

AmpliPhi Biosciences Corp

Form SC 13G/A

January 30, 2017

SECURITIES

AND

EXCHANGE

COMMISSION

Washington,

D.C. 20549

SCHEDULE

13G

Under the

Securities

Exchange Act of

1934

(Amendment No.

1)*

AmpliPhi

Biosciences

Corporation

(Name of Issuer)

Common Stock,

\$0.01 par value

(Title of Class of

Securities)

03211P202

(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 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).

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1	NAMES OF REPORTING PERSONS
2	Empery Asset Management, LP CHECK THE APPROPRIATE BOX IF A MEMBER (b) " " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
5	Delaware NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
	SOLE VOTING POWER SHARED VOTING POWER
6	1,494,334 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
7	SOLE DISPOSITIVE POWER
8	SHARED DISPOSITIVE

POWER

1,494,334
 shares of
 Common Stock
 issuable upon
 exercise of
 Warrants (See
 Item 4)*

AGGREGATE
 AMOUNT
 BENEFICIALLY
 OWNED BY EACH
 REPORTING
 PERSON

9

 1,494,334 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
 PERCENT OF
 CLASS
 REPRESENTED BY
 11
 AMOUNT IN ROW
 (9)

12

 4.99% (See Item 4)*
 TYPE OF
 REPORTING
 PERSON

PN

* As more fully described in Item 4, the Warrants are subject to a 4.99% blocker and the percentage set forth in row (11) gives effect to such blocker. 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 exercise of such reported securities and do not give effect to such blocker. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blocker, is less than the number of securities reported in rows (6), (8) and (9).

NUMBER OF	United States
SHARES	SOLE
BENEFICIALLY 5	VOTING
OWNED BY	POWER
EACH	
REPORTING	SHARED
PERSON WITH	VOTING
	POWER

7 SOLE
DISPOSITIVE
POWER

8 SHARED DISPOSITIVE POWER

1,494,505
shares of
Common Stock
issuable upon
exercise of
Warrants (See
Item 4)*

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

9

1,494,505 shares of
Common Stock
issuable upon exercise
of Warrants (See Item
4)*

10

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)

11

EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

12

4.99% (See Item 4)*
TYPE OF
REPORTING
PERSON

IN

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1	NAMES OF REPORTING PERSONS
	Martin D. Hoe
2	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " "
3	OF A GROUP
4	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
	SOLE VOTING POWER
	SHARED VOTING POWER
6	1,494,505 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
7	SOLE DISPOSITIVE POWER
8	SHARED DISPOSITIVE POWER

1,494,505
shares of
Common Stock
issuable upon
exercise of
Warrants (See
Item 4)*

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

9

1,494,505 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
PERCENT OF
CLASS

11

REPRESENTED BY
AMOUNT IN ROW
(9)

12

4.99% (See Item 4)*
TYPE OF
REPORTING
PERSON

IN

* As more fully described in Item 4, the Warrants are subject to a 4.99% blocker and the percentage set forth in row (11) gives effect to such blocker. 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 exercise of such reported securities and do not give effect to such blocker. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blocker, 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 June 6, 2016 (the "Original Schedule 13G" as amended, the "Schedule 13G"), with respect to shares of Common Stock, \$0.01 par value (the "Common Stock"), of AmpliPhi Biosciences Corporation (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 16,742,240 shares of Common Stock issued and outstanding as of November 17, 2016, as disclosed in the Prospectus Supplement filed with the Securities and Exchange Commission pursuant to Rule 424(b)(4) on November 17, 2016, and assumes the exercise of the Reported Warrants subject to the Blockers (as defined below).

Pursuant to the terms of the Reported Warrants, the Reporting Persons cannot exercise any of the Reported Warrants to the extent the Reporting Persons would beneficially own, after any such exercise, more than 4.99% of the outstanding shares of Common Stock (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 Warrants due to the Blockers.

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, and underlying the Reported Warrants (subject to the Blockers) 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, and underlying the Reported Warrants (subject to the Blockers) 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 disclaim 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]

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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 30, 2017

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