

SENESCO TECHNOLOGIES INC  
Form 424B3  
February 14, 2014

**Prospectus Supplement filed pursuant to Rule 424(b)(3)**

**Registration Statement Nos. 333-191785 and 333-192787**

PROSPECTUS SUPPLEMENT NO. 1 DATED FEBRUARY 14, 2014

(To Prospectus Dated December 11, 2013)

**SENESCO TECHNOLOGIES, INC.**

This is a supplement (“Prospectus Supplement No. 1”) to our prospectus, dated December 11, 2013 (the “Prospectus”), relating to the offer and sale of 180,000 units, consisting of, in the aggregate, 1,800,000 shares of our common stock, par value \$0.01 per share, Series A Warrants to purchase 1,800,000 shares of our common stock, Series B Warrants to purchase 1,800,000 shares of our common stock, Series C Warrants to purchase 1,800,000 shares of our common stock and up to 5,400,000 shares of common stock underlying the Series A Warrants, Series B Warrants and Series C Warrants, to purchasers in this offering.

This Prospectus Supplement No. 1 is not complete without, and may not be delivered or utilized except in connection with, the Prospectus, including any amendments or supplements thereto.

**Quarterly Report on Form 10-Q for Fiscal Quarter Ended December 31, 2013**

On February 14, 2014, we filed with the Securities and Exchange Commission a quarterly report on Form 10-Q for the fiscal quarter ended December 31, 2013. The quarterly report, as filed (but without the exhibits filed with the Form 10-Q), is set forth below.

The information contained in this Prospectus Supplement No. 1 supplements and supersedes, in relevant part, the information contained in the Prospectus, as amended and supplemented. This Prospectus Supplement No. 1 is incorporated by reference into, and should be read in conjunction with, the Prospectus, as amended and supplemented, and is not complete without, and may not be delivered or utilized except in connection with, the Prospectus, as amended and supplemented.

The Prospectus, together with Prospectus Supplement No. 1, constitutes the prospectus required to be delivered by Section 5(b) of the Securities Act of 1933, as amended, with respect to offers and sales of the securities as set forth in the Prospectus, as amended and supplemented. All references in the Prospectus to “this prospectus” are amended to read “this prospectus (as supplemented and amended).”

**INVESTING IN OUR SECURITIES INVOLVES A HIGH DEGREE OF RISK. YOU SHOULD CONSIDER CAREFULLY THE RISK FACTORS BEGINNING ON PAGE 5 OF THE PROSPECTUS BEFORE PURCHASING ANY OF THE SECURITIES OFFERED.**

**NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS SUPPLEMENT NO. 1. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

The date of this Prospectus Supplement No. 1 is dated February 14, 2014

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

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES  
EXCHANGE ACT OF 1934

**For the quarterly period ended December 31, 2013**

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 001-31326

**SENESCO TECHNOLOGIES, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation or  
organization)

**84-1368850**  
(IRS Employer Identification No.)

**721 Route 202/206, Suite 130**  
**Bridgewater, New Jersey 08807**  
(Address of principal executive offices)

**(908) 864-4444**  
(Registrant's telephone number, including area code)

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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes:

No:

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of “accelerated filer”, “large accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes:

No:

5,042,275 shares of the issuer’s common stock, par value \$0.01 per share, were outstanding as of January 31, 2014.

SENESCO TECHNOLOGIES, INC. AND SUBSIDIARY  
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**PART I. FINANCIAL INFORMATION.**

**Item 1. Financial Statements (Unaudited).**

Certain information and footnote disclosures required under United States generally accepted accounting principles have been condensed or omitted from the following consolidated financial statements pursuant to the rules and regulations of the Securities and Exchange Commission. However, Senesco Technologies, Inc., a Delaware corporation, and its wholly owned subsidiary, Senesco, Inc., a New Jersey corporation (collectively, “Senesco” or the “Company”), believe that the disclosures are adequate to assure that the information presented is not misleading in any material respect.

The results of operations for the interim periods presented herein are not necessarily indicative of the results to be expected for the entire fiscal year.

**SENESCO TECHNOLOGIES, INC. AND SUBSIDIARY**  
**(A DEVELOPMENT STAGE COMPANY)**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

	December 31, 2013	June 30, 2013
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 6,121,895	\$ 1,602,294
Prepaid research supplies and expenses	1,488,465	1,919,220
<b>Total Current Assets</b>	<b>7,610,360</b>	<b>3,521,514</b>
Equipment, furniture and fixtures, net	3,512	4,555
Intangible assets, net	3,482,388	3,566,497
Security deposit	5,171	5,171
<b>TOTAL ASSETS</b>	<b>\$ 11,101,431</b>	<b>\$ 7,097,737</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable	\$ 477,628	\$ 637,320
Accrued expenses	616,903	387,540
Line of credit	2,187,082	2,187,082
<b>Total Current Liabilities</b>	<b>3,281,613</b>	<b>3,211,942</b>
Other liabilities	99,728	99,728
<b>TOTAL LIABILITIES</b>	<b>3,381,341</b>	<b>3,311,670</b>
<b>COMMITMENTS</b>		
<b>STOCKHOLDERS' EQUITY:</b>		
Convertible preferred stock, \$0.01 par value, authorized 5,000,000 shares Series A 10,297 shares issued and 580 and 800 shares outstanding, respectively (liquidation preference of \$594,500 and \$820,000 at December 31, 2013 and June 30, 2013, respectively)	6	8
Common stock, \$0.01 par value, authorized 500,000,000 shares, issued and outstanding 4,957,275 and 2,272,062, respectively	49,573	22,721
Capital in excess of par	85,542,557	