

SENESCO TECHNOLOGIES INC
Form SC 13G/A
September 25, 2014

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 3
To
SCHEDULE 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(b)

Senesco Technologies, Inc.
(Name of Issuer)

COMMON STOCK, \$.01 PAR VALUE
(Title of Class of Securities)

817208507
(CUSIP Number)

September 25, 2014
(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)

*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).

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Barry Honig

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

SOLE VOTING POWER

| | | |
|--------------|---|--------------------------|
| NUMBER OF | 5 | 436,109 (1) |
| SHARES | | SHARED VOTING POWER |
| BENEFICIALLY | 6 | 981,006 (2) |
| OWNED BY | | SOLE DISPOSITIVE POWER |
| EACH | | 436,109 (1) |
| REPORTING | 7 | SHARED DISPOSITIVE POWER |
| PERSON | | 981,006 (2) |
| WITH | 8 | |

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,417,115 (1)

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.99% (3)

TYPE OF REPORTING PERSON

IN - Individual

(1) Includes 103,702 shares of common stock and 332,407 shares of common stock underlying warrants.

(2) Includes 158,012 shares of common stock held by GRQ Consultants, Inc. 401K Plan ("410K"), 415,460 shares of common stock held by Marlin Capital Investments, LLC ("Marlin") and 365,966 shares of common stock held by GRQ Consultants, Inc. Roth 401K FBO Barry Honig ("Roth 401K") and warrants to purchase 41,134 shares of common stock held by 401K, warrants to purchase 245 shares of common stock held by Marlin and warrants to purchase 189 shares of common stock held by Roth 401K and excludes 14,840 shares of common stock underlying warrants held by 401K, 175,021 shares common stock underlying warrants held by Marlin and 135,731 shares of common stock underlying warrants held by Roth 401K. Such excluded warrants contain a blocker provision under which the holder can only

exercise the warrants to a point where he and his affiliates would beneficially own a maximum of 9.99% of the Issuer's outstanding shares ("Blocker"). Mr. Honig is the trustee of 401K, Roth 401K and President of Marlin, and, in such capacity, has voting and dispositive power over the securities held by such entities.

(3) Based on 13,811,361 shares of Common Stock outstanding as of May 16, 2014.

-2-

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

GRQ Consultants, Inc. 401K Plan

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

SOLE VOTING POWER

| | | |
|--------------|---|--------------------------|
| NUMBER OF | 5 | 0 |
| SHARES | | SHARED VOTING POWER |
| BENEFICIALLY | 6 | 199,146 (1) |
| OWNED BY | | SOLE DISPOSITIVE POWER |
| EACH | 7 | 0 |
| REPORTING | | SHARED DISPOSITIVE POWER |
| PERSON | 8 | 199,146 (1) |
| WITH | | |

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

199,146 (1)

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.44% (2)

TYPE OF REPORTING PERSON

OO

(1) Includes 158,012 shares of common stock and warrants to purchase 41,134 shares of common stock held by GRQ Consultants, Inc. 401K Plan ("410K") and excludes 14,840 shares of common stock underlying warrants held by 401K. Such excluded warrants contain a blocker provision under which the holder can only exercise the warrants to a point where he and his affiliates would beneficially own a maximum of 9.99% of the Issuer's outstanding shares ("Blocker"). Mr. Honig is the trustee of 401K, Roth 401K and President of Marlin, and, in such capacity, has voting and dispositive power over the securities held by such entities.

(2) Based on 13,811,361 shares of Common Stock outstanding as of May 16, 2014.

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Marlin Capital Investments, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

SOLE VOTING POWER

| | | |
|--------------|---|--------------------------|
| NUMBER OF | 5 | 0 |
| SHARES | | SHARED VOTING POWER |
| BENEFICIALLY | 6 | 415,705 (1) |
| OWNED BY | | SOLE DISPOSITIVE POWER |
| EACH | | |
| REPORTING | 7 | 0 |
| PERSON | | SHARED DISPOSITIVE POWER |
| WITH | | |
| | 8 | 415,705 (1) |

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

415,705 (1)

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.01% (2)

TYPE OF REPORTING PERSON

OO

(1) Includes 415,460 shares of common stock and warrants to purchase 245 shares of common stock held by Marlin Capital Investments, LLC (“Marlin”) and excludes 175,021 shares common stock underlying warrants held by Marlin. Such excluded warrants contain a blocker provision under which the holder can only exercise the warrants to a point where he and his affiliates would beneficially own a maximum of 9.99% of the Issuer’s outstanding shares (“Blocker”). Mr. Honig is the trustee of 401K, Roth 401K and President of Marlin, and, in such capacity, has voting and dispositive power over the securities held by such entities.

(2) Based on 13,811,361 shares of Common Stock outstanding as of May 16, 2014.

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

GRQ Consultants, Inc. Roth 401K FBO Barry Honig

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

SOLE VOTING POWER

| | | |
|--------------|---|--------------------------|
| NUMBER OF | 5 | 0 |
| SHARES | | SHARED VOTING POWER |
| BENEFICIALLY | 6 | 366,155 (1) |
| OWNED BY | | SOLE DISPOSITIVE POWER |
| EACH | | |
| REPORTING | 7 | 0 |
| PERSON | | SHARED DISPOSITIVE POWER |
| WITH | | |
| | 8 | 366,155 (1) |

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

366,155 (1)

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.65% (2)

TYPE OF REPORTING PERSON

OO

(1) Includes 365,966 shares of common stock and warrants to purchase 189 shares of common stock held by GRQ Consultants, Inc. Roth 401K FBO Barry Honig (“Roth 401K”) and excludes 135,731 shares of common stock underlying warrants held by Roth 401K. Such excluded warrants contain a blocker provision under which the holder can only exercise the warrants to a point where he and his affiliates would beneficially own a maximum of 9.99% of the Issuer’s outstanding shares (“Blocker”). Mr. Honig is the trustee of 401K, Roth 401K and President of Marlin, and, in such capacity, has voting and dispositive power over the securities held by such entities.

(2) Based on 13,811,361 shares of Common Stock outstanding as of May 16, 2014.

Item 1.

- (a) Name of Issuer: Senesco Technologies, Inc.
- (b) Address of Issuer's Principal Executive Offices: 721 Route 202/206, Suite 130, Bridgewater, NJ 08807

Item 2.

- (a) Name of Person Filing: The statement is filed on behalf of Barry Honig
- (b) Address of Principal Business Office or, if none, Residence: 555 South Federal Highway #450, Boca Raton, FL 33432
- (c) Citizenship: United States of America
- (d) Title of Class of Securities: Common Stock
- (e) CUSIP Number: 817208507

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

Item 4. Ownership.

- (a) Amount beneficially owned: 1,417,115 (1)
- (b) Percent of class: 9.99% (3)
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 436,109 (1)
 - (ii) Shared power to vote or to direct the vote: 981,006 (2)
 - (iii) Sole power to dispose or to direct the disposition of: 436,109 (1)
 - (iv) Shared power to dispose or to direct the disposition of: 981,006 (2)

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.

Not Applicable.

Not Applicable.

(1) Includes 103,702 shares of common stock and 332,407 shares of common stock underlying warrants.

(2) Includes 158,012 shares of common stock held by GRQ Consultants, Inc. 401K Plan (“410K”), 415,460 shares of common stock held by Marlin Capital Investments, LLC (“Marlin”) and 365,966 shares of common stock held by GRQ Consultants, Inc. Roth 401K FBO Barry Honig (“Roth 401K”) and warrants to purchase 41,134 shares of common stock held by 401K, warrants to purchase 245 shares of common stock held by Marlin and warrants to purchase 189 shares of common stock held by Roth 401K and excludes 14,840 shares of common stock underlying warrants held by 401K, 175,021 shares common stock underlying warrants held by Marlin and 135,731 shares of common stock underlying warrants held by Roth 401K. Such excluded warrants contain a blocker provision under which the holder can only exercise the warrants to a point where he and his affiliates would beneficially own a maximum of 9.99% of the Issuer’s outstanding shares (“Blocker”). Mr. Honig is the trustee of 401K, Roth 401K and President of Marlin, and, in such capacity, has voting and dispositive power over the securities held by such entities.

(3) Based on 13,811,361 shares of Common Stock outstanding as of May 16, 2014.

-6-

Item Identification and Classification of the Subsidiary Which Acquired the Security

7. Being Reported on By the Parent Holding Company or Control Person.

Not Applicable.

Item Identification and Classification of Members of the Group.

8.

Not Applicable.

Item Notice of Dissolution of Group.

9.

Not Applicable.

Item Certifications.

10.

By signing below I certify that, to the best of my 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.

-7-

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.

Dated: September 25, 2014

/s/ Barry Honig
Barry Honig

Dated: September 25, 2014

GRQ CONSULTANTS, INC. 401K

By: /s/ Barry Honig
Barry Honig

Dated: September 25, 2014

MARLIN CAPITAL INVESTMENTS, LLC

By: /s/ Barry Honig
Barry Honig, President

Dated: September 25, 2014

GRQ CONSULTANTS, INC. ROTH 401K FBO BARRY
HONIG

By: /s/ Barry Honig
Barry Honig