

COCONNECT, INC.
Form SC 13D/A
June 24, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

CoConnect, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

19188W 301

(CUSIP Number)

SJ Corporate Finance ApS

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(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

June 23, 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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1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see instructions)

(a) ☐

(b) ☐

3. SEC USE ONLY

4. SOURCE OF FUNDS (See Instructions)

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Denmark

7. SOLE VOTING POWER

NUMBER OF
SHARES

546,714

BENEFICIALLY OWNED BY

8. SHARED VOTING POWER

EACH

0

REPORTING PERSON WITH

9. SOLE DISPOSITIVE POWER

546,714

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

546,714

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)

17.2%

14. TYPE OF REPORTING PERSON (see instructions)

IN

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This Amendment No. 1 (this “Amendment”) amends the statement on Schedule 13D filed with the Securities and Exchange Commission (the “SEC”) on May 10, 2014 (the “Original Schedule 13D”) with respect to the shares of common stock, par value \$0.001 per share (“Shares”), of CoConnect, Inc., a Nevada corporation (the “Issuer”). Capitalized terms not otherwise defined herein have the meanings set forth in the Original Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Paragraphs (a) and (c) of the Original Schedule 13D are amended and restated to read as follows:

(a) As of the date of this Amendment, the Reporting Person beneficially owned 546,714 Shares, constituting 17.2% of the outstanding Shares. The percentage of Shares owned is based upon 3,179,428 Shares outstanding as of May 22, 2014, as indicated by inquiry of the Issuer’s transfer agent.

(c) 461,000 Shares were acquired on May 1, 2014, as described in Item 3 of the Original Schedule. On June 23, 2014, the Reporting Person acquired 85,714 additional Shares from PacificWave Partners Ltd. in a private transaction. The purchase price was \$0.875 per share.

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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.

SJ Corporate Finance ApS

/s/ Soeren Jonassen

Soeren Jonassen

