

ProtoKinetix, Inc.  
Form SC 13G/A  
February 14, 2012

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FORM SC 13G/A

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G/A

Amendment No.6

PROTOKINETIX INC  
(Name of Issuer)

Common Stock, \$0.0000053 par value per share  
(Title of Class of Securities)

743722100  
(CUSIP Number)

December 31, 2011  
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

(Page 1 of 9 Pages)

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\*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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1 NAMES OF REPORTING PERSONS  
 Empire Capital Management, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

5 SOLE VOTING POWER  
 0

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
 6 SHARED VOTING POWER  
 4,653,000 Shares of Common Stock

7 SOLE DISPOSITIVE POWER  
 0

8 SHARED DISPOSITIVE POWER  
 4,653,000 Shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 4,653,000 Shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 4.9%

12 TYPE OF REPORTING PERSON  
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1	NAMES OF REPORTING PERSONS Scott A. Fine	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
	5	SOLE VOTING POWER 0
6	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SHARED VOTING POWER 4,653,000 Shares of Common Stock
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 4,653,000 Shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,653,000 Shares of Common Stock	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.9%	
12	TYPE OF REPORTING PERSON IN	

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1	NAMES OF REPORTING PERSONS Peter J. Richards	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
	5	SOLE VOTING POWER 0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER 4,653,000 Shares of Common Stock
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 4,653,000 Shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,653,000 Shares of Common Stock	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES <input type="checkbox"/> CERTAIN SHARES	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.9%	
12	TYPE OF REPORTING PERSON IN	

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This statement on Schedule 13G (the "Schedule 13G") relates to the Common Stock (as defined below) of the Company (as defined below).

Item 1 (a). NAME OF ISSUER.

The name of the issuer is PROTOKINETIX INC (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

The Company's principal executive offices are located at 2225 Folkstone Way, West Vancouver, British Columbia, Canada V7S 2Y6.

Item 2 (a). NAME OF PERSON FILING:

This statement is filed by:

- (i) Empire Capital Management, LLC, a Delaware limited liability company ("Empire Management") with respect to the shares of Common Stock directly held by Empire Capital Partners, LP ("Empire Onshore"), Empire Capital Partners, LTD ("Empire Offshore"), Empire Capital Partners Enhanced Master Fund, LTD ("Empire Enhanced Master" and together, the "Empire Investment Funds") and Charter Oak Partners, LP, Charter Oak Partners II LP and Charter Oak Master Fund Ltd (the "Charter Oak Funds");
- (ii) Mr. Scott A. Fine ("Mr. Fine"), with respect to the shares of Common Stock directly held by Empire Management. Mr. Fine disclaims beneficial ownership of the shares of Common Stock reflected in this filing, except with respect to any pecuniary interest in such securities; and
- (iii) Mr. Peter J. Richards ("Mr. Richards"), with respect to the shares of Common Stock directly held by Empire Management. Mr. Richards disclaims beneficial ownership of the shares of Common Stock reflected in this filing, except to the extent with respect to any pecuniary interest in such securities.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons."

Empire Management serves as the investment manager to and has investment discretion over the securities held by the Empire Investment Funds and the Charter Oak Funds. Empire GP serves as the general partner of Empire Onshore. Empire GP has retained Empire Management to serve as investment

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manager to Empire Onshore. Mr. Fine and Mr. Richards are the only Managing Members of Empire Management and the only Managing Partners of Empire GP.

The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of any shares of Common Stock owned by another Reporting Person.

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Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The address of the business office of each of the Reporting Persons is 1 Gorham Island, Suite 201, Westport, CT 06880.

Item 2(c). CITIZENSHIP:

Each of Empire GP and Empire Management is a limited liability company organized under the laws of the State of Delaware. Mr. Fine and Mr. Richards are each a United States citizen.

Item 2(d). TITLE OF CLASS OF SECURITIES:

Common stock, no par value per share (the "Common Stock").

Item 2(e). CUSIP NUMBER:  
743722100

Item 3. 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:

- (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);
- (d) .. Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) .. Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) .. Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) .. Parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) .. Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) .. 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) .. Non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);

(k)      " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J),  
please  
specify the type of institution:

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Item 4. OWNERSHIP.

The percentages set forth in this Schedule 13G are calculated based upon 95,712,433 shares of Common Stock issued and outstanding, which is the number of shares of Common Stock issued and outstanding as of November 9, 2011 as reported by the Company in its Form 10-Q for the period ended September 30, 2011 filed on November 14, 2011.

The information as of the filing date required by Items 4(a) – (c) is set forth in Rows 5 – 11 of the cover page for each Reporting Person and is incorporated herein by reference for each such Reporting Person.

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 [X].

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.

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Note applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.



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Item 10. CERTIFICATION.

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person 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.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 14, 2012

By: /s/ Scott A. Fine  
Name: Scott. A. Fine  
Title: Individually, and as Managing Partner of Empire GP, L.L.C.  
and Managing Member of Empire Capital Management, L.L.C.

/s/ Peter J. Richards  
Name: Peter J. Richards  
Title: Individually, and as  
Managing Partner of Empire GP, L.L.C. and Managing Member of Empire  
Capital Management, L.L.C.

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EXHIBIT 1

JOINT ACQUISITION STATEMENT

PURSUANT TO RULE 13d-1(k)

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 acquisition 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 or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: February 14, 2012

By: /s/ Scott A. Fine  
Name: Scott. A. Fine  
Title: Individually, and as Managing Partner of Empire GP, L.L.C.  
and Managing Member of Empire Capital Management, L.L.C.

/s/ Peter J. Richards  
Name: Peter J. Richards  
Title: Individually, and as  
Managing Partner of Empire GP, L.L.C. and Managing Member of Empire  
Capital Management, L.L.C.

