

Genesis Pharmaceuticals Enterprises, Inc.  
Form S-1/A  
October 06, 2008

As filed with the Securities and Exchange Commission on October 6, 2008

Registration No. 333-152328

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**AMENDMENT NO. 2  
TO**

**FORM S-1**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**GENESIS PHARMACEUTICALS ENTERPRISES, INC.**

**Florida**

**2834**

**65-1130026**

(State or Other Jurisdiction of  
Incorporation or Organization)

(Primary Standard Industrial  
Classification Code Number)

(I.R.S. Employer Identification  
Number)

**Middle Section, Longmao Street,  
Area A, Laiyang Waixiangxing Industrial Park  
Laiyang City, Yantai, Shandong Province, PRC 265200  
+86 535 7282997**

*(Address, including zip code, and telephone number including area code, of Registrant's principal executive offices)*

**Wubo Cao  
Chief Executive Officer  
Genesis Pharmaceuticals Enterprises, Inc.  
Middle Section, Longmao Street,  
Area A, Laiyang Waixiangxing Industrial Park  
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Approximate date of commencement of proposed sale to the public: From time to time after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.  x

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  o

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  o

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer  Smaller Reporting Company  x

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box.  o

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**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share (2)</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common Stock, \$.001 par value per share	321,498(3) \$	7.00 \$	2,250,486 \$	88.44
Common Stock, \$.001 par value per share	1,498,921(4) \$	7.00 \$	10,492,447 \$	412.36
<b>TOTAL</b>	<b>1,820,419(4) \$</b>	<b>—\$</b>	<b>12,742,933 \$</b>	<b>500.80(5)</b>

(1) Pursuant to Rule 416 of the Securities Act of 1933, as amended, the shares of common stock offered hereby also include such presently indeterminate number of shares of our common stock as shall be issued by us to the selling shareholders as a result of stock splits, stock dividends or similar transactions.

(2) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(c) under the Securities Act of 1933, as amended based on the average of the bid and asked prices, as reported on the Over the Counter Bulletin Board on September 30, 2008.

(3) The 321,498 shares of common stock are being registered for resale by the Selling Stockholders named in this registration statement, which shares are issuable by the registrant upon the exercise of the Company's warrants issued in November 2007.

(4) The 1,498,921 shares of common stock are being registered for resale by the Selling Stockholders named in this registration statement, which shares are issuable by the registrant upon the exercise of the Company's Class A Warrants issued in May 2008.

(5) Registration fee of \$2,248.15 was previously paid.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Commission, acting pursuant to said section 8(a), may determine.

**The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.**

**Subject To Completion, Dated October 6, 2008**

**Preliminary Prospectus**

**GENESIS PHARMACEUTICALS ENTERPRISES, INC.**

**1,820,419 Shares of Common Stock**

This prospectus relates to the sale of up to a total of 1,820,419 shares of common stock of Genesis Pharmaceuticals Enterprises, Inc., a Florida corporation, that may be sold from time to time by the selling stockholders named in this prospectus on page 28 (“Selling Stockholders”) consisting of (i) 321,498 shares issuable upon the exercise of the Company’s warrants issued in November 2007 (the “November Warrants”) at an exercise price of \$8.00 per share and (ii) 1,498,921 shares issuable upon the exercise of the Company’s Class A Warrants (the “Class A Warrants”) issued in May 2008 at an exercise price of \$10.00 per share.

We will not receive any of the proceeds from the sale of shares by the Selling Stockholders. However, we will receive the proceeds from any exercise of the November Warrants and/or the Class A Warrants to purchase shares to be sold hereunder to the extent that the Selling Stockholders do not perform cashless exercises. See “Use of Proceeds.”

The prices at which the Selling Stockholders may sell their shares will be determined by the prevailing market price for the shares or in privately negotiated transactions. Information regarding the Selling Stockholders and the times and manner in which they may offer and sell the shares under this prospectus is provided under “Selling Stockholders” and “Plan of Distribution” in this prospectus.

Our common stock is traded in the over-the-counter market and prices are reported on the Over-The-Counter (“OTC”) Bulletin Board under the symbol “GNPH”. The last closing price of our common stock on September 30, 2008 was \$7.00. You are urged to obtain current market quotations of our common stock before purchasing any of the shares being offered for sale pursuant to this prospectus.

**THIS INVESTMENT INVOLVES A HIGH DEGREE OF RISK. YOU SHOULD PURCHASE SHARES ONLY IF YOU CAN AFFORD A COMPLETE LOSS OF YOUR INVESTMENT. SEE “RISK FACTORS” BEGINNING ON PAGE 10 FOR A DISCUSSION OF RISKS APPLICABLE TO US AND AN INVESTMENT IN OUR COMMON STOCK.**

**NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THESE SECURITIES, OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

**The date of this prospectus is \_\_\_\_\_, 2008**

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## PROSPECTUS SUMMARY

*This summary highlights selected information appearing elsewhere in this prospectus. While this summary highlights what we consider to be the most important information about us, you should carefully read this prospectus and the registration statement of which this prospectus is a part in their entirety before investing in our common stock, especially the risks of investing in our common stock, which we discuss later in “Risk Factors,” and our consolidated financial statements and related notes beginning on page F-1. Unless the context requires otherwise, the words “we,” the “company,” “us,” and “our” refer to Genesis Pharmaceuticals Enterprises, Inc. and our subsidiaries.*

*Unless indicated otherwise, all information in this prospectus gives effect to a 1-for-40 reverse split of our outstanding and authorized shares of common stock effected on September 3, 2008. The reverse stock split did not affect the par value per share of our common stock.*

### The Company

#### Overview

We operate, control and beneficially own the pharmaceutical business of Laiyang Jiangbo. Laiyang Jiangbo researches, develops, manufactures, markets and sells pharmaceutical products and health supplements in the PRC. From our inception in 2001 until our acquisition of Karmoya International Ltd. (“Karmoya”) in October 2007, we were a business development and marketing firm specializing in advising and providing turn-key solutions for Chinese small and mid-sized companies entering Western markets.

#### Corporate Structure

The following diagram illustrates our corporate structure:

## About the Offering

On May 30, 2008, we entered into a Securities Purchase Agreement, pursuant to which, on May 30, 2008, we sold to the selling stockholders in this offering \$30,000,000 principal amount of our Notes and Class A Warrants to purchase 75,000,000 shares of our common stock, equivalent to 1,875,000 post-split shares, in transactions exempt from registration under the Securities Act.

On November 6, 2007, we entered into a Securities Purchase Agreement with Pope Investments, LLC, one of the selling stockholders in this offering, pursuant to which, on November 7, 2007, we issued and sold to Pope Investments, LLC, \$5,000,000 principal amount of our Debentures and November Warrants to purchase 10,000,000 shares of our common stock, equivalent to 250,000 post-split shares (later adjusted to 16,000,000 shares of our common stock, equivalent to 400,000 post-split shares) in transactions exempt from registration under the Securities Act.

The terms of these transactions are described in greater detail later in this prospectus beginning on page 48.

This prospectus covers the resale of 1,820,419 shares of our common stock by the selling stockholders, consisting of:

- 321,498 shares issuable upon the exercise of the November Warrants at an exercise price of \$8.00 per share,
- 1,498,921 shares issuable upon the exercise of the Class A Warrants at an exercise price of \$10.00 per share.

Because of the large number of shares underlying (i) the November Warrants and debenture issued by us in a November 2007 private placement and (ii) the Class A Warrants and notes issued by us in a May 2008 private placement, we are only registering a portion of such shares, equal to one-third of the shares of our common stock held by non-affiliates prior to this offering.

The selling stockholders may resell their shares from time to time, including through broker-dealers, at prevailing market prices. We will not receive any proceeds from the resale of our shares by the selling stockholders. However, we will receive the proceeds from any exercise of November Warrants and/or Class A Warrants to purchase shares to be sold in this offering to the extent that the selling stockholders do not perform cashless exercises. We will pay all of the fees and expenses associated with registration of the shares covered by this prospectus.

## Executive Offices

Our executive offices are located at Middle Section Longman Street, Area A, Laiyang Waixiangxing Industrial Park, Laiyang City, Yantai, Shandong Province, PRC 265200. Our telephone number is 86-535-7282997. Our corporate website is [www.genesis-china.net](http://www.genesis-china.net). Information contained on or accessed through our website is not intended to constitute and shall not be deemed to constitute part of this prospectus.

## THE OFFERING

Common Stock being offered by Selling Stockholders	Up to 1,820,419 shares
OTCBB Symbol	GNPH
Risk Factors	The securities offered by this prospectus are speculative and involve a high degree of risk and investors purchasing securities should not purchase the securities unless they can afford the loss of their entire investment. See “Risk Factors” beginning on page 7.

### **CERTAIN DISCLOSURE REGARDING CONVERSION OF THE DEBENTURES AND NOTES AND EXERCISE OF NOVEMBER WARRANTS AND CLASS A WARRANTS**

*Unless otherwise indicated, the share amounts and prices set forth in this section have not been adjusted to reflect the 1-for-40 reverse stock split effected on September 3, 2008.*

The total dollar value dollar value of the common stock underlying the 6% Convertible Subordinate Debentures due November 30, 2010 (the “Debentures”) and the common stock purchase warrants (the “November Warrants”) issued in connection with the Company’s November 2007 private placement was \$12,000,000 on November 7, 2007. This number is based on the contractually agreed minimum number of underlying securities to be registered for resale at such time (30,000,000) and the market price per share (\$0.40) for the Company’s common stock on November 7, 2007, the date of issuance of the Debentures and November Warrants.

The total dollar value dollar value of the common stock underlying the 6% Convertible Notes due May 30, 2010 (the “Notes”) and the common stock purchase warrants (the “Class A Warrants”) issued in connection with the Company’s May 2008 private placement was \$67,500,000 as of May 30, 2008. This number is based on the contractually agreed minimum number of underlying securities to be registered for resale at such time (225,000,000) and the market price per share (\$0.30) for the Company’s common stock on May 30, 2008, the date of issuance of the Notes and Class A Warrants.

#### November 2007 private placement

The following are tables disclosing the dollar amount of each payment made or required to be made by the Company to any selling shareholder or any affiliate of a selling shareholder. There are no other persons involved in the transaction with whom any selling shareholder has a contractual relationship.

Gross proceeds from issuance of the Debentures: