

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

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

(a)

(b)

- (3) SEC Use Only

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

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

- Aggregate Amount Beneficially Owned by Each Reporting Person
- (9) 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

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

(a)   
(b)

- (3) SEC Use Only

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

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

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

- Aggregate Amount Beneficially Owned by Each 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

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 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