# SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

# **SCHEDULE 13G/A**

(Amendment No. 1) (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

# **Evoke Pharma, Inc**

(Name of Issuer)

Common Stock, \$.0001 par value (Title of Class of Securities)

30049G104 (CUSIP Number)

**December 31, 2016** (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)

CUSIP No. 30049G104	13G/A
GC511 110, 500 15G10 1	150/11

1	NAME OF REPORTING PERSONS			
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)			
	Anson I	ur	nds Management LP	
2	CHECK	ГΗ	E APPROPRIATE BOX IF A MEMBER OF A GROUP*	
	(a) □	(t	o) $\square$	
3	SEC USE	. O	NLY	
4	CITIZEN	SH	IP OR PLACE OF ORGANIZATION	
	_			
	Texas			
		5	SOLE VOTING POWER	
			0	
	IBER OF	6	SHARED VOTING POWER	
SHARES 6 SHARED VOTING POWER BENEFICIALLY				
OWNED BY			648,650	
	ACH	7	SOLE DISPOSITIVE POWER	
REPORTING				
PERSON			0	
V	VITH	8	SHARED DISPOSITIVE POWER	
			648,650	
9	AGGREC	GA7	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	C 40 CE0			
10	648,650			
10	CHECK	BU.	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □	
11	PERCEN	T C	OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	4.9% **			
12	TYPE OF	R	EPORTING PERSON*	
	IA, PN			
l	1/1, F IV			

SEE INSTRUCTIONS BEFORE FILLING OUT SEE ITEM 4(b).

CUSIP No. 30049G104	13G/

1	NAME OF REPORTING PERSONS				
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
	Ancon N	/I as	nagement GP LLC		
2			E APPROPRIATE BOX IF A MEMBER OF A GROUP*		
_	(a) □		) $\square$		
	. ,	•			
3	SEC USE	O	NLY		
4	CITIZEN	SH	IP OR PLACE OF ORGANIZATION		
	Texas				
	101100	5	SOLE VOTING POWER		
NUM	IBER OF		0		
	IARES	6	SHARED VOTING POWER		
BENEFICIALLY		C40 CF0			
	NED BY ACH	7	648,650 SOLE DISPOSITIVE POWER		
	ORTING	/	SOLE DISPOSITIVE POWER		
PERSON			0		
WITH		8	SHARED DISPOSITIVE POWER		
			648,650		
9	AGGREC	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	648,650				
10			X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □		
10	CHECK	50.	A II THE AGGREGATE AMOUNT IN NOW (3) EACEODES CENTAIN SHARES —		
11	PERCEN	T C	OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
	4.9% **				
12	TYPE OF	RI	EPORTING PERSON*		
	HC 00				
I	HC, 00				

SEE INSTRUCTIONS BEFORE FILLING OUT SEE ITEM 4(b).

CUSIP No. 30049G104	13G/A
GC511 110, 500 15G10 1	150/11

1	NAME OF REPORTING PERSONS				
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
	Bruce R. Winson				
2			E APPROPRIATE BOX IF A MEMBER OF A GROUP*		
_	(a) □		o) $\square$		
	,	•			
3	SEC USE	(O	NLY		
4	CITIZEN	SH	IP OR PLACE OF ORGANIZATION		
	United 9	Sta	tes Citizen		
	Office	วเล 5	SOLE VOTING POWER		
		J	SOLE VOTING FOWER		
	TREE OF		0		
_	IBER OF L IARES	6	SHARED VOTING POWER		
BENEFICIALLY					
OWNED BY			648,650		
	ACH	7	SOLE DISPOSITIVE POWER		
REPORTING PERSON					
	VITH		0		
VVIIII		8	SHARED DISPOSITIVE POWER		
			C40 CE0		
9	A C C D E C	٦ ٨ ٦	648,650 E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
9	AGGREC	JΑI	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	648,650	)			
10	-		X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □		
11	PERCEN	T C	OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
	4.9% **				
12	TYPE OF	R	EPORTING PERSON*		
	IIC IN				
1	HC, IN				

SEE INSTRUCTIONS BEFORE FILLING OUT SEE ITEM 4(b).

CUSIP No. 30049G104	13G/

1	NAME OF REPORTING PERSONS				
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
	Anson A	١d٠	visors Inc.		
2			E APPROPRIATE BOX IF A MEMBER OF A GROUP*		
_	(a) □		o)		
3	SEC USE	(O	NLY		
4	CITIZEN	SH	IP OR PLACE OF ORGANIZATION		
	Ontario	. C	anada		
		5			
NIIM	IBER OF		0		
	ARES	6	SHARED VOTING POWER		
BENEFICIALLY					
OWNED BY			648,650		
EACH REPORTING		7	SOLE DISPOSITIVE POWER		
PERSON			0		
	WITH		SHARED DISPOSITIVE POWER		
		8	SHARED DISPOSITIVE POWER		
			648,650		
9	AGGREO	GΑΊ	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	648,650	)			
10	CHECK	ВО	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □		
11	PERCEN	T C	OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
	4.9% **				
12			EPORTING PERSON*		
12	I I PE OF	· K	ELOKTHAO LEKOOIA.		
	CO				
i					

SEE INSTRUCTIONS BEFORE FILLING OUT SEE ITEM 4(b).

CUSIP No. 30049G104	13G/

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)			
	Adam S	pe	ars	
2	CHECK (a) □		E APPROPRIATE BOX IF A MEMBER OF A GROUP* □	
3	SEC USE	OI	NLY	
4	CITIZEN	SH	IP OR PLACE OF ORGANIZATION	
	Canadia	n (	Citizen	
		5	SOLE VOTING POWER	
NIIM	IBER OF		0	
SHARES		6	SHARED VOTING POWER	
BENEFICIALLY OWNED BY			648,650	
	ACH ORTING	7	SOLE DISPOSITIVE POWER	
PERSON			0	
V	VITH	8	SHARED DISPOSITIVE POWER	
			648,650	
9	AGGREC	GΑΊ	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	648,650			
10	CHECK I	30	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □	
11	PERCEN	T C	OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	4.9% **			
12			EPORTING PERSON*	
	TNI			

SEE INSTRUCTIONS BEFORE FILLING OUT SEE ITEM 4(b).

CUSIP No. 30049G104	13G/A

1 NAME OF REPORTING PERSONS  LR.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  Moez Kassam  2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) □ (b) □  3 SEC USE ONLY  4 CITIZENSHIP OR PLACE OF ORGANIZATION  Canadian Citizen  5 SOLE VOTING POWER  0 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON 0  8 SHARED VOTING POWER  648,650  9 AGGRECATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  648,650  10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9  4.9% **  12 TYPE OF REPORTING PERSON*					
Moez Kassam  2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)	1				
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a)		I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)			
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a)					
(a)   (b)      3		Moez K	ass	sam	
3 SEC USE ONLY  4 CITIZENSHIP OR PLACE OF ORGANIZATION Canadian Citizen  5 SOLE VOTING POWER  0 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  8 SHARED DISPOSITIVE POWER  648,650  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 648,650  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*	2	CHECK '	ГΗ	E APPROPRIATE BOX IF A MEMBER OF A GROUP*	
4 CITIZENSHIP OR PLACE OF ORGANIZATION  Canadian Citizen    5   SOLE VOTING POWER     0     SHARES     6   SHARED VOTING POWER     648,650     7   SOLE DISPOSITIVE POWER     648,650     9   AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON     648,650     9   AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON     648,650     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% **		(a) 🗆	(t	o) $\square$	
4 CITIZENSHIP OR PLACE OF ORGANIZATION  Canadian Citizen    5   SOLE VOTING POWER     0     SHARES     6   SHARED VOTING POWER     648,650     7   SOLE DISPOSITIVE POWER     648,650     9   AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON     648,650     9   AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON     648,650     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% **					
Canadian Citizen    Sole Voting Power   0	3	SEC USE	[O	NLY	
Canadian Citizen    Sole Voting Power   0					
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  8 SHARED DISPOSITIVE POWER  648,650  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 648,650  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*	4	CITIZEN	SH	IP OR PLACE OF ORGANIZATION	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  8 SHARED DISPOSITIVE POWER 648,650  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 648,650  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*					
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  8 SHARED DISPOSITIVE POWER  648,650  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 648,650  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*		Canadia	ın (	Citizen	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  8 SHARED DISPOSITIVE POWER 648,650  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 648,650  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*					
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  8 SHARED DISPOSITIVE POWER  648,650  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 648,650  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% **			_		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  8 SHARED DISPOSITIVE POWER  648,650  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 648,650  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% **				0	
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  8 SHARED DISPOSITIVE POWER  648,650  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 648,650  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*			6		
OWNED BY EACH REPORTING PERSON WITH  8 SHARED DISPOSITIVE POWER 648,650  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 648,650  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*	_	_	U	SIMILED VOTING TOWER	
EACH REPORTING PERSON WITH  8 SHARED DISPOSITIVE POWER 648,650  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 648,650  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*					
REPORTING PERSON WITH  8 SHARED DISPOSITIVE POWER 648,650  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 648,650  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*		L	7		
PERSON WITH  8 SHARED DISPOSITIVE POWER  648,650  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  648,650  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*			/	SOLE DISPOSITIVE POWER	
WITH  8 SHARED DISPOSITIVE POWER  648,650  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  648,650  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*					
648,650  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  648,650  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*	TAZITI U				
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 648,650 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*		, , , , , ,	8	SHARED DISPOSITIVE POWER	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 648,650 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*					
648,650  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*				· · · · · · · · · · · · · · · · · · ·	
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*	9	AGGREC	GAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
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*					
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  4.9% **  12 TYPE OF REPORTING PERSON*					
4.9% **  12 TYPE OF REPORTING PERSON*	10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □			
4.9% **  12 TYPE OF REPORTING PERSON*					
12 TYPE OF REPORTING PERSON*	11	PERCEN	T C	DF CLASS REPRESENTED BY AMOUNT IN ROW 9	
12 TYPE OF REPORTING PERSON*					
		4.9% **			
	12	TYPE OF	7 R	EPORTING PERSON*	
		IN			

SEE INSTRUCTIONS BEFORE FILLING OUT SEE ITEM 4(b).

#### **SCHEDULE 13G/A**

This Amendment No. 1 (this "Amendment") to Schedule 13G (the "Schedule 13G") is being filed on behalf of Anson Funds Management LP (d/b/a Anson Group), a Texas limited partnership, Anson Management GP LLC, a Texas limited liability company, Mr. Bruce R. Winson, the principal of Anson Funds Management LP and Anson Management GP LLC, Anson Advisors Inc. (d/b/a Anson Funds), an Ontario, Canada corporation, Mr. Adam Spears, a director of Anson Advisors Inc., and Mr. Moez Kassam, a director of Anson Advisors Inc., relating to Common Stock, \$.0001 par value (the "Common Stock"), of Evoke Pharma, Inc., a Delaware corporation (the "Issuer").

This Amendment relates to Common Stock of the Issuer purchased by a private fund to which Anson Funds Management LP and Anson Advisors Inc. serve as co-investment advisors (the "Fund"). Anson Funds Management LP and Anson Advisors Inc. serve as co-investment advisors to the Fund and may direct the vote and disposition of the 648,650 shares of Common Stock held by the Fund. As the general partner of Anson Funds Management LP, Anson Management GP LLC may direct the vote and disposition of the 648,650 shares of Common Stock held by the Fund. As the principal of Anson Funds Management LP and Anson Management GP LLC, Mr. Winson may direct the vote and disposition of the 648,650 shares of Common Stock held by the Fund. As directors of Anson Advisors Inc., Mr. Spears and Mr. Kassam may each direct the vote and disposition of the 648,650 shares of Common Stock held by the Fund.

This Amendment amends and restates the Schedule 13G as set forth below.

#### Item 1(a) Name of Issuer.

Evoke Pharma, Inc.

#### Item 1(b) Address of Issuer's Principal Executive Offices.

505 Lomas Santa Fe Drive, Suite 270 Solana Beach, California 92075

## Item 2(a) Name of Person Filing.

Anson Funds Management LP, Anson Management GP LLC, Mr. Bruce R. Winson, Anson Advisors Inc., Mr. Adam Spears and Mr. Moez Kassam

# Item 2(b) Address of Principal Business Office, or, if none, Residence.

For Anson Funds Management LP, Anson Management GP LLC and Mr. Winson:

5950 Berkshire Lane, Suite 210 Dallas, Texas 75225

For Anson Advisors Inc., Mr. Spears and Mr. Kassam:

155 University Ave, Suite 207 Toronto, ON M5H 3B7

Item 2(c)		Citizenship or Place of Organization.
		Anson Funds Management LP is a limited partnership organized under the laws of the State of Texas. Anson Management GP LLC is a limited liability company organized under the laws of the State of Texas. Mr. Winson is a United States citizen. Anson Advisors Inc. is a corporation organized under the laws of Ontario, Canada. Mr. Spears and Mr. Kassam are each Canadian citizens.
Item 2(d)		Title of Class of Securities.
		Common Stock, \$.0001 par value (the "Common Stock").
Item 2(e)		CUSIP Number.
		30049G104
Item 3		Reporting Person.
If this s	tatem	ent is filed pursuant to Rule 13d-1(b), or 13d-2(b), 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)	$\boxtimes$	An investment advisor in accordance with §240.13d-1(b)(1)(ii)(E).
(f)		An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
(g)	$\boxtimes$	A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
(h)		A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
(i)		A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
(j)		Group, in accordance with §240.13d-1(b)(1)(ii)(J).

## Item 4 Ownership.

- (a) Anson Funds Management LP, Anson Management GP LLC, Mr. Winson, Anson Advisors Inc., Mr. Spears and Mr. Kassam are the beneficial owners of 648,650 shares of Common Stock held by the Fund. This amount consists of 648,650 shares of Common Stock receivable by the Fund upon exercise of presently held warrants. The Reporting Persons are prohibited from exercising the presently held warrants to obtain ownership in excess of 4.99% of the outstanding shares of Common Stock of the Issuer.
- (b) Anson Funds Management LP, Anson Management GP LLC, Mr. Winson, Anson Advisors Inc., Mr. Spears and Mr. Kassam are the beneficial owners of 4.9% of the outstanding shares of Common Stock. This percentage is determined by dividing 648,650 by the sum of (i) 12,350,360, the number of shares of Common Stock issued and outstanding as of November 4, 2016, as reported in the Issuer's Form 10-Q filed on November 9, 2016 and (ii) 648,650, the number of shares of Common Stock receivable by the Fund upon exercise of presently held warrants.
- (c) Anson Funds Management LP and Anson Advisors Inc., as the co-investment advisors to the Fund, may direct the vote and disposition the 648,650 shares of Common Stock held by the Fund. Anson Management GP LLC, as the general partner of Anson Funds Management LP, may direct the vote and disposition the 648,650 shares of Common Stock held by the Fund. As the principal of Anson Funds Management LP and Anson Management GP LLC, Mr. Winson may direct the vote and disposition of the 648,650 shares of Common Stock held by the Fund. Mr. Spears and Mr. Kassam, each as a director of Anson Advisors Inc., may direct the vote and disposition the 648,650 shares of Common Stock held by the Fund.

# 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 Persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following  $\boxtimes$ .

Item 6 Ownership of More Than Five Percent on Behalf of Another Person.

Inapplicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported On by the Parent Holding Company.

Inapplicable.

#### Item 8 Identification and Classification of Members of the Group.

Inapplicable.

# Item 9 Notice of Dissolution of Group.

Inapplicable.

#### Item 10 Certification.

For Anson Funds Management LP, Anson Management GP LLC and Mr. Winson:

By signing below each of the Reporting Persons certifies that, to the best of such person's knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and were not acquired and were 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.

For the Anson Advisors Inc., Mr. Spears and Mr. Kassam:

By signing below each of the Reporting Persons certifies that, to the best of such person's 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, 2017

# ANSON FUNDS MANAGEMENT LP

By: Anson Management GP LLC, its general partner

By: /s/ Bruce R. Winson

Bruce R. Winson Manager

# ANSON MANAGEMENT GP LLC

By: /s/ Bruce R. Winson

Bruce R. Winson Manager

/s/ Bruce R. Winson

Bruce R. Winson

# ANSON ADVISORS INC.

By: /s/ Adam Spears

Adam Spears Director

By: /s/ Moez Kassam

Moez Kassam Director

/s/ Adam Spears

Adam Spears

/s/ Moez Kassam

Moez Kassam