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Net Element, Inc.
Form RW
March 06, 2017

March 6, 2017

Via EDGAR

Division of Corporation Finance
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Re: Net Element, Inc.
Request for Withdrawal of Registration Statement on Form S-1

Filed January 7, 2016

File No. 333-208909

Ladies and Gentlemen:

Net Element, Inc., a Delaware corporation (the “Company”), hereby requests that Registration Statement on Form S-1 (File No. 333-208909), originally filed with the Securities and Exchange Commission (the “Commission”) on January 7, 2016 (the “Registration Statement”), together with all exhibits and amendments thereto, be withdrawn, with such withdrawal to be effective as of the date hereof pursuant to Rule 477 under the Securities Act of 1933, as amended (the “Act”).

The Company is requesting the withdrawal of the Registration Statement, which registered up to \$50,000,000 of common stock, preferred stock, warrants, units, subscription rights, and/or debt securities in one or more offerings and in any combination. The Company confirms that no securities have been sold or will be sold pursuant to the Registration Statement.

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The Company requests in accordance with Rule 457(p) under the Act that all fees paid to the Commission in connection with the filing of the Registration Statement be credited for future use.

Should you have any questions or comments after reviewing this letter, please do not hesitate to contact me directly at 305-588-0122, or our outside counsel, Serge V. Pavluk of Snell & Wilmer L.L.P. at 714-427-7442 with any questions, or if you wish to discuss the above request.

On behalf of the Company and our legal counsel, please accept our thanks for your assistance and cooperation throughout the Company's registration process.

Very truly yours,

NET ELEMENT, Inc.

By: /s/ Jonathan New

Name: Jonathan New

Title: Chief Financial Officer

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Consent of Independent Registered Public Accounting Firm

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All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA) have been omitted because they are not applicable.

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Report of Independent Registered Public Accounting Firm

To the Participants and Administrator of

The Praxair Distribution, Inc. 401(k) Retirement Plan

Danbury, Connecticut

We have audited the accompanying statements of net assets available for benefits of The Praxair Distribution, Inc. 401(k) Retirement Plan (the Plan) as of December 31, 2011, and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2011, and 2010, and the changes in net assets available for benefits for the year ended December 31, 2011, in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets held (end of year) as of December 31, 2011 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ BDO USA, LLP

Philadelphia, Pennsylvania

May 30, 2012

Table of Contents**Praxair Distribution, Inc. 401(k) Retirement Plan****Statements of Net Assets Available for Benefits****as of December 31, 2011 and 2010**

	December 31,	
	2011	2010
Assets:		
Investments, at fair value (Notes 5 and 6)	\$ 202,604,832	\$ 178,886,047
Receivables:		
Participant contributions	62,795	59,363
Employer contributions	232,241	214,493
Notes receivable from participants	9,521,259	8,188,183
	9,816,295	8,462,039
Total Assets	212,421,127	187,348,086
Liabilities:		
Accrued expenses	80,178	18,922
Net Assets Available for Benefits at Fair Value	212,340,949	187,329,164
Adjustment from fair value to contract value for fully benefit-responsive investment contracts (Note 3)	(1,011,820)	(367,250)
Net Assets Available for Benefits	\$ 211,329,129	\$ 186,961,914

The accompanying notes are an integral part of these financial statements.

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Praxair Distribution, Inc. 401(k) Retirement Plan
Statement of Changes in Net Assets Available for Benefits
for the Year Ended December 31, 2011

	2011
Additions to (Deductions from) Net Assets	
Contributions:	
Participants	\$ 8,770,152
Employer	5,859,407
Rollovers from other plans (Note 2)	1,144,830
Total contributions	15,774,389
Investment income:	
Net depreciation in fair value of investments (Note 5)	(5,997,203)
Interest and dividends	6,706,000
Total net investment income	708,797
Interest on participant loans	231,856
Benefits paid to participants	(13,397,922)
Administrative expenses	(122,645)
	(13,520,567)
Increase in Net Assets Before Transfers	3,194,475
Transfers from other plans (Notes 1 and 9)	21,258,878
Transfers to other plans (Note 9)	(86,138)
Net Increase in Net Assets Available for Benefits	24,367,215
Net Assets Available for Benefits	
Beginning of year	186,961,914
End of year	\$ 211,329,129

The accompanying notes are an integral part of these financial statements.

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Praxair Distribution, Inc. 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2011 and 2010

Note 1 - Inception of the Plan

GenEx, LTD, the predecessor company to Praxair Distribution, Inc., previously established a 401(k) profit sharing plan on March 1, 1989. On January 1, 1997, this plan was adopted by Praxair Distribution, Inc. (the Company) and renamed as the Praxair Distribution, Inc. 401(k) Retirement Plan (the Plan).

Effective December 31, 2011, the Praxair Healthcare Services, Inc. 401(k) Retirement Savings Plan was merged with the Praxair Distribution, Inc. 401(k) Retirement Savings Plan resulting in net assets of \$20,215,307 being transferred into the Plan, which is included in transfers in of \$21,258,878.

Note 2 - Description of the Plan

The following description of the Plan provides only general information. Participants should refer to the Plan document for a complete description of the Plan's provisions. The following information does not apply to employees covered under a bargaining unit agreement. Employees covered under a collective bargaining agreement should refer to such agreement for the terms applicable to them.

General

The Plan is a defined contribution plan and is administered by the Administration and Investment Committee for the Praxair Distribution, Inc. 401(k) Plan (the Administrator). The Board of Directors of Praxair Distribution, Inc. oversees the activities of the Administrator. The trustee of the Plan's assets is Fidelity Management Trust Company (Fidelity). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility

All regular full-time employees (as defined in the Plan) of the Company and any of its affiliates that have adopted the Plan are eligible to participate in the Plan. Part-time employees (as defined in the Plan) of the Company and its participating subsidiaries are eligible to participate in the Plan following their completion of certain minimum service requirements as set forth in the Plan.

Contributions

Participant contributions to the Plan are made through payroll deductions. Contributions for all Plan participants are calculated as a percentage of compensation (as defined in the Plan). Non-highly compensated employees (as defined in the Internal Revenue Code (the Code)) are allowed to contribute up to 40% of their eligible compensation on either a before-tax or after-tax basis or a combination of both. Highly compensated employees are allowed to voluntarily contribute up to 15% of their eligible compensation to the Plan, of which 9% may be on a before-tax basis. The Plan must meet the actual deferral percentage tests in Section 401(k)(3)(A) of the Code. All participants' before-tax contributions are limited, however, to an indexed annual amount prescribed by the Internal Revenue Service (the IRS), which amounted to \$16,500 in 2011 and 2010. All employees who are eligible to make elective deferrals under the Plan and who have attained age 50 before the close of the Plan year may elect to make additional catch-up contributions for the Plan year. The maximum catch-up contribution amount permitted under the Code was \$5,500 in 2011 and 2010.

Beginning in 2010, participants are able to designate part or all of their future contributions as Roth 401(k) contributions. Roth 401(k) contributions are made on an after-tax basis. Roth 401(k) contributions are eligible for Company matching contributions. The combined Roth 401(k) and pre-tax 401(k) contributions cannot exceed the annual IRS or Plan limits specified above. Distributions from the Roth 401(k) account are free from income tax, as long as it has been at least five tax years since the participant first made a Roth contribution to the Plan and the participant is at least age 59 1/2.

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Praxair Distribution, Inc. 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2011 and 2010

Effective December 10, 2010, participants meeting certain minimum age and/or Plan participation requirements are able to convert part or all of their 401(k) pre-tax and Company contribution account balances into designated Roth 401(k) account balances.

Amounts converted to Roth 401(k) are subject to income tax in the year of conversion, but are free from income tax upon distribution, as long as it has been at least five tax years since the participant first made Roth contributions (including the conversion) to the Plan and the participant is at least age 59 1/2.

All newly hired eligible employees are automatically enrolled in the Plan at a pre-tax contribution rate of 4% of eligible compensation, unless the employee affirmatively elects not to participate in the Plan or elects to participate at a different rate. Prior to being automatically enrolled in the Plan, each newly hired eligible employee is provided a notice of the Plan's automatic enrollment provisions and is given a period of time during which to opt out of Plan participation. Newly hired eligible employees may also voluntarily elect to enroll in the Plan with an effective date prior to the date they would otherwise be automatically enrolled and may elect a contribution rate other than 4% of eligible compensation.

All participants, including those who are automatically enrolled, may change or suspend their level of Plan contributions at any time.

All regular/full-time employees (as defined in the Plan), except those employed by Praxair Distribution Southeast, LLC (PDSE), are immediately eligible for Company contributions as outlined below. Such contributions are subject to a three year vesting schedule. The three year vesting period begins on the employee's date of hire or adjusted date of hire for a former participant reemployed by the Company, whichever is earlier. Participants employed by PDSE are subject to a two-years of service waiting period before being eligible to receive Company contributions under the Plan and any Company contributions made on behalf of an eligible employee of PDSE are fully vested at all times. In addition, part-time employees are only eligible to receive Company contributions through the Plan after their completion of certain minimum service requirements as set forth in the Plan.

The Company will make a contribution on behalf of eligible employees according to the following table. One age point is granted for each year of age, and one point for each full year of Company service. Points are determined at the beginning of the Plan year. The Company contribution is a percent of compensation (as defined in the Plan). The contribution will be made at the end of each pay period.

Age and

Service Points	Under 30 points	30 - 39 points	40 - 49 points	50 - 54 points	55 or more points
Company Contribution	2.0%	2.5%	3.0%	4.0%	5.0%

Participants Account Activity

Participant accounts are credited with participant and Company contributions and investment returns which are based upon each participant's investment direction. Participant accounts are charged for withdrawals and administrative expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

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Praxair Distribution, Inc. 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2011 and 2010

Vesting

Participants are at all times fully vested in their own contributions, Company contributions made prior to July 1, 2004, and rollover contributions. All participants, except those employed by PDSE, become fully vested in Company contributions made on or after July 1, 2004 after completing three years of service (as defined in the Plan). Participants who are employees of PDSE are at all times fully vested in all Company contributions made on their behalf. Unvested Company contributions are forfeited following separation from the Company and may be used to reduce future Company contributions or for Plan expenses.

Investment Options

Plan participants may, subject to certain restrictions, direct the investment of their Plan accounts among various investment options offered by the Plan as listed below:

Mutual funds

Common trusts

Praxair Common Stock Fund

Participants may change the investment election of their contributions and existing balances at any time.

Dividend Payout on Company Stock Funds

A portion of the Plan, consisting of the Praxair Common Stock Fund has been designated as an Employee Stock Ownership Plan (ESOP). A dividend payout feature allows participants to elect to receive any future dividends from the Praxair Common Stock Fund in cash as taxable distributions, rather than having such dividends reinvested in the Plan. The designation as an ESOP has no other effect on benefits under the Plan.

Withdrawals and Distributions

Plan participants may generally withdraw after-tax contributions from their account balances while working and, in limited cases (as defined in the Plan's provisions), may withdraw before-tax contributions. Mandatory distributions from the Plan are required to begin no later than April 1 of the year following the year in which a participant attains age 70 1/2 or retires from service with the Company, whichever is later. Actively employed participants may begin receiving distributions of pre-tax contributions at age 59 1/2.

Notes Receivable from Participants (Participant Loans)

The Plan generally permits participants to borrow from their accounts a minimum of \$1,000 up to the lesser of \$50,000 or 50% of their vested account balances. Participants are permitted to have two loans outstanding at any time. Certain other restrictions apply, as defined in the Plan's provisions.

Loans are repaid during fixed terms not to exceed five years (thirty years for principal home loans). Principal and interest are paid ratably, generally through payroll deductions. The loans are collateralized by the balance in the participant's account and bear interest at fixed rates determined at loan inception. The loan interest rate is set quarterly at a rate equal to 1% less than the prime rate. Interest rates on outstanding

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loans as of December 31, 2011, ranged from 2.25% to 9% with various dates of maturity through 2041. A loan application fee of \$35 is charged to the participant's account for each new loan.

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Praxair Distribution, Inc. 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2011 and 2010

Loans to participants are carried at unpaid principal balance plus accrued but unpaid interest. Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the Plan document.

Rollovers

Rollovers represent transfers of account balances of certain participant contributions into certain investments of the Plan from other qualified plans or individual retirement accounts.

Forfeitures

Under the Plan's provisions, when Company contributions of non-vested participants are forfeited, the amount shall be applied either to pay the Plan's administrative expenses or reduce future Company contributions. Company utilized \$117,367 of forfeitures to reduce company contributions and plan expenses in 2011.

Note 3 - Summary of Significant Accounting Policies

Method of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

Recent Accounting Pronouncements

Expanded Disclosures about Fair Value Measurements In May 2011, the FASB issued additional guidance expanding the disclosures for Fair Value Measurements, particularly Level 3 inputs. For fair value measurements categorized in Level 3 of the fair value hierarchy, required disclosures include: (1) a quantitative disclosure of the unobservable inputs and assumptions used in the measurement, (2) a description of the valuation processes in place, and (3) a narrative description of the sensitivity of the fair value changes in unobservable inputs and interrelationships between those inputs. The amendments are to be applied prospectively and are effective for annual periods beginning on or after December 15, 2011. Plan management does not expect this requirement to have a significant impact on the Plan's financial statements.

Payment of Benefits

Benefits are recorded when paid.

Investment Valuation and Income Recognition

Plan investments are reported at fair value which is determined based upon quoted market prices or using observable market based inputs, other than quoted market prices, for similar investments. Funds are valued on a daily basis. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year-end. The fair value per unit of investments in common trusts is determined by each fund's trustee based on the fair value of the underlying securities within that fund. The relevant accounting standard for defined contribution plans defines the circumstances in which an investment contract is considered fully benefit-responsive and provides certain reporting and disclosure requirements for fully benefit-responsive investment contracts in defined contribution plans. As required by the standard, investments in the accompanying Statements of Net Assets Available for Benefits include fully benefit-responsive investment contracts recognized at fair value with a corresponding

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adjustment to reflect these investments at contract value. The Fidelity Managed Income Portfolio II Class 3 Fund is stated at fair value in accordance with the provisions of the standard. Contract value represents contributions made plus earnings, less Plan withdrawals and administrative expenses.

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Praxair Distribution, Inc. 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2011 and 2010

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

The Plan presents in the Statement of Changes in Net Assets Available for Benefits the net depreciation in the fair value of its investments which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amount of income and expenses during the reporting period. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan provides for various investment options that invest in any combination of stocks, bonds, fixed income securities and other investment securities. These investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk and uncertainty associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits.

Note 4 - Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2011 and 2010 to Form 5500:

	2011	2010
Net assets available for benefits per the financial statements	\$ 211,329,129	\$ 186,961,914
Adjustment from contract to fair value for fully benefit-responsive contracts	1,011,820	367,250
Net assets available for benefits per the Form 5500	\$ 212,340,949	\$ 187,329,164

Table of Contents**Praxair Distribution, Inc. 401(k) Retirement Plan****Notes to Financial Statements****December 31, 2011 and 2010**

The following is a reconciliation of the net investment income per the financial statements for the year ended December 31, 2011 to the Form 5500:

	2011
Total net investment income per the financial statements	\$ 708,797
Adjustment from contract to fair value for fully benefit- responsive contracts as of December 31, 2011	1,011,820
Adjustment from contract to fair value for fully benefit- responsive contracts as of December 31, 2010	(367,250)
Total net investment income per the Form 5500	\$ 1,353,367

Note 5 Investments

Individual investments held by the Plan that exceed five percent of the Plan's net assets available for benefits at December 31, 2011 and 2010, respectively, are noted below:

	2011	2010
Fidelity MIP II Class 3 Fund (contract value \$40,632,558 and \$36,825,209, respectively)	\$ 41,644,378	\$ 37,192,459
Praxair Common Stock Fund	38,442,838	29,919,878
Invesco VK Small Cap Value Y Fund **	24,634,556	25,285,674
Vanguard LifeStrategy Moderate Growth Fund	26,205,746	20,975,054
Spartan U.S. Equity Index Fund	14,241,937	13,015,789
Fidelity Magellan Fund*	*	10,485,833

* Not applicable, investment amount is below five percent

** On April 14, 2011, shareholders in the Plan's INVESCO US Small Cap Value Y Fund approved a merger of the Fund into the INVESCO VK Small Cap Value Y Fund. The merger of the two Funds took place on May 20, 2011.

The Fidelity Managed Income Portfolio (MIP) II Class 3 Fund, a commingled pool, is a stable value fund that may invest in investment contracts issued by insurance companies and other financial institutions, fixed income securities and money market funds and is presented in the financial statements at fair value and is adjusted to contract value because such investments are fully benefit-responsive investment contracts. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value during the term of the contract. There is no reserve against the contract value for credit risk of the contract issuer or otherwise. The investment contract and fixed income security commitments are backed solely by the financial resources of the issuer. If an event occurs that may impair the ability of the contract issuer to perform in accordance with the contract terms, fair value may be less than contract value. Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (i) amendments to the Plan documents (including complete or partial termination or merger with another plan); (ii) bankruptcy of the Plan sponsor or other Plan sponsor events (e.g. divestitures or spin-offs of a subsidiary) which cause a significant withdrawal from the Plan. The Plan Administrator does not believe

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Praxair Distribution, Inc. 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2011 and 2010

that the occurrence of any such event, which would limit the Plan's ability to transact at contract value with participants, is probable. The average yield based on actual earnings was approximately 2% at December 31, 2011 and 2010. The average yield based on interest credited to participants was approximately 2% at December 31, 2011 and 2010.

During 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	Year Ended December 31, 2011
Mutual Funds	\$ (9,218,663)
Praxair Common Stock Fund	3,656,205
Common Trust	(434,745)
	\$ (5,997,203)

Note 6 - Fair Value Measurements

The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value in three broad levels as follows:

- Level 1 quoted prices in active markets for identical assets or liabilities
- Level 2 quoted prices for similar assets and liabilities in active markets or inputs that are observable
- Level 3 inputs that are unobservable (for example cash flow modeling inputs based on assumptions)

The following tables summarize investment assets measured at fair value at December 31, 2011 and 2010:

Table of Contents**Praxair Distribution, Inc. 401(k) Retirement Plan****Notes to Financial Statements****December 31, 2011 and 2010****Investment Assets at Fair Value at December 31,
2011**

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Large-Cap	\$ 29,997,390	\$	\$	\$ 29,997,390
Mid-Cap	9,405,229			9,405,229
Small-Cap	24,634,556			24,634,556
Balanced	31,432,359			31,432,359
International	7,514,709			7,514,709
Emerging markets bond fund	4,351,492			4,351,492
Domestic bond fund	9,909,120			9,909,120
Praxair Common Stock Fund	38,442,838			38,442,838
Common trusts:				
Large-Cap		3,422,076		3,422,076
International		1,850,685		1,850,685
Domestic bond fund		41,644,378		41,644,378
Total	\$ 155,687,693	\$ 46,917,139	\$	\$ 202,604,832

**Investment Assets at Fair Value at December 31,
2010**

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Large-Cap	\$ 28,831,606	\$	\$	\$ 28,831,606
Mid-Cap	8,197,507			8,197,507
Small-Cap	25,285,674			25,285,674
Balanced	25,821,375			25,821,375
International	7,702,396			7,702,396
Emerging markets bond fund	4,019,643			4,019,643
Domestic bond fund	8,433,826			8,433,826
Praxair Common Stock Fund	29,919,879			29,919,879
Common trusts:				
Large-Cap		1,806,545		1,806,545
International		1,675,137		1,675,137
Domestic bond fund		37,192,459		37,192,459
Total	\$ 138,211,906	\$ 40,674,141	\$	\$ 178,886,047

There are no Plan liabilities that are required to be recorded at fair value at December 31, 2011 and 2010.

The following is a description of the valuation methodologies for the Plan assets measured at fair value. There have been no changes to the methodologies used at December 31, 2011 and 2010.

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Mutual Funds Large-Cap This class primarily consists of publicly traded funds of registered investment companies. The mutual funds invest primarily in marketable equity securities with companies that have large market capitalization. The fair value of these investments is determined by

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Praxair Distribution, Inc. 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2011 and 2010

reference to the fair value of the underlying securities of the mutual funds. The net asset value of the mutual fund's shares is quoted on the exchange where the fund is traded and therefore classified as Level 1 within the valuation hierarchy.

Mutual Funds Mid-Cap This class primarily consists of publicly traded funds of registered investment companies. The mutual funds invest primarily in marketable equity securities with companies that have moderate market capitalization. The fair value of these investments is determined by reference to the fair value of the underlying securities of the mutual funds. The net asset value of the mutual fund's shares is quoted on the exchange where the fund is traded and therefore classified as Level 1 within the valuation hierarchy.

Mutual Funds Small-Cap This class primarily consists of publicly traded funds of registered investment companies. The mutual funds invest primarily in marketable equity securities with companies that have small market capitalization. The fair value of these investments is determined by reference to the fair value of the underlying securities of the mutual funds. The net asset value of the mutual fund's shares is quoted on the exchange where the fund is traded and therefore classified as Level 1 within the valuation hierarchy.

Mutual Funds Balanced This class primarily consists of publicly traded funds of registered investment companies. The mutual funds invest primarily in marketable equity and fixed income securities. The fair value of these investments is determined by reference to the fair value of the underlying securities of the mutual funds. The net asset value of the mutual fund's shares is quoted on the exchange where the fund is traded and therefore classified as Level 1 within the valuation hierarchy.

Mutual Funds International This class primarily consists of publicly traded funds of registered investment companies. The mutual funds invest primarily in international marketable equity securities. The fair value of these investments is determined by reference to the fair value of the underlying securities of the mutual funds. The net asset value of the mutual fund's shares is quoted on the exchange where the fund is traded and therefore classified as Level 1 within the valuation hierarchy.

Mutual Funds Emerging Markets Bond Funds This class primarily consists of publicly traded funds of registered investment companies. The mutual funds invest primarily in fixed income securities within emerging markets. The fair value of these investments is determined by reference to the fair value of the underlying securities of the mutual funds. The net asset value of the mutual fund's shares is quoted on the exchange where the fund is traded and therefore classified as Level 1 within the valuation hierarchy.

Mutual Funds Domestic Bond Fund This class primarily consists of publicly traded funds of registered investment companies. The mutual funds invest primarily in fixed income securities within the domestic market. The fair value of these investments is determined by reference to the fair value of the underlying securities of the mutual funds. The net asset value of the mutual fund's shares is quoted on the exchange where the fund is traded and therefore classified as Level 1 within the valuation hierarchy.

Common Trusts Large-Cap This class consists of private funds that invest primarily in marketable equity securities with large market capitalization. The net asset value of the common trusts is provided by the trustee and is determined by reference to the fair value of the underlying securities of the trust, which are valued primarily through the use of directly or indirectly observable inputs. Common trusts are classified as Level 2 within the valuation hierarchy.

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Praxair Distribution, Inc. 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2011 and 2010

Common Trusts International This class consists of private funds that invest primarily in international marketable equity securities and other investments. The net asset value of the common trusts is provided by the trustee and is determined by reference to the fair value of the underlying securities of the trust, which are valued primarily through the use of directly or indirectly observable inputs. Common trusts are classified as Level 2 within the valuation hierarchy.

Common Trusts Domestic Bond Fund This class consists of a commingled stable value fund that primarily invests in domestic fixed income securities, money market funds and may invest in investment contracts issued by insurance companies and other financial institutions. The net asset value of the common trusts is provided by the trustee and is determined by reference to the fair value of the underlying securities of the trust, which are valued primarily through the use of directly or indirectly observable inputs. Common trusts are classified as Level 2 within the valuation hierarchy.

Praxair Common Stock Fund The Praxair Common Stock Fund is an employer stock unitized fund. The fund consists of Praxair, Inc. common stock and a short-term cash component, which provides liquidity for daily trading. Praxair, Inc. common stock is valued at the quoted market price from a national securities exchange and the short term cash investments are valued at cost, which approximates fair value. The Praxair Common Stock Fund is classified as Level 1 within the valuation hierarchy.

Note 7 - Tax Status

The Internal Revenue Service determined and informed the Company by a letter dated March 3, 2011, that the Plan and related trust were designed in accordance with applicable sections of the Code. Although the Plan has been amended since the date it was submitted to the Internal Revenue Service, the Plan Administrator and counsel believe that in design and operation, the Plan continues to operate in accordance with applicable law.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by federal, state and/or local taxing authorities. The Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. Currently, the Form 5500 for the 2009 Plan year is being audited by internal Revenue Service. The Administrator believes the Plan is no longer subject to income tax examinations for years prior to 2008.

Note 8 - Plan Expenses

Administrative fees are paid by the Plan in accordance with Plan provisions and allocated to Plan participant accounts based upon account balances. Plan participants were charged a rate of 0.08% of their account balance on a monthly basis from October 1, 2011 through December 31, 2011. These fees, which are accumulated and paid out of the Fidelity MIP II Class 3 Fund, are intended to cover all administrative expenses incurred by the Plan. To the extent deductions from participant accounts were insufficient to cover the total cost of the Plan, the difference would be paid by the Company. No plan expenses were paid by the Company during 2011. Effective from July 1, 2010 through September 30, 2011, the participant fee deductions to pay Plan fees were suspended.

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Praxair Distribution, Inc. 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2011 and 2010

Note 9 - Transfers of Participants

Participant Plan account balances are reflected by the recordkeeper as of the closing date per the financial statements. Participants who transfer between the Company and/or any of its subsidiaries during the Plan year have their respective balances reflected in the 401(k) plan of the Praxair entity by whom they were employed at the end of the Plan year. The amounts reflected in the Statement of Changes in Net Assets Available for Benefits represent the balances of participants who moved into the Plan or out of the Plan into another Company-sponsored Plan during the year. The amounts for transfers into the Plan and out of the Plan due to participants moving between the other plans during the year were \$1,043,571 and \$86,138, respectively. In addition, \$20,215,307 was transferred into the Plan from the Praxair Healthcare Services, Inc. 401(k) Retirement Savings Plan in connection with the merger of that plan with and into the Plan.

Note 10 - Parties-in-Interest Transactions

Certain Plan investments are shares of mutual funds managed by Fidelity. Fidelity is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

Certain Plan investments include shares of common stock of Praxair, Inc., the Plan Sponsor, and, therefore, these transactions qualify as party-in-interest transactions. Loans to participants also qualify as party-in-interest transactions.

Note 11 - Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan's provisions to terminate the Plan at its sole discretion. Upon such termination, participants will become 100% vested and the net assets of the Plan will be distributed or sold exclusively for the benefit of the participants (or their beneficiaries).

Table of Contents**Praxair Distribution, Inc. 401(k) Retirement Plan**

EIN: 94-1693764, Plan Number: 333

Schedule H, line 4i Schedule of Assets (Held at End of Year)

As of December 31, 2011

(b)	(c)	(d)	(e)
(a) Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
* Fidelity MIP II Class 3 Fund	Common/Collective Trust	** \$	41,644,378
* Praxair Common Stock Fund	Common Stock	**	38,442,838
Vanguard LifeStrategy Moderate Growth Fund	Mutual Fund	**	26,205,746
INVESCO VK Small Cap Value Y Fund	Mutual Fund	**	24,634,556
* Spartan 500 Index Fund	Mutual Fund	**	14,241,937
* Fidelity Magellan Fund	Mutual Fund	**	9,983,193
Vanguard Total Bond Market Index Institutional Plus	Mutual Fund	**	9,909,120
Columbia Acorn Fund - Class Z	Mutual Fund	**	9,405,229
* Fidelity International Discovery K	Mutual Fund	**	7,514,709
* Fidelity Equity Income Fund	Mutual Fund	**	5,772,260
Vanguard LifeStrategy Income Fund	Mutual Fund	**	5,226,613
PIMCO Emerging Markets Bond Fund	Mutual Fund	**	4,351,492
Wellington TC Growth Portfolio	Common/Collective Trust	**	3,422,076
International Index Fund	Common/Collective Trust	**	1,850,685
			202,604,832
* Notes receivable from participants	Rates ranging from 2.25% to 9%; maturities through 2041	**	9,521,259
Total investments, at fair value and notes receivable from participants			\$ 212,126,091

* Party- in-interest as defined by ERISA

** Cost information is not required for participant directed investments and therefore, is not included

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Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the Administrator of the Plan has duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized.

Praxair Distribution, Inc. 401(k) Retirement Plan

Date: May 30, 2012

By: /s/ James S. Sawyer
James S. Sawyer,
Member of the Administration and Investment
Committee for the Praxair Distribution, Inc.
401(k) Retirement Plan

(On behalf of the Plan)

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Praxair Distribution, Inc. 401(k) Retirement Plan

Danbury, Connecticut

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 333-33801) of our report dated May 30, 2012, relating to the financial statements and supplemental schedule of the Praxair Distribution, Inc. 401(k) Retirement Plan appearing in this Form 11-K for the year ended December 31, 2011.

/s/ BDO USA, LLP

Philadelphia, Pennsylvania

May 30, 2012