

Synthetic Biologics, Inc.
Form SC 13G/A
February 14, 2019

**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)*

Synthetic Biologics, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

87164U102

(CUSIP Number)

December 31, 2018

(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: 87164U102

Names of
Reporting
Persons

(1) 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

Citizenship

(4) or Place of
Organization
Delaware

(5) Sole Voting Power
0

Shared Voting Power
320,516 shares of Common Stock

(6) 818,260 shares of Common Stock issuable upon conversion of Preferred Stock (See Item 4)*

Number of Shares 1,130,195 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*

Beneficially

Owned by

Each

Reporting

Person With

(7) Sole Dispositive Power
0

Shared Dispositive Power
320,516 shares of Common Stock

(8) 818,260 shares of Common Stock issuable upon conversion of Preferred Stock (See Item 4)*

1,130,195 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*

(9) Aggregate Amount Beneficially Owned by Each Reporting Person
320,516 shares of Common Stock

818,260 shares of Common Stock issuable upon conversion of Preferred Stock (See Item 4)*

1,130,195 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*

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

(11) Percent of Class Represented by Amount in Row (9)

9.99%

(12) Type of Reporting Person (See Instructions)

OO

* A As more fully described in Item 4, the shares of Preferred Stock are subject to a 9.99% blocker and the Warrants are subject to a 9.99% blocker, and the percentage set forth in row (11) gives effect to such blockers. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full conversion and exercise of such reported securities and do not give effect to such blockers. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blockers, is less than the number of securities reported in rows (6), (8) and (9).

CUSIP No: 87164U102

Names of
Reporting

(1) Persons

Richard

Abbe

Check the
Appropriate

(2) Box if a
Member of a
Group (See
Instructions)

(a)

(b)

(3) SEC Use
Only

Citizenship
or Place of

(4) Organization
United States
of America

Sole Voting Power
376,384 shares of Common Stock

(5) 1,070,435 shares of Common Stock issuable upon conversion of Preferred Stock (See Item 4)*

1,478,501 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*

Shared Voting Power
320,516 shares of Common Stock

Number of (6) 818,260 shares of Common Stock issuable upon conversion of Preferred Stock (See Item 4)*
Shares

Beneficially 1,130,195 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
Owned by

Each Sole Dispositive Power
Reporting 376,384 shares of Common Stock

Person With (7) 1,070,435 shares of Common Stock issuable upon conversion of Preferred Stock (See Item 4)*

1,478,501 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*

Shared Dispositive Power
320,516 shares of Common Stock

(8) 818,260 shares of Common Stock issuable upon conversion of Preferred Stock (See Item 4)*

1,130,195 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*

(9) Aggregate Amount Beneficially Owned by Each Reporting Person
696,900 shares of Common Stock

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1,888,695 shares of Common Stock issuable upon conversion of Preferred Stock (See Item 4)*

2,608,696 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o

(11) Percent of Class Represented by Amount in Row (9)
9.99%

(12) Type of Reporting Person (See Instructions)
IN; HC

* A As more fully described in Item 4, the shares of Preferred Stock are subject to a 9.99% blocker and the Warrants are subject to a 9.99% blocker, and the percentage set forth in row (11) gives effect to such blockers. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full conversion and exercise of such reported securities and do not give effect to such blockers. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blockers, is less than the number of securities reported in rows (6), (8) and (9).

CUSIP No: 87164U102

Names of
Reporting

(1) Persons

Kimberly
Page

Check the
Appropriate

(2) Box if a
Member of a
Group (See
Instructions)

(a)

(b)

(3) SEC Use
Only

Citizenship
or Place of

(4) Organization
United States
of America

(5) Sole Voting Power
0

Shared Voting Power
320,516 shares of Common Stock

(6) 818,260 shares of Common Stock issuable upon conversion of Preferred Stock (See Item 4)*

Number of Shares Beneficially Owned by Each Reporting Person With

1,130,195 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*

Owned by

Each Reporting Person With

(7) Sole Dispositive Power
0

Shared Dispositive Power
320,516 shares of Common Stock

(8) 818,260 shares of Common Stock issuable upon conversion of Preferred Stock (See Item 4)*

1,130,195 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*

(9) Aggregate Amount Beneficially Owned by Each Reporting Person
320,516 shares of Common Stock

818,260 shares of Common Stock issuable upon conversion of Preferred Stock (See Item 4)*

1,130,195 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*

- (10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
- (11) Percent of Class Represented by Amount in Row (9)
9.99%
- (12) Type of Reporting Person (See Instructions)
IN

* A As more fully described in Item 4, the shares of Preferred Stock are subject to a 9.99% blocker and the Warrants are subject to a 9.99% blocker, and the percentage set forth in row (11) gives effect to such blockers. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full conversion and exercise of such reported securities and do not give effect to such blockers. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blockers, is less than the number of securities reported in rows (6), (8) and (9).

This Amendment No. 1 (this “Amendment”) amends the statement on Schedule 13G filed on October 18, 2018 (the “Original Schedule 13G”) with respect to the Common Stock, \$0.001 par value (the “Common Stock”) of Synthetic Biologics, Inc., a Nevada 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 Item 4 in its 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 13,483,976 shares of Common Stock outstanding as of November 7, 2018 as reported in the Company’s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018 filed with the Securities and Exchange Commission on November 8, 2018, and assumes the exercise of the Company’s reported warrants (the “Reported Warrants”) and the conversion of the Company’s reported preferred stock (the “Reported Preferred Stock”), subject to the Blockers (as defined below).

Pursuant to the terms of (i) the certificate of designations containing the terms of the Reported Preferred Stock, the Reporting Persons cannot convert the Reported Preferred Stock to the extent the Reporting Persons would beneficially own, after any such conversion, more than 9.99% of the outstanding shares of Common Stock (the “Preferred Stock Blockers”) and (ii) the Reported Warrants, the Reporting Persons cannot exercise the Reported Warrants to the extent the Reporting Persons would beneficially own, after any such exercise, more than 9.99% of the outstanding shares of Common Stock (the “Warrant Blockers” and collectively with the Preferred Stock Blockers, the “Blockers”), and the percentage set forth in Row 11 of the cover page for each Reporting Person gives effect to the Blockers. Consequently, as of the date of the event which requires the filing of this statement, the Reporting Persons were not able to exercise all of the Reported Preferred Stock or any of the Reported Warrants due to the Blockers.

As of the date of the event which requires filing of this statement, Iroquois Master Fund Ltd. (“Iroquois Master Fund”) held 320,516 shares of Common Stock, 941 shares of Reported Preferred Stock convertible into 818,260 shares of Common Stock and warrants to purchase 1,130,195 shares of Common Stock and Iroquois Capital Investment Group LLC (“ICIG”) held 376,384 shares of Common Stock, 1,231 shares of Reported Preferred Stock convertible into 1,070,435 shares of Common Stock and warrants to purchase 1,478,501 shares of Common Stock.

Mr. Abbe shares authority and responsibility for the investments made on behalf of Iroquois Master Fund with Ms. Kimberly Page, each of whom is a director of the 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, and underlying the Reported Preferred Stock and Reported Warrants (each subject to the Blockers) held by, Iroquois Master Fund. Iroquois Capital is the

investment advisor for Iroquois Master Fund and Mr. Abbe is the President of Iroquois Capital. Mr. Abbe has the sole authority and responsibility for the investments made on behalf of ICIG. As such, Mr. Abbe may be deemed to be the beneficial owner of all shares of Common Stock held by, and underlying the Reported Preferred Stock and Reported Warrants (each subject to the Blockers) held by, Iroquois Master Fund and ICIG. 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 the Reporting Persons hereby disclaims any beneficial ownership of any such shares of Common Stock except to the extent of their pecuniary interest therein.

Item 10. Certification

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.

SIGNATURES

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, 2019

IROQUOIS CAPITAL
MANAGEMENT L.L.C.

By: /s/ Richard Abbe
Richard Abbe, President

/s/ Richard Abbe
Richard Abbe

/s/ Kimberly Page
Kimberly Page