

Edgar Filing: Cobalis Corp - Form SC 13D/A

Cobalis Corp
Form SC 13D/A
September 21, 2005

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 5) *

Cobalis Corp.

(Name of Issuer)
Common Stock

(Title of Class of Securities)

19074Y 20 5

(CUSIP Number)

Chaslav Radovich, 2445 McCabe Way, Suite 150, Irvine, CA 92614
(949) 757-0001

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

September 13, 2005

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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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CUSIP No. 19074Y 20 5

| | | | |
|--------------|-----|---|-----------|
| | 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). Gene Pharmaceuticals, LLC (EIN: 88-0376017) | |
| | 2. | Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b) | |
| | 3. | SEC Use Only | |
| | 4. | Source of Funds (See Instructions) OO | |
| | 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | |
| | 6. | Citizenship or Place of Organization | Nevada |
| Number of | 7. | Sole Voting Power | 1,694,083 |
| Shares | | | ----- |
| Beneficially | 8. | Shared Voting Power | ----- |
| Owned by | | | |
| Each | 9. | Sole Dispositive Power | 1,694,083 |
| Reporting | | | ----- |
| Person | 10. | Shared Dispositive Power | ----- |
| With | | | |
| | 11. | Aggregate Amount Beneficially Owned by Each Reporting Person | 1,694,083 |
| | 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | |
| | 13. | Percent of Class Represented by Amount in Row (11) | 6.5% |
| | 14. | Type of Reporting Person (See Instructions) | CO |

ITEM 1. SECURITY AND ISSUER

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This statement relates to shares of the common stock, \$.001 par value of Cobalis Corp., a Nevada corporation (the "Issuer"). The principal executive offices of the Issuer are located at 2445 McCabe Way, Suite 150, Irvine, CA 92614.

ITEM 2. IDENTITY AND BACKGROUND

- (a) Name: Gene Pharmaceuticals, LLC
(b) Business Address: 2445 McCabe Way, Suite 150,
Irvine, CA 92614
(c) Present Principal Occupation: Pharmaceutical research and development.
(d) Disclosure of Criminal Proceedings: none
(e) Disclosure of Civil Proceedings: none
(f) Citizenship: Nevada

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

On September 13, 2005, Gene Pharmaceuticals, LLC transferred 12,000 shares of the Issuer's common stock that it owned to Ernest Armstrong as partial repayment of loans made by Mr. Armstrong to Gene Pharmaceuticals; the shares were valued at \$0.50 per share, the market price of the Issuer's stock on the date of the transaction. Also on September 13, 2005, Gene Pharmaceuticals, LLC, transferred 110,000 shares to a third-party lender, as collateral for a loan of \$25,000 to Gene Pharmaceuticals, LLC, or \$.23 per share. These transactions leave Gene Pharmaceuticals, LLC with 1,694,083 shares of the Issuer's common stock. Mr. Armstrong is the managing member of Gene Pharmaceuticals, and is an officer and director of the Issuer.

ITEM 4. PURPOSE OF TRANSACTION

On September 13, 2005, Gene Pharmaceuticals, LLC transferred 12,000 shares of the Issuer's common stock that it owned to Ernest Armstrong as partial repayment of loans made by Mr. Armstrong to Gene Pharmaceuticals; the shares were valued at \$0.50 per share, the market price of the Issuer's common stock on the date of the transaction. Also on September 13, 2005, Gene Pharmaceuticals transferred 110,000 shares to a third-party lender as collateral for a loan of \$25,000 to Gene Pharmaceuticals, LLC, or approximately \$.23 per share. These transactions leave Gene Pharmaceuticals, LLC with 1,694,083 shares of the Issuer's common stock.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Gene Pharmaceuticals, LLC beneficially owns a total of 1,694,083 shares of the Issuer's common stock as follows:

- (a) Gene Pharmaceuticals, LLC owns 1,694,083 shares of the Issuer's common stock, which comprises 6.5% of the Issuer's total issued and outstanding shares.
(b) Gene Pharmaceuticals, LLC has sole voting and dispositive power as to the 1,694,083 shares it owns.
(c) On September 13, 2005, Gene Pharmaceuticals, LLC transferred 12,000 shares of the Issuer's common stock that it owned to Ernest Armstrong as partial repayment of loans made by Mr. Armstrong to Gene Pharmaceuticals; the shares were valued at \$0.50 per share. Also on September 13, 2005, Gene Pharmaceuticals transferred 110,000 shares of the Issuer's common stock that it owned to leaving Gene Pharmaceuticals, LLC with 1,694,083 shares of the Issuer's common stock.

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(d) Not Applicable.

(e) Not Applicable.

ITEM 6. CONTACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

None.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

None.

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.

September 20, 2005

Date

/s/ Ernest Armstrong

Ernest Armstrong, managing member

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)