

Trovogene, Inc.
Form SC 13G/A
February 12, 2019
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(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)

(Amendment No. 2)¹

Trovogene, Inc.
(Name of Issuer)

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

897238408
(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 is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

¹ 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.

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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*).

CUSIP NO. 897238408

1	NAME OF REPORTING PERSON
	Bigger Capital Fund, LP
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
	(b)
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
	SOLE VOTING POWER
	0 shares
6	SHARED VOTING POWER
	1,227,833*
7	SOLE DISPOSITIVE POWER
	0 shares
8	SHARED DISPOSITIVE POWER
	1,227,833*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	1,227,833*
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

12 5.1% *
TYPE OF REPORTING
PERSON

PN

*Includes 1,200,000 shares of Common Stock underlying certain warrants, exercisable at \$1.10 per share, a portion of which are not currently exercisable due to the exercise limitation, which provides that the warrants may not be exercised if, after such exercise, the Reporting Persons or affiliates of the Reporting Person would beneficially own more than 4.99% of the number of shares of Common Stock outstanding. 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). Includes warrants to purchase 27,833 shares of Common Stock at an exercise price of \$3.60 per share.

CUSIP NO. 897238408

1	NAME OF REPORTING PERSON	
	Bigger Capital Fund GP, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)
		(b)
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
		0 shares
6		SHARED VOTING POWER
		1,227,833*
7		SOLE DISPOSITIVE POWER
		0 shares
8		SHARED DISPOSITIVE POWER
		1,227,833*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,227,833*	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

12 5.1% *
TYPE OF REPORTING
PERSON

OO

*Includes 1,200,000 shares of Common Stock underlying certain warrants, exercisable at \$1.10 per share, a portion of which are not currently exercisable due to the exercise limitation, which provides that the warrants may not be exercised if, after such exercise, the Reporting Persons or affiliates of the Reporting Person would beneficially own more than 4.99% of the number of shares of Common Stock outstanding. 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). Includes warrants to purchase 27,833 shares of Common Stock at an exercise price of \$3.60 per share.

CUSIP NO. 897238408

1	NAME OF REPORTING PERSON	
	District 2 Capital Fund LP	
2	CHECK THE APPROPRIATE BOX IF A (a) MEMBER OF A GROUP (b)	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares SHARED VOTING POWER 250,000 shares * SOLE DISPOSITIVE POWER 0 shares SHARED DISPOSITIVE POWER 250,000 shares *
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	250,000 shares *

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
12	1.1% * TYPE OF REPORTING PERSON
	PN

*Consists of 250,000 shares of Common Stock underlying certain warrants, exercisable at \$1.10 per share, a portion of which may not be currently exercisable due to the exercise limitation, which provides that the warrants may not be exercised if, after such exercise, the Reporting Persons or affiliates of the Reporting Persons would beneficially own more than 4.99% of the number of shares of Common Stock outstanding. 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).

CUSIP NO. 897238408

1	NAME OF REPORTING PERSON	
	District 2 Capital LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)
		(b)
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
NUMBER OF	5	SOLE VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		0 shares
	6	SHARED VOTING POWER
		250,000 shares *
	7	SOLE DISPOSITIVE POWER
		0 shares
	8	SHARED DISPOSITIVE POWER
		250,000 shares *
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10	250,000 shares *	

CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(9) EXCLUDES
CERTAIN
SHARES

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

1.1% *

12 TYPE OF REPORTING
PERSON

PN

*Consists of 250,000 shares of Common Stock underlying certain warrants, exercisable at \$1.10 per share, a portion of which may not be currently exercisable due to the exercise limitation, which provides that the warrants may not be exercised if, after such exercise, the Reporting Persons or affiliates of the Reporting Persons would beneficially own more than 4.99% of the number of shares of Common Stock outstanding. 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).

CUSIP NO. 897238408

1	NAME OF REPORTING PERSON	
	District 2 GP LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)
		(b)
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
		0 shares
6		SHARED VOTING POWER
		250,000 shares *
7		SOLE DISPOSITIVE POWER
		0 shares
8		SHARED DISPOSITIVE POWER
		250,000 shares *
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	250,000 shares *	
10		

CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(9) EXCLUDES
CERTAIN
SHARES

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

1.1% *

12 TYPE OF REPORTING
PERSON

OO

*Consists of 250,000 shares of Common Stock underlying certain warrants, exercisable at \$1.10 per share, a portion of which may not be currently exercisable due to the exercise limitation, which provides that the warrants may not be exercised if, after such exercise, the Reporting Persons or affiliates of the Reporting Persons would beneficially own more than 4.99% of the number of shares of Common Stock outstanding. 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).

CUSIP NO. 897238408

1	NAME OF REPORTING PERSON	
	District 2 Holdings LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)
		(b)
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
NUMBER OF	5	SOLE VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		0 shares
	6	SHARED VOTING POWER
		250,000 shares *
	7	SOLE DISPOSITIVE POWER
		0 shares
	8	SHARED DISPOSITIVE POWER
		250,000 shares *
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10	250,000 shares *	

CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(9) EXCLUDES
CERTAIN
SHARES

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

1.1% *

12 TYPE OF REPORTING
PERSON

OO

*Consists of 250,000 shares of Common Stock underlying certain warrants, exercisable at \$1.10 per share, a portion of which may not be currently exercisable due to the exercise limitation, which provides that the warrants may not be exercised if, after such exercise, the Reporting Persons or affiliates of the Reporting Persons would beneficially own more than 4.99% of the number of shares of Common Stock outstanding. 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).

CUSIP NO. 897238408

1	NAME OF REPORTING PERSON	
	Michael Bigger	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)
		(b)
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	USA	
5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
		0 shares
6		SHARED VOTING POWER
		1,577,883*
7		SOLE DISPOSITIVE POWER
		0 shares
8		SHARED DISPOSITIVE POWER
		1,577,883*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,577,883*	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

12 6.4% *
TYPE OF REPORTING
PERSON

IN

*Includes warrants to purchase 27,833 shares of Common Stock at an exercise price of \$3.60 per share. Also includes 1,550,000 shares of Common Stock (including 100,000 shares issuable upon the exercise of warrants held by Ms. Winter) underlying certain warrants, exercisable at \$1.10 per share, a portion of which are not exercisable due to certain exercise limitations, which provide that the warrants may not be exercised if, after such exercise, the Reporting Persons or affiliates of the Reporting Persons would beneficially own more than 4.99% of the number of shares of Common Stock outstanding. 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).

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1	NAME OF REPORTING PERSON	
	Patricia Winter	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Austria	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 100,000 shares
	6	SHARED VOTING POWER 0 shares*
	7	SOLE DISPOSITIVE POWER 100,000 shares
	8	SHARED DISPOSITIVE POWER 0*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	100,000*

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
12	Less than 1%* TYPE OF REPORTING PERSON
	IN

* Consists of 100,000 shares of Common Stock underlying certain warrants, exercisable at \$1.10 per share, a portion of which are not currently exercisable due to the exercise limitation, which provides that the warrants may not be exercised if, after such exercise, the Reporting Persons or affiliates of the Reporting Persons would beneficially own more than 4.99% of the number of shares of Common Stock outstanding. 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). Excludes shares deemed beneficially owned by Michael Bigger, the spouse of Ms. Winter.

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The Schedule 13G is being amended to report the updated stock ownership information to reflect transactions in the Common Stock of the Issuer (as defined below) subsequent to the filing of the first Schedule 13G amendment filed by the Reporting Persons.

Item 1(a).

Name of Issuer:

Trovogene, Inc. a Delaware corporation (the "Issuer").

Item 1(b).

Address of Issuer's Principal Executive Offices:

11055 Flintkote Avenue, Suite B

San Diego, California 92121

Item 2(a).

Name of Person Filing

Item 2(b).

Address of Principal Business Office or, if None, Residence

Item 2(c).

Citizenship

Bigger Capital Fund, LP ("Bigger Capital")

159 Jennings Road, Suite 3000

Cold Spring Harbor, NY, 11724

Citizenship: Delaware

Bigger Capital Fund GP, LLC ("Bigger GP")

159 Jennings Road, Suite 3000

Cold Spring Harbor, NY, 11724

Citizenship: Delaware

District 2 Capital Fund LP ("District 2 CF")

175 W Carver Street

Huntington, NY 11743

Citizenship: Delaware

District 2 Capital LP (“District 2”)

175 W Carver Street

Huntington, NY 11743

Citizenship: Delaware

District 2 GP LLC (“District 2 GP”)

175 W Carver Street

Huntington, NY 11743

Citizenship: Delaware

District 2 Holdings LLC (“District 2 Holdings”)

175 W Carver Street

Huntington, NY 11743

Citizenship: Delaware

Michael Bigger

159 Jennings Road, Suite 3000

Cold Spring Harbor, NY, 11724

Citizenship: USA

CUSIP NO. 897238408

Patricia Winter
159 Jennings Road, Suite 3000

Cold Spring Harbor, NY, 11724

Citizenship: Austria

Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons."

Item 2(d).

Title of Class of Securities:

Common Stock, par value \$0.0001 per share (the "Common Stock")

Item 2(e).

CUSIP Number:

897238408

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

/x/Not applicable.

(a) // Broker or dealer registered under Section 15 of the Exchange Act.

(b) // Bank as defined in Section 3(a)(6) of the Exchange Act.

(c) // Insurance company as defined in Section 3(a)(19) of the Exchange Act.

(d) // Investment company registered under Section 8 of the Investment Company Act.

(e) // An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).

(f) // An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).

(g) // A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).

(h) // A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.

- (i) // A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j) // Group, in accordance with Rule 13d-1(b)(1)(ii)(J).
- (k) // Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

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Item 4.

Ownership

(a)

Amount beneficially owned:

As of the close of business on December 31, 2018, Bigger Capital holds 1,200,000 warrants, exercisable for 1,200,000 shares of Common Stock and Ms. Winter holds 100,000 warrants exercisable for 100,000 shares (collectively, the “Warrants”). Such Warrants have an initial exercise price of \$1.10 per share, subject to adjustment pursuant to the terms of the Warrants and an expiration date of June 12, 2023. The Warrants are only exercisable to the extent that the holder, together with its affiliates, would not beneficially own more than 4.99% of the outstanding Common Stock immediately after giving effect to the exercise, as such percentage ownership is determined in accordance with the terms of the Warrants. As of December 31, 2018, the exercise limitation described in the prior sentence prevents the exercise of the Warrants in full by Bigger Capital or Ms. Winter. Therefore, the actual number of shares of Common Stock beneficially owned by Reporting Person, after giving effect to such blocker is less than the number of securities reported in Item 4(b) below.

Bigger GP, as the general partner of Bigger Capital, may be deemed to beneficially own the 1,200,000 shares of Common Stock issuable upon exercise of Warrants beneficially owned by Bigger Capital.

Mr. Bigger, as the managing member of Bigger GP, may be deemed to beneficially own the 1,200,000 shares of Common Stock beneficially owned by Bigger GP and 100,000 shares of Common Stock issuable upon exercise of Warrants owned by Patricia Winter, the spouse of Mr. Bigger. Mr. Bigger may also be deemed the beneficial owner of the District Warrants as defined below.

As of the close of business on December 31, 2018, Bigger Capital also holds warrants to purchase 27,833 shares of Common Stock at an exercise price of \$3.60 (the “Prior Warrants”). The shares underlying The Prior Warrants are included in the beneficial ownership of Bigger Capital, Bigger GP and Michael Bigger.

As of the close of business on December 31, 2018, District 2 CF holds 250,000 warrants exercisable for 250,000 shares of Common Stock (the “District Warrants”). The District Warrants have an exercise price of \$1.10 per share and an expiration date of June 12, 2023. The District Warrants are only exercisable to the extent that the holder, together with its affiliates, would not beneficially own more than 4.99% of the outstanding Common Stock immediately after giving effect to the exercise, as such percentage ownership is determined in accordance with the terms of the District Warrants. Therefore, the actual number of shares of Common Stock beneficially owned by Reporting Person, after giving effect to such blocker is less than the number of securities reported in Item 4(b) below.

The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of any shares of Common Stock owned by another Reporting Person. Each of Bigger GP and Mr. Bigger

disclaims beneficial ownership of the shares of Common Stock beneficially owned by Bigger Capital. Mr. Bigger also disclaims beneficial ownership of the District Warrants and the Warrants owned by Ms. Winters and the filing of this statement shall not be construed as an admission that any such person or entity is the beneficial owner of any such securities.

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(b) Percent of class:

The following percentages are based on 22,991,190 shares of Common Stock outstanding, as of December 14, 2018, which is the total number of shares of Common Stock outstanding as reported in the Issuer's Definitive Proxy Statement filed with the Securities and Exchange Commission on December 18, 2018, plus with respect to (i) Bigger Capital and Bigger GP, 27,833 shares underlying the Prior Warrants and 1,200,000 underlying the Warrants, (ii) Ms. Winter, 100,000 shares underlying the Warrants, (iii) each of District 2 CF, District 2, District 2 GP and District 2 Holding, 250,000 shares underlying the District Warrants and (iv) Mr. Bigger, 1,300,000 shares underlying the Warrants (including 100,00 shares underlying Warrants held by Ms. Winter), 27, 833 shares underlying the Prior Warrants and 250,000 shares underlying the District Warrants.

As of the close of business on December 31, 2018, (i) each of Bigger Capital and Bigger GP beneficially owned approximately 5.1% of the outstanding shares of Common Stock, (ii) each of District 2 CF, District 2, District 2 GP and District 2 Holdings may be deemed to beneficially own 1.1% of the outstanding shares of Common Stock, (iii) Mr. Bigger may be deemed to beneficially own approximately 6.4% of the outstanding shares of Common Stock and (iv) Ms. Winter may be deemed to beneficially own less than one percent of the outstanding Common Stock.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

See Cover Pages Items 5-9.

(ii) Shared power to vote or to direct the vote

See Cover Pages Items 5-9.

(iii) Sole power to dispose or to direct the disposition of

See Cover Pages Items 5-9.

(iv) Shared power to dispose or to direct the disposition of

See Cover Pages Items 5-9.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

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

Bigger GP and Mr. Bigger share voting and dispositive power over the shares of Common Stock beneficially owned by Bigger Capital.

Item 7. Identification and Classification of the Subsidiary That Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable.

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

See Exhibit 99.1.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

By signing below each of the undersigned certifies that, to the best of its 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.

CUSIP NO. 897238408

SIGNATURE

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2019

Bigger Capital Fund, LP

Bigger Capital Fund
GP, LLC

By: Bigger Capital Fund GP, LLC, its general partner By: /s/ Michael Bigger

By: /s/ Michael Bigger
Michael Bigger
Managing Member

Michael Bigger
Managing Member

District 2 Capital Fund LP

District 2 Capital LP

By: District 2 GP LLC, its general partner

By: /s/ Michael Bigger
Michael Bigger
Managing Member

By: /s/ Michael Bigger
Michael Bigger
Managing Member

District 2 GP LLC

District 2 Holdings
LLC

By: /s/ Michael Bigger By: /s/ Michael Bigger
Michael Bigger Michael Bigger
Managing Member Managing Member

/s/ Michael Bigger /s/ Patricia Winter
MICHAEL BIGGER PATRICIA WINTER

