 TYPE OF REPORTING PERSON (see instructions)
OO

* As more fully described in Item 4, certain of these reported securities are subject to a 4.99% blocker and the percentage set forth in row (11) gives effect to such blocker. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full exercise or conversion of such reported securities and do not give effect to such blocker. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blocker, is less than the number of securities reported in rows (6), (8) and (9).

| | | |
|---|---|---|
| 1 | NAMES OF REPORTING PERSONS Glenn Dubin | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION United States | |
| | 5 | SOLE VOTING POWER 0 |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6 | SHARED VOTING POWER 2,727,272 shares of Common Stock Warrants to purchase 2,045,454 shares of Common Stock (see Item 4)* |
| | 7 | SOLE DISPOSITIVE POWER 0 |
| | 8 | SHARED DISPOSITIVE POWER 2,727,272 shares of Common Stock Warrants to purchase 2,045,454 shares of Common Stock (see Item 4)* |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,727,272 shares of Common Stock Warrants to purchase 2,045,454 shares of Common Stock (see Item 4)* | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) | <input type="checkbox"/> |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.99% | |
| 12 | TYPE OF REPORTING PERSON (see instructions) IN | |

* As more fully described in Item 4, certain of these reported securities are subject to a 4.99% blocker and the percentage set forth in row (11) gives effect to such blocker. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full exercise or conversion of such reported securities and do not give effect to such blocker. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blocker, is less than the number of securities reported in rows (6), (8) and (9).

This Amendment No. 1 (this "Amendment") amends the statement on Schedule 13G filed on March 11, 2011 (the Original Schedule 13G as amended, the "Schedule 13G"), with respect to the shares of common stock, \$0.001 par value (the "Common Stock") of CrowdGather, Inc., a Nevada corporation (the "Company"). Capitalized terms used herein and not otherwise defined have the meanings set forth in the Schedule 13G. This Amendment amends and restates Items 4 and 5 in their entirety as set forth below.

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.

(a) Amount beneficially owned:

As set forth in the terms of the reported Warrants, the number of shares of Common Stock of the Company into which such Warrants are exercisable is limited to the number of shares that would result in the Reporting Persons having aggregate beneficial ownership of not more than 4.99% of the total issued and outstanding shares of Common Stock of the Company (the "Blocker").

As of the date hereof, (i) Highbridge International LLC beneficially owns 2,727,272 shares of Common Stock and Warrants to purchase 2,045,454 shares of Common Stock; and (ii) each of Highbridge Capital Management, LLC and Glenn Dubin may be deemed the beneficial owner of the 2,727,272 shares of Common Stock and Warrants to purchase 2,045,454 shares of Common Stock, subject to the Blocker.

Highbridge Capital Management, LLC is the trading manager of Highbridge International LLC. Glenn Dubin is the Chief Executive Officer of Highbridge Capital Management, LLC. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. In addition, each of Highbridge Capital Management, LLC and Glenn Dubin disclaims beneficial ownership of shares of Common Stock held by Highbridge International LLC.

(b) Percent of class:

The percentages used herein and in the rest of this Amendment are calculated based upon 58,148,943 shares of Common Stock issued and outstanding as of December 14, 2011, as disclosed in the Company's Quarterly Report on Form 10-Q for the quarterly period ended October 31, 2011, filed with the Securities and Exchange Commission on December 14, 2011. Therefore, based on the Company's outstanding shares of Common Stock, assuming the exercise of the Warrants (subject to the Blocker), (i) Highbridge International LLC may be deemed to beneficially own 4.99% of the outstanding shares of Common Stock of the Company, and (ii) each of Highbridge Capital Management, LLC and Glenn Dubin may be deemed to beneficially own 4.99% of the outstanding shares of Common Stock of the Company. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person.

(c) Number of shares as to which such person has:

- | | |
|-------|--|
| (i) | Sole power to vote or direct the vote: 0 |
| (ii) | Shared power to vote or direct the vote: See Item 4(a) |
| (iii) | Sole power to dispose or direct the disposition: 0 |
| (iv) | Shared power to dispose or direct the disposition of |

See Item 4(a)

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: [X]

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

DATED: February 14, 2012

HIGHBRIDGE CAPITAL MANAGEMENT, LLC

HIGHBRIDGE INTERNATIONAL LLC

By: Highbridge Capital Management,
LLC
its Trading Manager

By: /s/ John Oliva
Name: John Oliva
Title: Managing Director

By: /s/ John Oliva
Name: John Oliva
Title: Managing Director

/s/ Glenn Dubin
GLENN DUBIN