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SKINVISIBLE INC
Form SC 13D
November 26, 2002

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

SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. _____) *

SKINVISIBLE, INC.

(NAME OF ISSUER)

COMMON STOCK

(TITLE OF CLASS OF SECURITIES)

830703 10 4

(CUSIP NUMBER)

TERRY HOWLETT, 6320 S. SANDHILL RD, STE 10, LAS VEGAS, NV 89120

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON
AUTHORIZED TO RECEIVE NOTICES AND COMMUNICATIONS)

NOVEMBER 22, 2002

(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 240.13D-1(E), 240.13D-1(F) OR 240.13D-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.

CUSIP NO. 830703 10 4

1. NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

TERRY HARVEY HOWLETT

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(A)
(B)

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS) PF

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(D) OR 2(E)

6. CITIZENSHIP OR PLACE OF ORGANIZATION CANADIAN

NUMBER OF
SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON

7.	SOLE VOTING POWER	8,325,000	SHARES
8.	SHARED VOTING POWER	N/A	
9.	SOLE DISPOSITIVE POWER	8,325,000	SHARES
10.	SHARED DISPOSITIVE POWER	N/A	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,325,000

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 19.1%.

14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IN (INDIVIDUAL)

ITEM 1. SECURITY AND ISSUER

THIS STATEMENT ON SCHEDULE 13D (THIS "STATEMENT") RELATES TO THE COMMON SHARES OF SKINVISIBLE, INC., A NEVADA CORPORATION (SOMETIMES REFERRED TO HEREIN AS "ISSUER" OR "SKVI"). THE PRINCIPAL EXECUTIVE OFFICES OF SKVI ARE LOCATED AT 6320 S. SANDHILL RD, STE 10, LAS VEGAS NV 89120.

ITEM 2. IDENTITY AND BACKGROUND

- (A) TERRY HARVEY HOWLETT
- (B) 6320 S. SANDHILL RD, STE 10, LAS VEGAS NV 89120
- (C) PRESIDENT & CEO OF SKINVISIBLE, INC. 6320 S. SANDHILL RD, STE 10, LAS VEGAS NV 89120
- (D) DURING THE LAST FIVE YEARS, TERRY HARVEY HOWLETT HAS NOT BEEN CONVICTED IN A CRIMINAL PROCEEDING (EXCLUDING TRAFFIC VIOLATIONS OR SIMILAR MISDEMEANORS).

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- (E) DURING THE LAST FIVE YEARS, TERRY HARVEY HOWLETT HAS NOT BEEN A PARTY TO A CIVIL PROCEEDING OF A JUDICIAL OR ADMINISTRATIVE BODY OF COMPETENT JURISDICTION AND AS A RESULT OF SUCH PROCEEDING WAS OR IS SUBJECT TO A JUDGMENT, DECREE OR FINAL ORDER ENJOINING FUTURE VIOLATIONS OF, OR PROHIBITING OR MANDATING ACTIVITIES SUBJECT TO, FEDERAL OR STATE SECURITIES LAWS OR FINDING ANY VIOLATION WITH RESPECT TO SUCH LAWS.
- (F) TERRY HARVEY HOWLETT IS A CANADIAN CITIZEN.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

THE CONSIDERATION FOR THE TRANSACTION STATED IN THIS STATEMENT IS TWO HUNDRED THOUSAND DOLLARS (\$200,000) OF OUTSTANDING LOANS AND RETROACTIVE PAYROLL PAYABLE TO TERRY HARVEY HOWLETT.

ITEM 4. PURPOSE OF TRANSACTION

- (A) AS PRESIDENT AND CEO OF THE ISSUER, MR. HOWLETT'S PURPOSE OF THE ACQUISITION OF SECURITIES OF THE ISSUER IS TO SUBSTANTIALLY REDUCE THE CURRENT LIABILITIES OF SKVI.
- (B) NOT APPLICABLE;
- (C) NOT APPLICABLE;
- (D) NOT APPLICABLE;
- (E) NOT APPLICABLE;
- (F) NOT APPLICABLE;
- (G) NOT APPLICABLE;
- (H) NOT APPLICABLE;
- (I) NOT APPLICABLE;
- (J) NOT APPLICABLE;

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

- (A) TERRY HARVEY HOWLETT IS THE BENEFICIAL OWNER OF 8,425,000 SHARES OF COMMON STOCK OF THE ISSUER. SUCH COMMON SHARES CONSTITUTE APPROXIMATELY 19.1% OF THE ISSUED AND OUTSTANDING SKVI SHARES BASED ON THE NUMBER OF SKVI COMMON SHARES OUTSTANDING AS OF NOVEMBER 21, 2002. INCLUDED IN THE BENEFICIAL OWNERSHIP OF THE AFOREMENTIONED SHARES OF COMMON STOCK OF SKVI, MR. HOWLETT HAS A WARRANT AGREEMENT THAT GIVES HEM THE RIGHT TO PURCHASE 2,000,000 SHARES OF COMMON STOCK OF SKVI AS WELL AS INCENTIVE STOCK OPTIONS TO PURCHASE 900,000 SHARES OF COMMON STOCK OF SKVI;
- (B) MR. HOWLETT HAS THE SOLE POWER TO VOTE OR TO DIRECT THE VOTE, DISPOSE OR TO DIRECT THE DISPOSITION OF ALL OF THE COMMON SHARES OF SKVI MENTIONED IN ITEM 5, PARAGRAPH (A);
- (C) AS DESCRIBED IN ITEM 3 AND 4 OF THIS STATEMENT, MR. HOWLETT AND THE ISSUER AGREED WITHIN THE LAST 60 DAYS TO CONVERT TWO HUNDRED THOUSAND DOLLARS (\$200,000) OF OUTSTANDING LOANS AND RETROACTIVE PAYROLL PAYABLE TO MR. HOWLETT BY THE ISSUER, INTO FOUR MILLION (4,000,000) SHARES OF COMMON STOCK OF SKVI AT FIVE CENTS (\$0.05) PER SHARE OF COMMON STOCK OF SKVI. IN ADDITION, MR. HOWLETT WAS ISSUED A WARRANT AGREEMENT WITH THE RIGHT TO PURCHASE UP TO AN ADDITIONAL 2,000,000 SHARES OF COMMON STOCK AT \$0.15 PER SHARE IF EXERCISED IN YEAR ONE, AND \$0.20 PER SHARE IF EXERCISED BEFORE THREE (3) YEARS HAVE EXPIRED;
- (D) NOT APPLICABLE;
- (E) NOT APPLICABLE;

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH

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RESPECT TO SECURITIES OF THE ISSUER

OTHER THAN THE CONVERSION OF THE OUTSTANDING LOANS AND RETROACTIVE PAYROLL PAYABLE TO TERRY HARVEY HOWLETT, THERE ARE NOT ANY CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS (LEGAL OR OTHERWISE) AMONG THE PERSONS NAMED IN ITEM 2 AND BETWEEN SUCH PERSONS AND ANY PERSON WITH RESPECT TO ANY SECURITIES OF THE ISSUER, INCLUDING BUT NOT LIMITED TO TRANSFER OR VOTING OF ANY OF THE SECURITIES, FINDER'S FEES, JOINT VENTURES, LOAN OR OPTION ARRANGEMENTS, PUTS OR CALLS, GUARANTEES OF PROFITS, DIVISION OF PROFITS OR LOSS, OR THE GIVING OR WITHHOLDING OF PROXIES.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

NOT APPLICABLE.

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: NOVEMBER 25, 2002

BY: /S/ TERRY HOWLETT, PRESIDENT

TERRY HARVEY HOWLETT
PRESIDENT & CEO, SKINVISIBLE, INC.