

TAURIGA SCIENCES, INC.
Form SC 13D/A
July 21, 2014

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

SCHEDULE 13D

(Amendment No. 1)*

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a)
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)**

TAURIGA SCIENCES, INC.
(Name of Issuer)

Common Stock, par value \$0.00001 per share
(Title of Class of Securities)

87669X106
(CUSIP Number)

Jason E. Barkeloo

Chief Executive Officer

Bacterial Robotics, LLC

PO Box 30085

Cincinnati, OH 45230

(513) 225-8765

Copy to:

David J. Willbrand, Esq.

Thompson Hine LLP

312 Walnut Street, 14th Floor

Cincinnati, Ohio 45202-4089

(513) 352-6646

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

July 8, 2014

(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 .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 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 but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

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NAME OF REPORTING PERSON

1

Bacterial Robotics, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..
(b) ..

SEC USE ONLY

3

SOURCE OF FUNDS

4

00

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Ohio

SOLE VOTING POWER

7

0

NUMBER OF
SHARES

8

SHARED VOTING POWER

44,562,656(1)

BENEFICIALLY
OWNED BY

SOLE DISPOSITIVE POWER

9

0

EACH

REPORTING

PERSON WITH

SHARED DISPOSITIVE POWER

10

44,562,656(1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11

44,562,656(1)

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

6.0%(2)

TYPE OF REPORTING PERSON

14

OO

(1) Includes (i) a 7-year warrant to purchase 28,917,647 shares of common stock (“Warrant Two”); and (ii) 15,645,009 shares of common stock (the “BR Common Stock”) held by Bacterial Robotics, LLC (“Bacterial Robotics”). Bacterial Robotics exercised its purchase rights under its previously reported 5-year warrant to purchase 75,000,000 shares of common stock (“Warrant One”) as of July 8, 2014, as reported in its Form 4 as filed with the Securities and Exchange Commission on July 9, 2014.

(2) Based on 707,856,866 shares of common stock reported by Tauriga Sciences, Inc. (the “Company”) as outstanding as of July 10, 2014 in its Annual Report on Form 10-K filed with the Securities and Exchange Commission for the fiscal year ended March 31, 2014.

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NAME OF REPORTING PERSON

1

Jason E. Barkeloo

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..
(b) ..

SEC USE ONLY

3

SOURCE OF FUNDS

4

00

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

USA

| | | |
|--------------|-----------------------|--------------------------|
| | 7 | SOLE VOTING POWER |
| NUMBER OF | 0 | |
| SHARES | 8 | SHARED VOTING POWER |
| BENEFICIALLY | 119,145,979(1) | |
| OWNED BY | 9 | SOLE DISPOSITIVE POWER |
| EACH | 3,501,000 | |
| REPORTING | | SHARED DISPOSITIVE POWER |
| PERSON WITH | 10 | 44,562,656(2) |

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11

119,145,979(1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

14.7%(3)

TYPE OF REPORTING PERSON

14

IN

(1) Includes (i) Warrant Two; (iii) the BR Common Stock; (iv) 3,501,000 shares of common stock held by Jason E. Barkeloo ("Mr. Barkeloo"); and (v) warrants to purchase 71,082,323 shares of common stock held by the Members (as defined in Item 4 below) other than Bacterial Robotics and Mr. Barkeloo, which will be subject to the Standstill and Voting Agreement (as defined in Item 4 below) once issued. Mr. Barkeloo disclaims beneficial ownership of the securities held by the Members.

(2) Includes (i) Warrant Two; and (ii) the BR Common Stock. Mr. Barkeloo is the managing member and Chief Executive Officer of Bacterial Robotics and therefore may be deemed to share dispositive power with respect to the securities held by Bacterial Robotics.

(3) Based on 707,856,866 shares of common stock reported by the Company as outstanding as of July 10, 2014 in its Annual Report on Form 10-K filed with the Securities and Exchange Commission for the fiscal year ended March 31, 2014.

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Explanatory Note:

Except as specifically amended and supplemented by this Amendment No. 1 (“Amendment No. 1”), all other provisions of the Schedule 13D filed by the Reporting Persons on May 2, 2014 (the “Original Schedule 13D”) remain in full force and effect. The Original Schedule 13D together with Amendment No. 1 is referred to herein as the “Schedule 13D.” Capitalized terms used herein and not otherwise defined shall have the same meanings ascribed to them in the Original Schedule 13D.

Item 1. Security and Issuer.

This Statement relates to the Common Stock, par value \$0.00001 per share (the “Common Stock”), of Tauriga Sciences, Inc., a Florida corporation (the “Company”). The Company reports that its principal executive offices are located at 39 Old Ridgebury Road, Danbury, Connecticut 06180.

Item 3. Source and Amount of Funds or Other Consideration.

The securities described herein reflect the shares of Common Stock issued upon the exercise of Warrant One by Bacterial Robotics on July 8, 2014, as reported in its Form 4 as filed with the Securities and Exchange Commission on July 9, 2014.

Item 4. Purpose of Transaction.

Bacterial Robotics has previously disclosed in this Schedule 13D that it intended to utilize a cashless exercise of Warrant One pursuant to a Strategic Alliance Agreement, dated as of October 29, 2013, by and between the Company and Bacterial Robotics. Bacterial Robotics exercised its purchase rights under Warrant One as of July 8, 2014. As reported in its Form 4 filed with the Securities and Exchange Commission on July 9, 2014, Bacterial Robotics acquired 15,585,009 shares of common stock of the Company in a cashless exercise of its purchase rights under Warrant One at an exercise price of \$0.0260 per share. Bacterial Robotics surrendered 59,414,991 shares of common stock of the Company in connection with the cashless exercise of its purchase rights under Warrant One.

Item 5. Interest in Securities of the Issuer.

(a) Bacterial Robotics beneficially owns 44,562,656 shares of Common Stock, 28,917,647 of which are issuable upon the exercise of Warrant Two, which represents approximately 6.0% percent of the Company's outstanding shares of Common Stock. By virtue of his relationships with Bacterial Robotics, Mr. Barkeloo may also be deemed to share the power to vote and the power to dispose of the Common Stock beneficially owned by Bacterial Robotics. In addition, by virtue of the Standstill and Voting Agreement, Mr. Barkeloo may be deemed to share the power to vote an additional 71,082,323 shares of Common Stock underlying certain warrants to purchase Common Stock (the "Subject Shares"), which will be subject to the Standstill and Voting Agreement once issued. Mr. Barkeloo also owns directly 3,501,000 shares of Common Stock. Therefore, Mr. Barkeloo beneficially owns 119,145,979 shares of Common Stock, which includes 99,999,970 shares of Common Stock issuable upon the exercise of warrants to purchase Common Stock, which represents approximately 14.7% percent of the Company's outstanding shares of Common Stock.

Each percentage ownership of shares of Common Stock set forth in this Statement is based on the 707,856,866 shares of Common Stock reported by the Company as outstanding as of July 10, 2014 in its Annual Report on Form 10-K filed with the Securities and Exchange Commission with respect to its fiscal year ended March 31, 2014.

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(b) Bacterial Robotics shares the power to dispose of the 28,917,647 shares of Common Stock issuable upon the exercise of Warrant Two, and the 15,645,009 shares of Common Stock directly owned by it, with Mr. Barkeloo. Mr. Barkeloo shares the power to vote the Subject Shares with the other Members and has sole power to dispose of the 3,501,000 shares of Common Stock directly owned by him.

(c) Not applicable.

(d) Not applicable.

(e) Not applicable.

The filing of this Schedule 13D shall not be construed as an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any of the securities reported herein.

Item 7. Material to Be Filed as Exhibits.

The following documents are filed as exhibits:

99.1 Joint Filing Agreement, dated May 2, 2014, between Bacterial Robotics, LLC and Jason E. Barkeloo, as filed with the Securities and Exchange Commission on May 2, 2014 and incorporated herein by reference.

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: July 21, 2014

BACTERIAL ROBOTICS, LLC

By: /s/ Jason E. Barkeloo

Name: Jason E. Barkeloo

Title: Chief Executive Officer

/s/ Jason E. Barkeloo

Jason E. Barkeloo