

GENEREX BIOTECHNOLOGY CORP
Form SC 13G/A
February 14, 2014

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Generex Biotechnology Corporation

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

371485103

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

a. Rule 13d-1(b)

b. Rule 13d-1(c)

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).

CUSIP No. 371485103

1. Names of Reporting Persons.

Cranshire Capital Advisors, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) "

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 32,532,856

7. Sole Dispositive Power

Each

Reporting

Person 0

8. Shared Dispositive Power

With:

32,532,856

9. Aggregate Amount Beneficially Owned by Each Reporting Person

32,532,856 (see Item 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

4.99% (see Item 4)

12. Type of Reporting Person (See Instructions)

OO; IA

Page 2 of 5

CUSIP No. 371485103

1. Names of Reporting Persons.

Mitchell P. Kopin

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) "

3. SEC Use Only

4. Citizenship or Place of Organization

United State of America

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 32,532,856

7. Sole Dispositive Power

Each

Reporting

Person 0

8. Shared Dispositive Power

With:

32,532,856

9. Aggregate Amount Beneficially Owned by Each Reporting Person

32,532,856 (see Item 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

4.99% (see Item 4)

12. Type of Reporting Person (See Instructions)

IN; HC

This Amendment No. 1 is being filed jointly by the Reporting Persons and amends the Schedule 13G initially filed by the Reporting Persons with the Securities and Exchange Commission (the SEC) on February 12, 2013 (the Schedule 13G).

Except as set forth below, all Items of the Schedule 13G remain unchanged. All capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Schedule 13G.

Item 4. Ownership.

(a) and (b):

As of the close of business on December 31, 2013, each of the Reporting Persons may be deemed to have beneficial ownership of 32,532,856 shares of Common Stock, which consists of (i) 353,333 shares of Common Stock held for the account of Cranshire Capital Master Fund, (ii) 14,003,640 shares of Common Stock issuable upon exercise of a warrant (the Warrant), (iii) 5,611,238 shares of Common Stock issuable upon exercise of a second warrant (the Second Warrant) and (iv) 12,564,645 shares of Common Stock issuable upon exercise of a third warrant (the Third Warrant), in each case of clauses (ii), (iii) and (iv) above, held by Cranshire Capital Master Fund, and all such shares of Common Stock represent beneficial ownership of approximately 4.99% of the Common Stock, based on (1) 619,781,525 shares of Common Stock issued and outstanding on December 6, 2013, as reported in the Form 10-Q filed by the Issuer on December 9, 2013 plus (2) 14,003,640 shares of Common Stock issuable upon exercise of the Warrant, (3) 5,611,238 shares of Common Stock issuable upon exercise of the Second Warrant and (4) 12,564,645 shares of Common Stock issuable upon exercise of the Third Warrant.

The foregoing excludes (I) 7,764,913 shares of Common Stock issuable upon exercise of the Third Warrant because the Third Warrant contains a blocker provision under which the holder thereof does not have the right to exercise the Third Warrant to the extent that such exercise would result in beneficial ownership by the holder thereof or any of its affiliates, of more than 4.99% of the Common Stock and (II) an aggregate of 16,971,929 shares of Common Stock issuable upon exercise of other warrants held by Cranshire Capital Master Fund (the Other Warrants) because each of such Other Warrants contains a blocker provision under which the holder thereof does not have the right to exercise such Other Warrants to the extent that such exercise would result in beneficial ownership by the holder thereof or any of its affiliates, of more than 4.99% of the Common Stock. Without such blocker provisions, each of the Reporting Persons may be deemed to have beneficial ownership of 57,269,698 shares of Common Stock.

(c) Number of shares as to which each Reporting Person has:

(i) Sole power to vote or to direct the vote: 0.

(ii) Shared power to vote or to direct the vote: 32,532,856.

(iii) Sole power to dispose or to direct the disposition of 0.

(iv) Shared power to dispose or to direct the disposition of 32,532,856.

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 5 percent of the class of securities, check the following .

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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, other than activities solely in connection with a nomination under § 240.14a-11.

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.

Date: February 13, 2014

CRANSHIRE CAPITAL ADVISORS, LLC

By: /s/ Mitchell P. Kopin
Mitchell P. Kopin, Managing Member

/s/ Mitchell P. Kopin
Mitchell P. Kopin

Page 5 of 5