

SMITH MICRO SOFTWARE, INC
Form SC 13G/A
February 14, 2019

**SECURITIES AND EXCHANGE
COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO § 240.13d-2.**

(Amendment No. 1)*

Smith Micro Software, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

832154207

(CUSIP Number)

December 31, 2018

(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 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 purposes 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).

CUSIP

No: 832154207

- Names of Reporting Persons
- (1) Iroquois Capital Management L.L.C.
- Check the Appropriate Box if a Member of a Group (See Instructions)
- (2) (a) (b)
- (3) SEC Use Only
- (4) Citizenship or Place of Organization Delaware
- (5) Sole Voting Power

Number of Shares Beneficially Owned by Each Reporting Person With	Shared Voting Power
(6)	331,062 shares of Common Stock
	1,079,680 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
Each Reporting Person With	Sole Dispositive Power
(7)	<input type="radio"/>
	Shared Dispositive Power
(8)	331,062 shares of Common Stock
	1,079,680 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*

- Aggregate Amount Beneficially Owned by Each Reporting Person
- (9) 331,062 shares of Common Stock
- 1,079,680 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 (See Instructions)
- (11) Percent of Class Represented by Amount in Row (9)
- 4.99%
- (12) Type of Reporting Person (See Instructions)
- OO

* 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).

CUSIP

No: 832154207

- Names of Reporting Persons
- (1) Richard Abbe
- Check the Appropriate Box if a Member of a Group (See Instructions)
- (2) (a) (b)
- SEC Use Only
- (3) Citizenship or Place of Organization
- (4) United States of America

Sole Voting Power

(5) 495,008 shares of Common Stock
1,619,520 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*

Number of Shares Beneficially Owned by Each Reporting Person With

Shared Voting Power

(6) 331,062 shares of Common Stock
1,079,680 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*

Sole Dispositive Power

(7) 495,008 shares of Common Stock
1,619,520 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*

Shared Dispositive Power

(8) 331,062 shares of Common Stock
1,079,680 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*

- Aggregate Amount Beneficially Owned by Each Reporting Person
- (9) 826,070 shares of Common Stock
2,699,200 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 (See Instructions)
- (11) Percent of Class Represented by Amount in Row (9)
4.99%
- (12) Type of Reporting Person (See Instructions)
IN; HC

* 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).

This Amendment No. 1 (this “Amendment”) amends the statement on Schedule 13G filed on May 22, 2018 (the “Original Schedule 13G”) with respect to the Common Stock, \$0.001 par value (the “Common Stock”) of Smith Micro Software, Inc., a Delaware corporation (the “Company”). Capitalized terms used herein and not otherwise defined in this Amendment have the meanings set forth in the Original Schedule 13G. This Amendment amends and restates each of Item 4 and Item 5 in its entirety as set forth below.

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

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 28,266,914 shares of Common Stock issued and outstanding as of November 20, 2018, as represented in the Company’s Prospectus Supplement on Form 424(b)(3) filed with the Securities and Exchange Commission on December 7, 2018, and assumes the exercise of the Company’s 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 the filing of this statement, the Reporting Persons were not able to exercise all of the Reported Warrants due to the Blocker.

As of the date of the event which requires filing of this statement, Iroquois Master Fund Ltd. (“Iroquois Master Fund”) held 331,062 shares of Common Stock and Reported Warrants to purchase 1,079,680 shares of Common Stock (subject to the Blocker) and Iroquois Capital Investment Group LLC (“ICIG”) held 495,008 shares of Common Stock and Reported Warrants to purchase 1,619,520 shares of Common Stock (subject to the Blocker).

Mr. Abbe shares authority and responsibility for the investments made on behalf of Iroquois Master Fund with Ms. Kimberly Page, each of whom is a director of the Iroquois Master Fund. Iroquois Capital is the investment advisor for Iroquois Master Fund and Mr. Abbe is the President of Iroquois Capital. Mr. Abbe has the sole authority and responsibility for the investments made on behalf of ICIG. As such, Mr. Abbe 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 Iroquois Master Fund and ICIG. 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 Reporting Persons hereby disclaims any beneficial ownership of any such shares of Common Stock except to the extent of their pecuniary interest therein.

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: x

Item 10. Certification

By signing below each of the undersigned certifies that, to the best of its 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.

SIGNATURES

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 14, 2019

IROQUOIS
CAPITAL
MANAGEMENT
L.L.C.

By: /s/ Richard Abbe
Richard Abbe,
President

/s/ Richard Abbe
Richard Abbe