

GENETIC TECHNOLOGIES LTD

Form SC 13G

December 14, 2016

**CUSIP No. 37185R109 Schedule 13G** Page 1 of 9 Pages

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. \_\_)\***

**Genetic Technologies Limited**

(Name of Issuer)

**Ordinary Shares, no par value**

(Title of Class of Securities)

**37185R109**

(CUSIP Number)

**December 6, 2016**

(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).

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Names of Reporting Persons

1.

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

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

2. (a) ☐ (b) ☐

SEC Use Only

3.

Citizenship or Place of Organization

4.

**Delaware**

Sole Voting Power **0**

5.

Number of Shares Beneficially Owned by Each Reporting Person

Shared Voting Power **180,000,000 Shares (represented by 1,200,000 American Depositary Shares)**

6.

Sole Dispositive Power **0**

With

7.

Shared Dispositive Power **180,000,000 Shares (represented by 1,200,000 American Depositary Shares)**

8.

Aggregate Amount Beneficially Owned by Each Reporting Person

9.

**180,000,000 Shares (represented by 1,200,000 American Depositary Shares)**

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

Percent of Class Represented by Amount in Row 9

11.

**7.4%**

Type of Reporting Person (*See Instructions*)

12.

**OO**

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Names of Reporting Persons

1.

**Richard Abbe**

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

2. (a) ☐ (b) ☐

SEC Use Only

3.

Citizenship or Place of Organization

4.

**United States of America**

Sole Voting Power **60,000,000 Shares (represented by 400,000 American Depositary Shares)**

5.

Number of Shares Beneficially Owned by Each Reporting Person With  
6. Shared Voting Power **180,000,000 Shares (represented by 1,200,000 American Depositary Shares)**

7. Sole Dispositive Power **60,000,000 Shares (represented by 400,000 American Depositary Shares)**

8. Shared Dispositive Power **180,000,000 Shares (represented by 1,200,000 American Depositary Shares)**

Aggregate Amount Beneficially Owned by Each Reporting Person

9.

**240,000,000 Shares (represented by 1,600,000 American Depositary Shares)**

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (*See Instructions*) ☐  
Percent of Class Represented by Amount in Row 9

11.

**9.9%**

Type of Reporting Person (*See Instructions*)

12.

**IN; HC**

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**Item 1.**

Name of Issuer:

(a)

Genetic Technologies Limited

Address of Issuer's Principal Executive Offices:

(b)

60-66 Hanover Street

Fitzroy, Victoria, 3065, Australia

**Item 2.**

(a) Name of Person Filing:

(b) Address of Principal Business Office or, if None, Residence:

Citizenship:

This Schedule 13G is being filed on behalf of (i) Iroquois Capital Management L.L.C., a Delaware limited liability company ("**Iroquois**"), and (ii) Richard Abbe, an individual who is a citizen of the United States of America ("**Mr. Abbe**," together with Iroquois, the "**Reporting Persons**").

(c)

The Reporting Persons have entered into a Joint Filing Agreement, a copy of which is filed with this Schedule 13G as Exhibit 1, pursuant to which the Reporting Persons have agreed to file this Schedule 13G jointly in accordance with the provisions of Rule 13d-1(k) of the Securities Exchange Act of 1934, as amended.

The principal business office of all of the Reporting Persons is 205 East 42nd Street, 20th Floor, New York, NY 10017.

Title of Class of Securities:

(d)

Ordinary Shares, no par value

CUSIP Number:

(e)

37185R109

**If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:**

**Item 3.**

Not applicable.

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

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- (d) o Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
  - (e) o An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
  - (f) o An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
  - (g) o A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
  - (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
  - (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
  - (j) o A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
  - (k) o Group, in accordance with § 240.13d-1(b)(1)(ii)(K).
- If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

#### 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.

As of the date hereof, Mr. Abbe may be deemed to be the beneficial owner of 240,000,000 ordinary shares of the issuer, represented by 1,600,000 American Depositary Shares (“ADSs”), each which represents 150 ordinary shares of the issuer. Of such shares, 180,000,000 ordinary shares, represented by 1,200,000 ADSs, are held by Iroquois Master Fund Ltd. (“**Iroquois Master Fund**”), and 60,000,000 ordinary shares, represented by 400,000 ADSs, are held by Iroquois Capital Investment Group LLC (“**ICIG**”). Such ordinary shares held by Mr. Abbe represent beneficial ownership of approximately 9.9% of the issuer’s ordinary shares, based on (1) 2,435,282,724 ordinary shares issued and outstanding as reported in the issuer’s Prospectus Supplement filed with the Securities and Exchange Commission on December 5, 2016.

Mr. Abbe has the authority and responsibility for the investments made on behalf of the Fund and ICIG. As such, Mr. Abbe may be deemed to be the beneficial owner of all ordinary shares held by the Fund and ICIG. Iroquois is the investment manager of Iroquois Master Fund.





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**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 ☐.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

See Exhibit 1.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**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: December 14, 2016

IROQUOIS CAPITAL  
MANAGEMENT L.L.C.

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

/s/ Richard Abbe  
Richard Abbe

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EXHIBIT INDEX

Exhibit 1 Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

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**Exhibit 1**

JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k)(1)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained herein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Date: December 14, 2016

IROQUOIS CAPITAL  
MANAGEMENT L.L.C.

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

/s/ Richard Abbe  
Richard Abbe