

GENETIC TECHNOLOGIES LTD

Form SC 13G/A

February 08, 2016

CUSIP No. 37185R109 Schedule 13G Page 1 of 6 Pages

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Genetic Technologies Limited
(Name of Issuer)

Ordinary Shares, no par value
(Title of Class of Securities)

37185R109
(CUSIP Number)

December 31, 2015
(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).

40160896v.1

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1. Names of Reporting Persons

**Iroquois Capital Management
L.L.C.**

Check the Appropriate Box if a

2. Member of a Group (*See*
Instructions)

(a) ☐ (b) ☐

3. SEC Use Only

4. Citizenship or Place of
Organization

Delaware

Number of 5. Sole Voting Power **0**
Shares

Beneficially 6. Shared Voting Power **0**
Owned by

Each 7. Sole Dispositive Power **0**
Reporting

Person 8. Shared Dispositive Power **0**
With

9. Aggregate Amount Beneficially
Owned by Each Reporting Person

0

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

11. Percent of Class Represented by
Amount in Row 9

0%

12. Type of Reporting Person (*See*
Instructions)

OO

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1. Names of Reporting Persons

Joshua Silverman

Check the Appropriate Box if a
Member of a Group (*See*

2. Instructions)

(a) ☐ (b) ☐

3. SEC Use Only

4. Citizenship or Place of
Organization

United States of America

Number of 5. Sole Voting Power **0**
Shares

Beneficially 6. Shared Voting Power **0**
Owned by

Each 7. Sole Dispositive Power **0**
Reporting

Person 8. Shared Dispositive Power **0**
With

9. Aggregate Amount Beneficially
Owned by Each Reporting Person

0

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

11. Percent of Class Represented by
Amount in Row 9

0%

12. Type of Reporting Person (*See*
Instructions)

IN; HC

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1. Names of Reporting Persons

Richard Abbe

Check the Appropriate Box if a
Member of a Group (*See*

2. Instructions)

(a) ☐ (b) ☐

3. SEC Use Only

4. Citizenship or Place of
Organization

United States of America

Number of 5. Sole Voting Power **0**
Shares

Beneficially 6. Shared Voting Power **0**
Owned by

Each 7. Sole Dispositive Power **0**
Reporting

Person 8. Shared Dispositive Power **0**
With

9. Aggregate Amount Beneficially
Owned by Each Reporting Person

0

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

11. Percent of Class Represented by
Amount in Row 9

0%

12. Type of Reporting Person (*See*
Instructions)

IN; HC

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This Amendment No. 1 (this "Amendment") amends the statement on Schedule 13G filed on March 16, 2015 (the "Original Schedule 13G") with respect to the ordinary shares, no par value (the "Ordinary Shares") of Genetic Technologies Limited, an Australian corporation (the "Company"). Capitalized terms used herein and not otherwise defined in this Amendment have the meanings set forth in the Original Schedule 13G. This Amendment amends and restates Item 4 in its 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.

The information required by Items 4(a) - (c) is set forth in Rows (5)-(11) of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person.

As of the close of business on December 31, 2015, each of the Reporting Persons may be deemed to have beneficial ownership of zero Ordinary Shares.

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 5 percent of the class of securities, check the following x.

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.

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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.

Date: February 8, 2016

IROQUOIS CAPITAL MANAGEMENT L.L.C.

By: /s/ Joshua Silverman
Joshua Silverman, Authorized Signatory

/s/ Joshua Silverman
Joshua Silverman

/s/ Richard Abbe
Richard Abbe