

Edgar Filing: ARMSTRONG ERNEST - Form SC 13D/A

ARMSTRONG ERNEST  
Form SC 13D/A  
November 30, 2005

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 16)\*

Cobalis Corp.

-----  
(Name of Issuer)  
Common Stock

-----  
(Title of Class of Securities)

19074Y 20 5

-----  
(CUSIP Number)

Chaslav Radovich, 2445 McCabe Way, Suite 150, Irvine, CA 92614  
(949) 757-0001

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

November 28, 2005

-----  
(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 ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ ]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

\* 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 ("Act") or otherwise subject to the liabilities of that section of the Act

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but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 19074Y 20 5

|              |     |                          |                                                                                                           |      |
|--------------|-----|--------------------------|-----------------------------------------------------------------------------------------------------------|------|
|              |     | 1.                       | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). ERNEST ARMSTRONG |      |
|              |     | 2.                       | Check the Appropriate Box if a Member of a Group (See Instructions) (a)<br>(b)                            |      |
|              |     | 3.                       | SEC Use Only                                                                                              |      |
|              |     | 4.                       | Source of Funds (See Instructions) 00                                                                     |      |
|              |     | 5.                       | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)                       |      |
|              |     | 6.                       | Citizenship or Place of Organization                                                                      | U.S. |
| Number of    | 7.  | Sole Voting Power        | 181,555                                                                                                   |      |
| Shares       |     |                          |                                                                                                           |      |
| Beneficially | 8.  | Shared Voting Power      | 1,652,441                                                                                                 |      |
| Owned by     |     |                          |                                                                                                           |      |
| Each         | 9.  | Sole Dispositive Power   | 181,555                                                                                                   |      |
| Reporting    |     |                          |                                                                                                           |      |
| Person       | 10. | Shared Dispositive Power | 1,652,441                                                                                                 |      |
| With         |     |                          |                                                                                                           |      |
|              |     | 11.                      | Aggregate Amount Beneficially Owned by Each Reporting Person 1,833,996                                    |      |
|              |     | 12.                      | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)                      |      |
|              |     | 13.                      | Percent of Class Represented by Amount in Row (11)                                                        | 6.9% |
|              |     | 14.                      | Type of Reporting Person (See Instructions) IN                                                            |      |

ITEM 1. SECURITY AND ISSUER

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This statement relates to shares of the common stock, \$.001 par value of Cobalis Corp., a Nevada corporation (the "Issuer"). The principal executive offices of the Issuer are located at 2445 McCabe Way, Suite 150, Irvine, CA 92614.

### ITEM 2. IDENTITY AND BACKGROUND

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|                                         |                                                 |
|-----------------------------------------|-------------------------------------------------|
| (a) Name:                               | Ernest Armstrong                                |
| (b) Business Address:                   | 2445 McCabe Way, Suite 150,<br>Irvine, CA 92614 |
| (c) Present Principal Occupation:       | Vice President of the Issuer.                   |
| (d) Disclosure of Criminal Proceedings: | none                                            |
| (e) Disclosure of Civil Proceedings:    | none                                            |
| (f) Citizenship:                        | U.S.                                            |

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

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Ernest Armstrong, an officer and director of the Issuer, was issued 48,000 shares of the Issuer's shares pursuant to an S-8 filed on November 25, 2005 in lieu of employee wages and as an employee bonus to be paid him by the Issuer, bringing his total personal direct ownership to 181,555 and 3,354 shares jointly with his spouse, and having control of 1,649,087 shares as managing member and majority owner of Gene Pharmaceuticals, LLC.

### ITEM 4. PURPOSE OF TRANSACTION

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On November 28, 2005, Mr. Armstrong was issued 48,000 shares of the Issuer's shares pursuant to an S-8 filed on November 25, 2005 in lieu of employee wages and as an employee bonus to be paid him by the Issuer.

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

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Mr. Armstrong beneficially owns a total of 1,833,996 shares or 6.9% of the Issuer's common stock as follows:

(a) Ernest Armstrong, an officer and director of the Issuer, owns 181,555 shares individually, which comprises 0.7% of the Issuer's outstanding common stock, 3,354 shares of the Issuer's common stock jointly with his spouse, which comprises less than 0.01% of the Issuer's outstanding common stock, and 1,649,087 shares as managing member of Gene Pharmaceuticals, LLC. Gene Pharmaceuticals, LLC directly owns 1,649,087 shares of the Issuer's common stock which comprises 6.5% of the Issuer's total issued and outstanding shares.

(b) Ernest Armstrong has sole voting and dispositive power as to the 181,555 shares he owns individually, shared voting and dispositive power as to the 3,354 shares owned with Ms. Armstrong, and sole voting and dispositive power as to the 1,649,087 shares which he controls as managing member and majority owner of Gene Pharmaceuticals, LLC.

(c) On November 28, 2005, Mr. Armstrong was issued 48,000 shares of the Issuer's shares pursuant to an S-8 filed on November 25, 2005 in lieu of employee wages and as an employee bonus to be paid him by the Issuer.

(d) Not Applicable.

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(e) Not Applicable.

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

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None.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

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Reference is made to the Issuer's Registration Statement on Form S-8 filed on  
November 25, 2005, incorporated herein by reference.

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.

November 29, 2005

-----  
Date

/s/ Ernest Armstrong

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Ernest Armstrong

The original statement shall be signed by each person on whose behalf the  
statement is filed or his authorized representative. If the statement is signed  
on behalf of a person by his authorized representative (other than an executive  
officer or general partner of the filing person), evidence of the  
representative's authority to sign on behalf of such person shall be filed with  
the statement: provided, however, that a power of attorney for this purpose  
which is already on file with the Commission may be incorporated by reference.  
The name and any title of each person who signs the statement shall be typed or  
printed beneath his signature.

Attention: Intentional misstatements or omissions of fact  
constitute Federal criminal violations (See 18 U.S.C. 1001)