

GENETIC TECHNOLOGIES LTD
Form 20-F/A
November 04, 2016

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

FORM 20-F/A

☐ **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OF
THE SECURITIES EXCHANGE ACT OF 1934**

OR

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended June 30, 2016

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

OR

☐ **SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of event requiring this shell company report

For the transition period from to

Commission file number 0-51504

GENETIC TECHNOLOGIES LIMITED
(Exact name of Registrant as specified in its charter)

N/A

(Translation of Registrant's name into English)

AUSTRALIA

(Jurisdiction of incorporation or organization)

60-66 Hanover Street, Fitzroy, Victoria, 3065, Australia

Telephone: 011 61 3 8412 7000; Facsimile: 011 61 3 8412 7040

(Address of principal executive offices)

Kevin Fischer

Telephone: 011 61 3 8412 7000; Facsimile: 011 61 3 8412 7040

Email: kevin.fischer@gtglabs.com

60-66 Hanover Street, Fitzroy, Victoria, 3065, Australia

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act. **None**

Securities registered or to be registered pursuant to Section 12(g) of the Act.

American Depositary Shares each representing 150 Ordinary Shares

and evidenced by American Depositary Receipts

Title of each Class

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Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act. **None**

Number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

1,715,282,724 Ordinary Shares

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

☐ Yes ☒ No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

☐ Yes ☒ No

Note: Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☒

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP ☐

International Financial Reporting Standards as issued
by the International Accounting Standards Board ☒

Other ☐

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If ☐ Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

☐ Item 17 ☐ Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

☐ Yes ☒ No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

☐ Yes ☐ No

EXPLANATORY NOTE

This Form 20-F/A amends our Annual Report on Form 20-F for the year ended June 30, 2016 (" Annual Report "), as filed with the U.S. Securities and Exchange Commission (the " Commission ") on October 28, 2016 (the " Original Filing ") and is being filed to replace Exhibit 23.01 (Consent of Independent Registered Public Accounting Firm) of the Original Filing, in order to correct a typographical error with respect to the date of PricewaterhouseCoopers' audit report contained in that Exhibit.

Other than as expressly set forth above, this amendment does not, and does not purport to, amend, restate, or update the information contained in the Annual Report, or reflect any events that have occurred after the Annual Report was filed. As a result, our Annual Report, as amended hereby, continues to speak as of the initial filing date of our Annual Report.

Item 19. Exhibits

The following documents are filed as exhibits to this Annual Report on Form 20-F:

- 1.1 Constitution of the Registrant.++
- 2.1 Deposit Agreement, dated as of January 14, 2002, by and among Genetic Technologies Limited, The Bank of New York Mellon, as Depositary, and the Owners and Holders of American Depositary Receipts (such agreement is incorporated herein by reference to the Registration Statement on Form F-6 relating to the ADSs (File No. 333-14270) filed with the Commission on January 14, 2002).
- 2.2. The total indebtedness authorized under any instrument relating to long term debt of the Company does not exceed 10% of our total consolidated assets. Any instrument relating to indebtedness will be supplied to the Commission upon its request.
- 4(A).1 Staff Share Plan 2001 dated November 30, 2001. +
- 4(B).1 Lease over premises in Fitzroy, Victoria, Australia with an effective date of September 1, 2015+++
- 4(B).2 Amendment to lease over premises in Charlotte, North Carolina, USA with an effective date of November 1, 2016++++
- 12.01 Section 302 Certification
- 12.02 Section 302 Certification
- 13.01 Section 1350 Certification
- 13.02 Section 1350 Certification
- 23.01 Consent of PricewaterhouseCoopers

+ Previously filed with the Company's Registration Statement on Form 20-F (File No. 0-51504), filed with the Commission on August 19, 2005 and incorporated herein by reference.

++ Previously filed with the Company's Registration Statement on Form 20-F (File No. 0-51504), filed with the Commission on December 21, 2010 and incorporated herein by reference.

+++ Previously filed with the Company's Registration Statement on Form 20-F (File No. 0-51504), filed with the Commission on November 13, 2015 and incorporated herein by reference.

++++ Previously filed with the Company's Registration Statement on Form 20-F, filed with the Commission on October 28, 2016 and incorporated herein by reference.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Form 20-F/A on its behalf.

GENETIC TECHNOLOGIES LIMITED

Dated: **November 4, 2016**

By: /s/ Mr. Eutillio Buccilli
Name: Mr. Eutillio Buccilli
Title: Chief Executive Officer