

Edgar Filing: ARMSTRONG ERNEST - Form SC 13D

ARMSTRONG ERNEST  
Form SC 13D  
January 28, 2004

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. )\*

Biogenetech Corp.

-----  
(Name of Issuer)  
Common Stock  
-----

(Title of Class of Securities)

09063N 10 4

-----  
(CUSIP Number)

Chaslav Radovich, 2445 McCabe Way, Suite 150, Irvine, CA 92614  
(949) 757-0001

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

October 8, 2003

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ ]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

\* 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 disclosures provided in a prior cover page.

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The information required on 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).

CUSIP No. 09063N 10 4  
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1. Names of Reporting Persons. I.R.S. Identification  
Nos. of above persons (entities only).

Ernest Armstrong  
-----  
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2. Check the Appropriate Box if a Member of a Group (See  
Instructions)

(a)  
-----

(b)  
-----  
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3. SEC Use Only  
-----  
-----

4. Source of Funds (See Instructions) 00  
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5. Check if Disclosure of Legal Proceedings Is Required  
Pursuant to Items 2(d) or 2(e)  
-----  
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6. Citizenship or Place of Organization U.S.  
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Number of 7. Sole Voting Power 100,000  
Shares -----  
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Beneficially	8.	Shared Voting Power	2,000,000
Owned by			-----
Each	9.	Sole Dispositive Power	100,000
Reporting			-----
Person	10.	Shared Dispositive Power	2,000,000
With			-----
	11.	Aggregate Amount Beneficially Owned by Each Reporting Person	2,100,000
			-----
	12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	-----
	13.	Percent of Class Represented by Amount in Row (11)	10.5%
			-----
	14.	Type of Reporting Person (See Instructions)	IN
			-----

ITEM 1. SECURITY AND ISSUER

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This statement relates to shares of the common stock, \$.001 par value of Biogentech Corp., a Nevada corporation (the "Issuer"). The principal executive offices of the Issuer are located at 2445 McCabe Way, Suite 150, Irvine, CA 92614.

ITEM 2. IDENTITY AND BACKGROUND

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- (a) Name: Ernest Armstrong
  - (b) Business Address: 2445 McCabe Way, Suite 150, Irvine, CA 92614
  - (c) Present Principal Occupation: Vice President of the Issuer.
  - (d) Disclosure of Criminal Proceedings: none
  - (e) Disclosure of Civil Proceedings: none

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(f) Citizenship: U.S.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Ernest Armstrong, Vice President of the Issuer, acquired 100,000 shares of the Issuer's shares in exchange for his shares of Biogenetech Inc. a privately held Nevada corporation that is the Issuer's wholly owned subsidiary on October 8, 2003 pursuant to a share exchange agreement. Mr. Armstrong owns 100,000 shares of the Issuer's common stock directly and personally, and 2,000,000 shares as sole owner of Gene Pharmaceuticals, LLC.

ITEM 4. PURPOSE OF TRANSACTION

Mr. Armstrong acquired 100,000 shares in exchange for his shares of Biogenetec Inc., pursuant to the share exchange agreement dated March 31, 2003 by which the Issuer acquired Biogenetec Inc. as a wholly owned subsidiary. Mr. Armstrong owns 100,000 shares of the Issuer's common stock directly and personally, and 2,000,000 shares as sole owner of Gene Pharmaceuticals, LLC.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Mr. Armstrong beneficially owns a total of 2,100,000 shares of the Issuer's common stock as follows:

(a) Ernest Armstrong, sole officer and director of the Issuer, owns 100,000 shares individually, which comprises 0.5% of the Issuer's outstanding common stock, and 2,000,000 shares as sole owner of Gene Pharmaceuticals, LLC. Gene Pharmaceuticals, LLC directly owns 2,000,000 shares of the Issuer's common stock which comprises 10% of the Issuer's total issued and outstanding shares.

(b) Ernest Armstrong has sole voting and dispositive power as to the 100,000 shares he owns individually and as to the 2,000,000 shares which he holds sole owner of Gene Pharmaceuticals, LLC.

(c) None.

(d) Not Applicable.

(e) Not Applicable.

ITEM 6. CONTACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

None.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

None.

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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.

January 23, 2004

-----  
Date

/s/ Ernest Armstrong

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Ernest Armstrong

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT  
CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001)