

ATOSSA GENETICS INC
Form SC 13G/A
February 14, 2018

**SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO § 240.13d-2.**

(Amendment No. 1)*

Atossa Genetics Inc.

(Name of Issuer)

Common Stock, \$0.015 par value per share

(Title of Class of Securities)

04962H209

(CUSIP Number)

December 31, 2017

(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 purposes 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:
04962H209

Names of
Reporting

- (1) 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
Shares 0
Beneficially (6) Shared Voting Power
Owned by 118,144 shares of Common Stock
Each
Reporting (7) Sole Dispositive Power
Person With 0

- (8) Shared Dispositive Power
118,144 shares of Common Stock

Aggregate
Amount
Beneficially
Owned by
Each

- (9) Reporting
Person
118,144
shares of
Common
Stock

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

Percent of
Class
(11) Represented
by Amount
in Row (9)
0.37%

Type of
Reporting
(12) Person (See
Instructions)
OO

CUSIP No:
04962H209

- Names of
(1) Reporting
Persons
Richard
Abbe
Check the
Appropriate
(2) Box if a
Member of a
Group (See
Instructions)

- (a) o
(b) o

- (3) SEC Use
Only

- Citizenship
(4) or Place of
Organization
United States
of America

- Number of (5) Sole Voting Power
Shares
Beneficially (6) Shared Voting Power
Owned by 118,144 shares of Common Stock
Each
Reporting (7) Sole Dispositive Power
Person With

- (8) Shared Dispositive Power
118,144 shares of Common Stock

- Aggregate
Amount
Beneficially
Owned by
Each
(9) Reporting
Person
118,144
shares of
Common
Stock

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

Percent of
Class
(11) Represented
by Amount
in Row (9)
0.37%

Type of
Reporting
(12) Person (See
Instructions)
IN

CUSIP No:
04962H209

- Names of
(1) Reporting
Persons
Kimberly
Page
Check the
Appropriate
(2) Box if a
Member of a
Group (See
Instructions)

- (a) o
(b) o

- (3) SEC Use
Only

- Citizenship
(4) or Place of
Organization
United States
of America

- Number of (5) Sole Voting Power
Shares
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Person With

- (8) Shared Dispositive Power
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Amount
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Each
(9) Reporting
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Row (9)
(10) Excludes
Certain
Shares (See
Instructions)
o

Percent of
Class
(11) Represented
by Amount
in Row (9)
0.37%

Type of
Reporting
(12) Person (See
Instructions)
IN

CUSIP No:
04962H209

This Amendment No. 1 (this “Amendment”) amends the statement on Schedule 13G filed on November 9, 2017 (the “Original Schedule 13G”) with respect to the Common Stock, \$0.0001 par value (the “Common Stock”) of Atossa Genetics Inc., a Delaware 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 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.

The information as of the date of the event which requires filing of this statement 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. The percentage set forth in Row 11 of the cover page for each Reporting Person is based on 31,822,741 shares of Common Stock issued and outstanding as of December 22, 2017, as represented in the Company’s Prospectus Supplement on Form 424(b)(5) filed with the Securities and Exchange Commission on December 21, 2017.

As of the date of the event which requires filing of this statement, Iroquois Master Fund Ltd. (“Iroquois Master Fund”) held 118,144 shares of Common Stock. Mr. Abbe and Ms. Page share has the authority and responsibility for the investments made on behalf of Iroquois Master Fund. As such, Mr. Abbe and Ms. Page may each be deemed to be the beneficial owner of all shares of Common Stock held by Iroquois Master Fund. Iroquois is the investment manager for Iroquois Master Fund and Mr. Abbe is President of Iroquois. 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. Each of Iroquois Master Fund and Mr. Abbe and Ms. Page hereby disclaims any beneficial ownership of any such shares of Common Stock.

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 10. Certification

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By signing below each of the undersigned certifies that, to the best of its 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.

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 14, 2018

IROQUOIS CAPITAL MANAGEMENT
L.L.C.

By: /s/ Richard Abbe
Richard Abbe, Authorized Signatory

/s/ Richard Abbe
Richard Abbe

/s/ Kimberly Page
Kimberly Page