

CANCER GENETICS, INC
Form SC 13G/A
January 19, 2016

**SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549**

**SCHEDULE
13G**

Under the
Securities
Exchange Act of
1934

(Amendment No.
1)*

Cancer Genetics,
Inc.
(Name of Issuer)

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

13739U104
(CUSIP Number)

December 31,
2015
(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)

(Page 1 of 6
Pages)

*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).

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1	NAMES OF REPORTING PERSONS
2	Empery Asset Management, LP CHECK THE APPROPRIATE BOX IF A MEMBER (b) " " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
5	Delaware NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
6	SOLE VOTING POWER
7	833,300 shares of Common Stock issuable upon exercise of Warrants (See Item 4)* SOLE DISPOSITIVE POWER
8	SHARED VOTING POWER
	833,300 shares of Common Stock issuable upon exercise of Warrants

	(See Item 4)*
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9	
	833,300 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
	CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
10	
11	
	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 blocker. 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 blocker. 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).

NAMES OF
REPORTING
PERSONS

Ryan M. Lane

THE

BOX IF A

OF A

SEC USE ONLY

PLACE OF

ORGANIZATION

United States

VOTING

POWER

SHARED

POWER

NUMBER OF
SHARES

EACH REPORTING

6 833,300 shares
of Common

upon exercise

(See Item 4)*

SOLE

DISPOSITIVE

POWER

SHARED

DISPOSITIVE

POWER

8 833,300 shares
of Common

upon exercise

of Warrants

(See Item 4)*

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

833,300 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
11 REPRESENTED BY
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 blocker. 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 blocker. 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).

United States
SOLE
VOTING
5 POWER

	SHARED DISPOSITIVE POWER
8	833,300 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*

9	<p>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</p>
10	<p>833,300 shares of Common Stock issuable upon exercise of Warrants (See Item 4)* CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</p>
12	<p>4.99% (See Item 4)* TYPE OF REPORTING PERSON IN</p>

* 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 blocker. 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 blocker. 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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This Amendment No. 1 (this "Amendment") amends the statement on Schedule 13G filed on November 10, 2015 (the "Original Schedule 13G") and the Original Schedule 13G as amended, the "Schedule 13G"), with respect to shares of Common Stock, \$0.0001 par value (the "Common Shares"), of Cancer Genetics, 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
12,844,360
shares of
Common
Stock issued
and
outstanding as
of November
9, 2015, as
represented in
the Company's

Prospectus
Supplement
filed with the
Securities and
Exchange
Commission
on November
9, 2015
pursuant to
Rule 424(b)(5)
under the
Securities Act
of 1933, as
amended, and
the exercise of
the reported
warrants (the
"Reported
Warrants")
subject to the
Blocker (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
Blocker"), and
the percentage
set forth in
Row 11 of the

cover page for
each Reporting
Person gives
effect to the
Blocker.
Consequently,
as of the date
of the event
which requires
filing of this
statement, the
Reporting
Persons were
not able to
exercise all of
the Reported
Warrants due
to the Blocker.

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 held by,
and underlying
the Reported
Warrants
(subject to the
Blocker) 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 held by, and underlying the Reported Warrants (subject to the Blocker) 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 OWNERSHIP OF
5. 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]

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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: January 19, 2016

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