

# FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>Kostiner Barry</b>		2. Issuer Name and Ticker or Trading Symbol <b>Legacy Education Alliance, Inc. [LEAI]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Executive Officer</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>08/08/2022</b>		
1490 N.E. PINE ISLAND RD., SUITE 5-D			4. If Amendment, Date 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
(Street)					
CAPE CORAL, FL 33909					
(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			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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### 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 Underlying Securities (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	(A)	(D)	Date Exercisable	Expiration Date						Title	Amount or Number of Shares
10% Convertible Debenture due August 8, 2023	\$ 0.05	08/08/2022		P		1	(1) (2)	08/08/2022	08/08/2023	Common Stock and Warrants (1) (2)	(1) (2)	(1) (2)	1	(1)	I	See Footnote (3)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kostiner Barry 1490 N.E. PINE ISLAND RD., SUITE 5-D CAPE CORAL, FL 33909	X		Chief Executive Officer	

## Signatures

/s/ Barry Kostiner	08/10/2022
<small>**Signature of Reporting Person</small>	<small>Date</small>

## Explanation of Responses:

\* 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).

The Debenture is held by ABCImpact I, LLC, a Delaware limited liability company ("ABCImpact"), as lender, and may be converted into shares of Issuer common stock, par value \$0.0001 per share, at a conversion price per share of \$0.05, plus an equal number of common stock purchase warrants which may be exercisable at a price of \$0.05 per share. On the transaction date,

- (1) ABCImpact loaned \$100,000 to the Issuer under the Debenture and accordingly, may be converted into 2,000,000 shares of common stock and 2,000,000 common stock purchase warrants (excluding accrued interest). ABCImpact has the right to loan up to an additional \$4,750,000 to the Issuer, which would be subject to the same conversion features.
- (2) The Debenture is subject to a beneficial ownership limitation of 4.99%, or 9.99% in ABCImpact's discretion. The Debenture is one of a series of debentures with substantially similar terms (other than issue date and maturity date) as between the Issuer and ABCImpact, of which there is currently outstanding additional debentures in the aggregate principal amount of \$150,000.  
The Reporting Person, a director and the Chief Executive Officer of the Issuer, has an indirect beneficial ownership in the Debenture (and accordingly the underlying common stock and common stock purchase warrants) through the Reporting Person's spouse, Kimberly Kostiner who is the Trustee of The Kostiner Family Trust ("Trust"), which Trust holds a 33.33% non-voting membership interest in ABCImpact.
- (3) Neither the Reporting Person nor the Reporting Person's spouse has any voting or dispositive control over the Debenture or the underlying securities, or has any managerial control over ABCImpact. The Reporting Person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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