

TRANSGENOMIC INC
Form SC 13G/A
February 13, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Transgenomic, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

89365K206

(CUSIP Number of Class of Securities)

Ryan J. York

Davis Wright Tremaine

1201 Third Avenue, Suite 2200

Seattle, Washington 98101

(206) 622-3150

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

December 31, 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 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 but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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SCHEDULE 13G

CUSIP No. 89365K206

1 Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

2 Kevin Douglas
Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3 SEC Use Only

4 Citizenship or Place of Organization

United States

5 Sole Voting Power

NUMBER OF

SHARES **6** -0-
Shared Voting Power

BENEFICIALLY

OWNED BY
EACH **7** 798,043 (1)
Sole Dispositive Power

REPORTING

PERSON **8** -0-
Shared Dispositive Power

WITH

9 1,046,860 (1)(2)
Aggregate Amount Beneficially Owned by Each Reporting Person

1,046,860 (1)(2)

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares "

11 Percent of Class Represented by Amount in Row (9)

12.9% (3)

12 Type of Reporting Person

IN

- (1) Kevin Douglas and his wife, Michelle Douglas, jointly as the beneficiaries and co-trustees of the K&M Douglas Trust, hold 278,332 shares and a currently exercisable warrant to purchase 92,079 shares at a price of \$10.86 per share; however, this warrant is exercisable only to the extent that such exercise would not cause the beneficial ownership of this affiliated group to exceed 15% of the outstanding shares. In addition, Kevin Douglas and Michelle Douglas are co-trustees of the James Douglas and Jean Douglas Irrevocable Descendants Trust, which holds 351,666 shares and a currently exercisable warrant to purchase 75,966 shares at a price of \$10.86 per share; however, this warrant is exercisable only to the extent that such exercise would not cause the beneficial ownership of this affiliated group to exceed 15% of the outstanding shares.
- (2) Kevin Douglas has dispositive power with respect to 153,332 shares held by the Douglas Family Trust and 33,333 shares held by James E. Douglas III. Kevin Douglas also has dispositive power with respect to currently exercisable warrants to purchase 39,133 and 23,019 shares of common stock held by the Douglas Family Trust and James E. Douglas III, respectively, at a price of \$10.86 per share; however, these warrants are exercisable only to the extent that such exercise would not cause the beneficial ownership of this affiliated group to exceed 15% of the outstanding shares.
- (3) Based on 8,084,471 shares of common stock outstanding as of October 31, 2014, as reported on the Issuer's 10-Q for the quarter ended September 30, 2014, filed with the Securities and Exchange Commission (the SEC) on November 12, 2014.

SCHEDULE 13G

CUSIP No. 89365K206

1 Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

2 Michelle Douglas
Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3 SEC Use Only

4 Citizenship or Place of Organization

United States

5 Sole Voting Power

NUMBER OF

SHARES **6** -0-
Shared Voting Power

BENEFICIALLY

OWNED BY
EACH **7** 798,043 (1)
Sole Dispositive Power

REPORTING

PERSON **8** -0-
Shared Dispositive Power

WITH

9 798,043 (1)
Aggregate Amount Beneficially Owned by Each Reporting Person

798,043 (1)

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares "

11 Percent of Class Represented by Amount in Row (9)

9.9% (2)

12 Type of Reporting Person

IN

- (1) Kevin Douglas and his wife, Michelle Douglas, jointly as the beneficiaries and co-trustees of the K&M Douglas Trust, hold 278,332 shares and a currently exercisable warrant to purchase 92,079 shares at a price of \$10.86 per share; however, this warrant is exercisable only to the extent that such exercise would not cause the beneficial ownership of this affiliated group to exceed 15% of the outstanding shares. In addition, Kevin Douglas and Michelle Douglas are co-trustees of the James Douglas and Jean Douglas Irrevocable Descendants Trust, which holds 351,666 shares and a currently exercisable warrant to purchase 75,966 shares at a price of \$10.86 per share; however, this warrant is exercisable only to the extent that such exercise would not cause the beneficial ownership of this affiliated group to exceed 15% of the outstanding shares.
- (2) Based on 8,084,471 shares of common stock outstanding as of October 31, 2014, as reported on the Issuer's 10-Q for the quarter ended September 30, 2014, filed with the SEC on November 12, 2014.

SCHEDULE 13G

CUSIP No. 89365K206

1 Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

James E. Douglas III
2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3 SEC Use Only

4 Citizenship or Place of Organization

California

5 Sole Voting Power

NUMBER OF

SHARES 56,352 (1)
6 Shared Voting Power

BENEFICIALLY

OWNED BY
EACH **7** -0-
Sole Dispositive Power

REPORTING

PERSON **8** -0-
Shared Dispositive Power

WITH

56,352 (1)(2)
9 Aggregate Amount Beneficially Owned by Each Reporting Person

56,352 (1)(2)

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares "

11 Percent of Class Represented by Amount in Row (9)

0.7% (3)

12 Type of Reporting Person

OO

- (1) Includes a currently exercisable warrant to purchase 23,019 shares of common stock at a price of \$10.86 per share; however, this warrant is exercisable only to the extent that such exercise would not cause the beneficial ownership of this affiliated group to exceed 15% of the outstanding shares.
- (2) Kevin Douglas has dispositive power with respect to the securities held by James E. Douglas III.
- (3) Based on 8,084,471 shares of common stock outstanding as of October 31, 2014, as reported on the Issuer's 10-Q for the quarter ended September 30, 2014, filed with the SEC on November 12, 2014.

SCHEDULE 13G

CUSIP No. 89365K206

1 Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

2 K&M Douglas Trust (1)
Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3 SEC Use Only

4 Citizenship or Place of Organization

California

5 Sole Voting Power

NUMBER OF

SHARES **6** 370,411 (2)
Shared Voting Power

BENEFICIALLY

OWNED BY
EACH **7** -0-
Sole Dispositive Power

REPORTING

PERSON **8** 370,411 (2)
Shared Dispositive Power

WITH

-0-

9 Aggregate Amount Beneficially Owned by Each Reporting Person

370,411 (2)

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11 Percent of Class Represented by Amount in Row (9)

4.6% (3)

12 Type of Reporting Person

OO

- (1) Kevin Douglas and Michelle Douglas, husband and wife, are beneficiaries and co-trustees.
- (2) Includes a currently exercisable warrant to purchase 92,079 shares of common stock at a price of \$10.86 per share; however, this warrant is exercisable only to the extent that such exercise would not cause the beneficial ownership of this affiliated group to exceed 15% of the outstanding shares.
- (3) Based on 8,084,471 shares of common stock outstanding as of October 31, 2014, as reported on the Issuer's 10-Q for the quarter ended September 30, 2014, filed with the SEC on November 12, 2014.

SCHEDULE 13G

CUSIP No. 89365K206

1 Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

2 Douglas Family Trust (1)
Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3 SEC Use Only

4 Citizenship or Place of Organization

California

5 Sole Voting Power

NUMBER OF

SHARES 192,465 (2)
6 Shared Voting Power

BENEFICIALLY

OWNED BY
EACH **7** -0-
Sole Dispositive Power

REPORTING

PERSON **8** -0-
Shared Dispositive Power

WITH

192,465 (2)(3)
9 Aggregate Amount Beneficially Owned by Each Reporting Person

192,465 (2)

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11 Percent of Class Represented by Amount in Row (9)

2.4% (4)

12 Type of Reporting Person

OO

- (1) James E. Douglas, Jr. and Jean A. Douglas, husband and wife, are co-trustees.
- (2) Includes a currently exercisable warrant to purchase 39,133 shares of common stock at a price of \$10.86 per share; however, this warrant is exercisable only to the extent that such exercise would not cause the beneficial ownership of this affiliated group to exceed 15% of the outstanding shares.
- (3) Kevin Douglas has dispositive power with respect to the securities held by the Douglas Family Trust.
- (4) Based on 8,084,471 shares of common stock outstanding as of October 31, 2014, as reported on the Issuer's 10-Q for the quarter ended September 30, 2014, filed with the SEC on November 12, 2014.

SCHEDULE 13G

CUSIP No. 89365K206

1 Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

2 James Douglas and Jean Douglas Irrevocable Descendants Trust (1)
 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3 SEC Use Only

4 Citizenship or Place of Organization

California

5 Sole Voting Power

NUMBER OF

SHARES 427,632 (2)
6 Shared Voting Power

BENEFICIALLY

OWNED BY
 EACH **7** -0-
 Sole Dispositive Power

REPORTING

PERSON 427,632 (2)
8 Shared Dispositive Power

WITH

-0-

9 Aggregate Amount Beneficially Owned by Each Reporting Person

427,632 (2)

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11 Percent of Class Represented by Amount in Row (9)

5.3% (3)

12 Type of Reporting Person

OO

- (1) Kevin Douglas and Michelle Douglas, husband and wife, are co-trustees.
- (2) Includes a currently exercisable warrant to purchase 75,966 shares of common stock at a price of \$10.86 per share; however, this warrant is exercisable only to the extent that such exercise would not cause the beneficial ownership of this affiliated group to exceed 15% of the outstanding shares.
- (3) Based on 8,084,471 shares of common stock outstanding as of October 31, 2014, as reported on the Issuer's 10-Q for the quarter ended September 30, 2014, filed with the SEC on November 12, 2014.

SCHEDULE 13G

Item 1.

(a) Name of Issuer:
Transgenomic, Inc.

(b) Address of Issuer's Principal Executive Offices:
12325 Emmet Street

Omaha, NE 68146

Item 2.

(1)(a) NAME OF PERSONS FILING:

Kevin Douglas

Michelle Douglas

James E. Douglas III

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

125 E. Sir Francis Drake Blvd., Ste 400

Larkspur, CA 94939

(c) CITIZENSHIP:

United States

(d) TITLE OF CLASS OF SECURITIES:

Common Stock

(e) CUSIP NUMBER:

8936K206

(2)(a) NAME OF PERSONS FILING:

K&M Douglas Trust

Douglas Family Trust

James Douglas and Jean Douglas Irrevocable Descendants Trust

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

125 E. Sir Francis Drake Blvd., Ste 400

Larkspur, CA 94939

(c) CITIZENSHIP:

California

(d) TITLE OF CLASS OF SECURITIES:

Common Stock

(e) CUSIP NUMBER:
8936K206

Item 3. If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
- (e) " An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with §240.13d- 1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with §240.13d- 1(b)(1)(ii)(G);
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) " Group, in accordance with §240.13d-1(b)(1)(ii)(J)

Not Applicable.

Item 4. Ownership

Reference is made as to each of the Reporting Persons hereunder to Rows 5-9 and 11 of each of the cover pages of this Schedule 13G and associated footnotes, which are incorporated by reference herein.

Each of the Reporting Persons hereunder may be deemed a member of a group within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934 (the Exchange Act), or Rule 13d-5 promulgated under the Exchange Act with one or more of the other Reporting Persons hereunder. Although the Reporting Persons are reporting such securities as if they were members of a group, the filing of this Schedule 13G shall not be construed as an admission by any Reporting Person that such Reporting Person is a beneficial owner of any securities other than those directly held by such Reporting Person.

Item 5. Ownership of 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: "

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Item 4 of this Schedule 13G/A and the Joint Filing Agreement attached hereto as Exhibit A.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

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.

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: February 13, 2015

* Kevin Douglas
KEVIN DOUGLAS

Date: February 13, 2015

* Michelle Douglas
MICHELLE DOUGLAS

Date: February 13, 2015

* James E. Douglas III
JAMES E. DOUGLAS III

K&M DOUGLAS TRUST

Date: February 13, 2015

* Kevin Douglas
By: Kevin Douglas
Title: Trustee

Date: February 13, 2015

* Michelle Douglas
By: Michelle Douglas
Title: Trustee

DOUGLAS FAMILY TRUST

Date: February 13, 2015

* James E. Douglas, Jr.
By: James E. Douglas, Jr.
Title: Trustee

Date: February 13, 2015

* Jean A. Douglas
By: Jean A. Douglas
Title: Trustee

JAMES DOUGLAS AND JEAN DOUGLAS
IRREVOCABLE DESCENDANTS TRUST

Date: February 13, 2015

* Kevin Douglas
By: Kevin Douglas
Title: Trustee

Date: February 13, 2015

* Michelle Douglas
By: Michelle Douglas
Title: Trustee

*By: /s/ Eileen Wheatman
Eileen Wheatman
Attorney-in-fact

EXHIBIT A

JOINT FILING AGREEMENT

This Joint Filing Agreement (this Agreement) hereby confirms the agreement by and among all of the undersigned that the Schedule 13G/A to which this Agreement is attached as Exhibit A with respect to the beneficial ownership of the undersigned of shares Common Stock of Transgenomic, Inc. is being filed on behalf of each of the undersigned. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Date: February 13, 2015

* Kevin Douglas
KEVIN DOUGLAS

Date: February 13, 2015

* Michelle Douglas
MICHELLE DOUGLAS

Date: February 13, 2015

* James E. Douglas III
JAMES E. DOUGLAS III

K&M DOUGLAS TRUST

Date: February 13, 2015

* Kevin Douglas
By: Kevin Douglas
Title: Trustee

Date: February 13, 2015

* Michelle Douglas
By: Michelle Douglas
Title: Trustee

DOUGLAS FAMILY TRUST

Date: February 13, 2015

* James E. Douglas, Jr.
By: James E. Douglas, Jr.
Title: Trustee

Date: February 13, 2015

* Jean A. Douglas
By: Jean A. Douglas
Title: Trustee

JAMES DOUGLAS AND JEAN DOUGLAS
IRREVOCABLE DESCENDANTS TRUST

Date: February 13, 2015

* Kevin Douglas
By: Kevin Douglas
Title: Trustee

Date: February 13, 2015

* Michelle Douglas
By: Michelle Douglas

Title: Trustee

*By: /s/ Eileen Wheatman
Eileen Wheatman
Attorney-in-fact