

Intellipharmaeutics International Inc.

Form SC 13G/A

February 01, 2019

**SECURITIES**

**AND**

**EXCHANGE**

**COMMISSION**

**Washington, D.C.**

**20549**

**SCHEDULE 13G**

Under the Securities

Exchange Act of

1934

(Amendment No.

1)\*

Intellipharmaeutics

International Inc.

(Name of Issuer)

Common Stock, no

par value

(Title of Class of

Securities)

458173309

(CUSIP Number)

December 31, 2018

(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)

\*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** NAMES OF REPORTING PERSONS

Empery Asset Master, Ltd.

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

**3** SEC USE ONLY CITIZENSHIP OR PLACE OF

**4** ORGANIZATION

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

Cayman Islands

**5** SOLE VOTING POWER

**6** 1,563,001 shares of Common Stock issuable upon exercise of Warrants (See Item 4)\*

**7** SOLE DISPOSITIVE POWER

**8** SHARED DISPOSITIVE POWER

1,563,001 shares of Common Stock issuable upon

exercise of  
Warrants (See  
Item 4)\*  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9

1,563,001 shares of  
Common Stock  
issuable upon exercise  
of Warrants (See Item  
4)\*

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

10

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

11

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

12

OO

\* 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 blockers. 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 blockers. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blockers, is less than the number of securities reported in rows (6), (8) and (9).

**1** NAMES OF REPORTING PERSONS

Empery Tax Efficient II, LP

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

**3** SEC USE ONLY CITIZENSHIP OR PLACE OF

**4** ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**5** SOLE VOTING POWER

**6** 244,678 shares of Common Stock issuable upon exercise of Warrants (See Item 4)\*

**7** SOLE DISPOSITIVE POWER

**8** SHARED DISPOSITIVE POWER

244,678 shares of Common Stock issuable upon exercise of Warrants

(See Item 4)\*

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9

244,678 shares of  
Common Stock  
issuable upon exercise  
of Warrants (See Item  
4)\*

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..

10

ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

11

REPRESENTED BY  
AMOUNT IN ROW  
(9)

4.99% (See Item 4)\*

TYPE OF  
REPORTING  
PERSON

12

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 blockers. 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 blockers. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blockers, is less than the number of securities reported in rows (6), (8) and (9).

|          |   |
|----------|---|
| <b>1</b> | NAMES OF REPORTING PERSONS  |
|          | Empery Asset Management, LP   |
| <b>2</b> | CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP                            |
| <b>3</b> | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION                                 |
|          | Delaware  |
| <b>5</b> | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH                 |
|          | SOLE VOTING POWER   |
| <b>6</b> | 2,046,800 shares of Common Stock issuable upon exercise of Warrants (See Item 4)* |
| <b>7</b> | SOLE DISPOSITIVE POWER  |
| <b>8</b> | SHARED DISPOSITIVE POWER  |
|          | 2,046,800 shares of Common Stock issuable upon                                    |

exercise of  
Warrants (See  
Item 4)\*  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9

2,046,800 shares of  
Common Stock  
issuable upon exercise  
of Warrants (See Item  
4)\*

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

10

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

11

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

12

PN

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|          |   |
|----------|---|
| <b>1</b> | NAMES OF REPORTING PERSONS  |
|          | Ryan M. Lane  |
| <b>2</b> | CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP                            |
| <b>3</b> | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION                                 |
|          | United States   |
| <b>5</b> | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH                 |
|          | SOLE VOTING POWER   |
|          | 895 shares of Common Stock  |
| <b>6</b> | 2,046,800 shares of Common Stock issuable upon exercise of Warrants (See Item 4)* |
| <b>7</b> | SOLE DISPOSITIVE POWER  |
| <b>8</b> | SHARED DISPOSITIVE POWER  |
|          | 895 shares of Common Stock  |

2,046,800  
 shares of  
 Common Stock  
 issuable upon  
 exercise of  
 Warrants (See  
 Item 4)\*

AGGREGATE  
 AMOUNT  
 BENEFICIALLY  
 OWNED BY EACH  
 REPORTING  
 PERSON

**9** 895 shares of  
 Common Stock

2,046,800 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)

4.99% (See Item 4)\*  
 TYPE OF  
 REPORTING  
**12** 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 blockers. 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 blockers. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blockers, is less than the number of securities reported in rows (6), (8) and (9).



|           |   |
|-----------|---|
| <b>1</b>  | NAMES OF REPORTING PERSONS  |
| <b>2</b>  | Martin D. Hoe<br>CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP           |
| <b>3</b>  | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION                                 |
| <b>4</b>  | United States   |
| <b>5</b>  | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH                 |
| <b>6</b>  | SOLE VOTING POWER   |
| <b>7</b>  | SHARED VOTING POWER   |
| <b>8</b>  | 2,046,800 shares of Common Stock issuable upon exercise of Warrants (See Item 4)* |
| <b>9</b>  | SOLE DISPOSITIVE POWER  |
| <b>10</b> | SHARED DISPOSITIVE POWER  |
| <b>11</b> | 2,046,800 shares of Common Stock issuable upon exercise of                        |

Warrants (See  
Item 4)\*  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9

2,046,800 shares of  
Common Stock  
issuable upon exercise  
of Warrants (See Item  
4)\*

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

10

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

11

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

12

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 blockers. 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 blockers. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blockers, is less than the number of securities reported in rows (6), (8) and (9).

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This Amendment No. 1 (this "Amendment") amends the statement on Schedule 13G filed on November 30, 2018 (the "Original Schedule 13G" and the Original Schedule 13G as amended, the "Schedule 13G"), with respect to shares of Common Stock, no par value (the "Common Shares"), of Intellipharmaeutics International 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 5,181,648 shares of Common Stock issued and outstanding as of October 12, 2018 as represented in the Company's Prospectus Supplement on Form 424(b)(4) filed with the Securities and Exchange Commission on October 15, 2018 plus 2,775,648 shares of Common Stock issued on October 16, 2018 as represented in the Company's Current Report on Form 6-K filed on October 17, 2018, and assumes the exercise of the Company's reported warrants (the "Reported Warrants") subject to the Blockers (as defined below).

Pursuant to the terms of the Reported Warrants, the Reporting Persons cannot exercise 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 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 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 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]

**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: February 1, 2019

EMPERY ASSET MASTER, LTD.  
By: EMPERY ASSET MANAGEMENT, LP  
By: EMPERY AM GP, LLC, its General Partner

By: /s/ Ryan M. Lane  
Name: Ryan M. Lane  
Title: Managing Member

EMPERY TAX EFFICIENT II, LP  
By: EMPERY ASSET MANAGEMENT, LP  
By: EMPERY AM GP, LLC, its General Partner

By: /s/ Ryan M. Lane  
Name: Ryan M. Lane  
Title: Managing Member

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