

ProtoKinetix, Inc.  
Form SC 13D/A  
July 11, 2016

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

SCHEDULE 13D/A  
(Amendment No. 3)\*

Under the Securities Exchange Act of 1934

PROTOKINETIX, INCORPORATED  
(Name of Issuer)

Common Stock, par value \$0.0000053 per share  
(Title of Class of Securities)

743722100  
(CUSIP Number)

Clarence E. Smith  
1845 County Road #214  
St. Augustine, Florida 32084  
304-299-5070  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

July 7, 2016  
(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 Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

\*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 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP No. 743722100

NAMES OF REPORTING  
PERSONS

1

Clarence E. Smith

CHECK THE APPROPRIATE BOX (a)  
IF A MEMBER OF A GROUP

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE  
INSTRUCTIONS)

4

PF

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

United States

SOLE VOTING POWER

<sup>7</sup> 47,707,157<sup>1</sup>

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

<sup>8</sup> N/A

SOLE DISPOSITIVE POWER

<sup>9</sup> 47,707,157

SHARED DISPOSITIVE POWER

<sup>10</sup> N/A

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

11

47,707,157

CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
(11) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS)

12

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

21.18%

14 TYPE OF REPORTING PERSON  
IN

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<sup>1</sup> Includes 41,320,500 shares of common stock held by Mr. Smith personally; 2,036,657 shares held in Mr. Smith's trust; 1,850,000 held in Mr. Smith's retirement account; and vested options held by Mr. Smith for 2,500,000 shares of common stock.

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This Amendment No. 3 to Schedule 13D, dated July 7, 2016 (this "Amendment No. 3"), is being filed by the undersigned to amend the Schedule 13D originally filed on March 24, 2014 (the "Original 13D"), Amendment No. 1 to the Original 13D originally filed on July 8, 2015 (the "Amendment No. 1"), and Amendment No. 2 to the Original 13D originally filed on May 5, 2016 (the "Amendment No. 2"). This Amendment No. 3 relates to the common stock, \$0.0000053 par value, of ProtoKinetix, Incorporated ("ProtoKinetix"). This Amendment is being filed by Mr. Smith to report an increase in his beneficial ownership of common stock due to acquisitions by Mr. Smith of common stock of ProtoKinetix. Except as set forth herein, the Original Schedule 13D is unmodified.

#### ITEM 1. SECURITY AND ISSUER

No change.

#### ITEM 2. IDENTITY AND BACKGROUND

No change.

#### ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Between May 10, 2016 and July 7, 2016, Mr. Smith's trust purchased 1,003,380 shares of common stock of the Company on the open market at a price that ranged from \$0.062 to \$0.075 per share.

On June 16, 2016, Mr. Smith purchased 650,000 shares of common stock of the Company in a private placement at \$0.04 per share. On July 1, 2016, Mr. Smith, through his retirement account, purchased 1,850,000 shares at \$0.04 per share in the final closing of the same private placement.

#### ITEM 4. PURPOSE OF THE TRANSACTION

No change.

#### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) Mr. Smith beneficially owns 47,707,157 shares of common stock of ProtoKinetix which amounts to approximately 21.18% of the total number of common shares currently outstanding, of which 41,320,500 are owned directly by Mr. Smith, or held in a brokerage account for his benefit, 2,036,657 shares are owned indirectly by Mr. Smith through his trust, 1,850,000 are owned indirectly by Mr. Smith through his retirement account, and vested options to purchase 2,500,000 shares are owned directly by Mr. Smith.

(b) Mr. Smith has sole voting and dispositive power over 47,707,157 shares of common stock of ProtoKinetix.

(c) Between May 10, 2016 and July 7, 2016, Mr. Smith's trust purchased 1,003,380 shares of common stock of the Company on the open market at a price that ranged from \$0.062 to \$0.075 per share. On June 16, 2016, Mr. Smith purchased 650,000 shares of common stock of the Company in a private placement at \$0.04 per share. On July 1, 2016, Mr. Smith, through his retirement account, purchased 1,850,000 shares at \$0.04 per share in the final closing of the same private placement.

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(d) No other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of common stock described herein, except as described in Item 6, below.

(e) Not applicable.

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

No change.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

No change.

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.

July 8, 2016 By: /s/ Clarence E. Smith  
Clarence E. Smith