

ProtoKinetix, Inc.  
Form SC 13D/A  
May 05, 2016

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

SCHEDULE 13D/A  
(Amendment No. 2)\*

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)

May 3, 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.

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CUSIP No. 743722100

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

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

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)  
PF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

7 SOLE VOTING POWER  
44,203,777<sup>1</sup>

8 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
SHARED VOTING POWER  
N/A

9 SOLE DISPOSITIVE POWER  
44,203,777

10 SHARED DISPOSITIVE POWER  
N/A

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
44,203,777

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

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	20.17%
14	TYPE OF REPORTING PERSON IN

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<sup>1</sup> Includes 41,703,777 shares of common stock held by Mr. Smith and vested options held by Mr. Smith for 2,500,000 shares of common stock.

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This Amendment No. 2 to Schedule 13D, dated May 5, 2016 (this "Amendment No. 2"), is being filed by the undersigned to amend the Schedule 13D originally filed on March 24, 2014 (the "Original 13D") and Amendment No. 1 to the Original 13D originally filed on July 8, 2015 (the "Amendment No. 1"). This Amendment No. 2 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 and the vesting of his option. 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

On September 8, 2015, Mr. Smith purchased 625,000 shares of common stock of ProtoKinetix at a price of \$0.04 per share, representing aggregate total proceeds of \$25,000, all of which had been advanced by Mr. Smith previously to ProtoKinetix to pay certain expenses.

On or about December 21, 2015, the Company issued Mr. Smith an option pursuant to the Company's 2015 Stock Option and Stock Bonus Plan (the "2015 Plan") to purchase 5,000,000 shares of common stock of the Company at a price of \$0.08 per share with 1,250,000 shares vesting every three months starting March 31, 2016.

On or about December 30, 2015, the Company granted to Mr. Smith a stock bonus pursuant to the 2015 Plan of 2,000,000 shares of common stock fully vested at \$0.08 per share.

Between April 23, 2016 and May 5, 2016, Mr. Smith purchased 1,033,277 shares of common stock of the Company on the open market at a price that ranged from \$0.037 to \$0.067 per share.

ITEM 4. PURPOSE OF THE TRANSACTION

No change.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) Mr. Smith beneficially owns 44,203,777 shares of common stock of ProtoKinetix which amounts to approximately 20.17% of the total number of common shares currently outstanding. All of the shares of common stock of ProtoKinetix are owned directly by Mr. Smith, or held in a brokerage account for his benefit.

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- (b) Mr. Smith has sole voting and dispositive power over 44,203,777 shares of common stock of ProtoKinetix.
- (c) Between April 23, 2016 and May 5, 2016, Mr. Smith purchased 1,033,277 shares of common stock of the Company on the open market at a price that ranged from \$0.037 to \$0.067 per share.
- (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.**

Except for the option issued to Mr. Smith by the Company on or about December 21, 2015, pursuant to the 2015 Plan to purchase 5,000,000 shares of common stock of the Company at a price of \$0.08 per share with 1,250,000 shares vesting every three months starting March 31, 2016, Mr. Smith has no other contract, arrangement, understanding or relationship with respect to the securities of the issuer.

**ITEM 7. MATERIAL TO BE FILED AS EXHIBITS**

<sup>1</sup> 2015 Stock Option and Stock Bonus Plan (incorporated by reference from the Company's Quarterly Report on Form 10-Q filed on August 14, 2015 with the SEC)

**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.

May 5, 2016 By: /s/ Clarence E. Smith  
Clarence E. Smith