

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).

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

10

ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS

11

REPRESENTED BY
AMOUNT IN ROW
(9)

4.99% (See Item 4)*

12

TYPE OF
REPORTING
PERSON

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).

1 NAMES OF REPORTING PERSONS

Ryan M. Lane

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

3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States
 SOLE VOTING POWER

5

SHARED VOTING POWER

6 833,300 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE DISPOSITIVE POWER

SHARED DISPOSITIVE POWER

8 833,300 shares of Common Stock issuable 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)*
12 TYPE OF
REPORTING
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).

1 NAMES OF REPORTING PERSONS

Martin D. Hoe

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

3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

SHARED VOTING POWER

6 833,300 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE DISPOSITIVE POWER

SHARED DISPOSITIVE POWER

8 833,300 shares of Common Stock issuable 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
PERSON

12 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).

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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