

ATOSSA GENETICS INC
Form SC 13G/A
January 19, 2018
**SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549**

**SCHEDULE
13G**

Under the
Securities
Exchange Act of
1934

(Amendment No.
1)*

Atossa Genetics
Inc.
(Name of Issuer)

Common Stock,
\$0.015 par value
(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 13G is
filed:

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

(Page 1 of 6
Pages)

*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).

1

Empery Asset
Management, LP
CHECK

2

3

SEC USE ONLY
CITIZENSHIP OR
PLACE OF

4

5 SOLE
VOTING
POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

6

7

8

9

-0-

10	CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY
11	AMOUNT IN ROW (9)
12	0.00% TYPE OF REPORTING PERSON PN

CUSIP No. 04962H209 13G Page 3 of 6 Pages

1	NAMES OF REPORTING PERSONS
2	Ryan M. Lane CHECK THE APPROPRIATE BOX IF A MEMBER (b) " "
3	OF A GROUP SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	United States SOLE VOTING POWER
5	SHARED VOTING POWER
6	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
7	-0- SOLE DISPOSITIVE POWER
8	SHARED DISPOSITIVE POWER
9	-0- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	-0-

10	CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY
11	AMOUNT IN ROW (9)
12	0.00% TYPE OF REPORTING PERSON IN

NAMES OF
REPORTING
PERSONS

Martin D. Hoe

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

SEC USE ONLY

CITIZENSHIP OR
PLACE OF
ORGANIZATION

United States

5 SOLE
VOTING
POWER

6 SHARED
VOTING
POWER

7 -0-
SOLE
DISPOSITIVE
POWER

8 SHARED
DISPOSITIVE
POWER

-0-

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

-0-

10	CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY
11	AMOUNT IN ROW (9)
12	0.00% TYPE OF REPORTING PERSON IN

CUSIP No. 04962H209 13G Page 5 of 6 Pages

This Amendment No. 1 (this "Amendment") amends the statement on Schedule 13G filed on October 31, 2017 (the "Original Schedule 13G", as amended, the "Schedule 13G"), with respect to shares of Common Stock, \$0.015 par value (the "Common Stock"), of Atossa Genetics Inc. (the "Company"). Capitalized terms used herein and not otherwise defined in this Amendment have the meanings set forth in the Schedule 13G. This Amendment amends and restates Items 4 and 5 in their entirety as set forth below.

Item 4. OWNERSHIP.

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 20, 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.

The Investment Manager, which serves as the investment manager to the Empery Funds, may be deemed to be the beneficial owner of all shares of Common Stock held by the Empery Funds. Each of the Reporting Individuals, as Managing Members of the General Partner of the Investment Manager with the power to exercise investment discretion, may be deemed to be the beneficial owner of all shares of Common Stock held by the Empery Funds. 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 Empery Funds and the Reporting Individuals 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: [X]

CUSIP No. 04962H209 13G Page 6 of 6 Pages

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: January 19, 2018

EMPERY ASSET MANAGEMENT, LP

By: EMPERY AM GP, LLC, its General Partner

By: /s/ Ryan M. Lane

Name: Ryan M. Lane

Title: Managing Member

/s/ Ryan M. Lane

Ryan M. Lane

/s/ Martin D. Hoe

Martin D. Hoe