

GENETHERA INC
Form 10-Q
May 20, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

Quarterly Report pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

For the Quarterly Period Ended March 31, 2015

Commission File No. 000-27237

GENETHERA, INC.

(Exact name of small Business Issuer as specified in its Charter)

Nevada 65-0622463

(State or Other Jurisdiction of (I.R.S. Employer

Incorporation or Organization) Identification Number)

9101 Harlan Street Suite 130, Westminster, CO 80031

(Address of principal executive offices) (Zip Code)

Issuer's telephone number, including area code: (303) 439-2085

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the issuer was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days [x] Yes [] No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes [x] No []

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer [] Accelerated filer []

Non-accelerated filer [] Smaller reporting company [x]

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act):

Yes No

State the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 39,094,217 Shares of \$.001 par value Common Stock outstanding as of May 20, 2015.

GENETHERA INC.
CONSOLIDATED BALANCE SHEETS
MARCH 31, 2015 AND DECEMBER 31, 2014

	March 31,	December 31,
	2015	2014
	(Unaudited)	(Unaudited)
<u>ASSETS</u>		
CURRENT ASSETS		
Cash	\$15,334	\$94
Receivables - related parties	272,068	15,330
Total current assets	287,402	15,424
PROPERTY AND EQUIPMENT, NET	31,659	-
TOTAL ASSETS	\$319,061	\$15,424
<u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u>		
CURRENT LIABILITIES		
Accounts payable	\$1,192,777	\$1,245,105
Accounts payable - related party	498,736	271,858
Accrued liabilities	2,774,202	2,630,069
Notes payable	10,800	10,800
Convertible notes payable	1,138,662	951,161
Loan from stockholder	649,159	645,271
Total current liabilities	6,264,336	5,754,264
COMMITMENTS AND CONTINGENCIES	-	-
STOCKHOLDERS' DEFICIT		
Series A preferred stock:		
par value \$0.001 per share, 20,000,000 shares authorized, 4,600 and 4,600 shares issued and outstanding at March 31, 2015 and December 31, 2014	5	5
Series B preferred stock:		
par value \$0.001 per share, 30,000,000 shares authorized, 15,410,000 and 15,410,000 shares issued and outstanding at March 31, 2015 and December 31, 2014	15,410	15,410
Common stock:		
par value \$0.001 per share, 300,000,000 shares authorized, 37,410,636 and 34,473,056 shares issued and outstanding at March 31, 2015 and December 31, 2014	37,411	34,473
Stock to be issued	53,573	18,160,622
Paid-in capital	18,254,139	18,160,622
Accumulated deficit	(24,305,813)	(23,949,350)
Total stockholder's deficit	(5,945,275)	(5,738,840)

TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT \$319,061 \$ 15,424

See accompanying notes to these unaudited consolidated financial statements.

**GENETHERA INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014
(UNAUDITED)**

	Three Months Ended March 31,	
	<u>2015</u>	<u>2014</u>
OPERATING EXPENSES		
General and administrative	\$ 162,806	\$ 66,562
Payroll expenses	186,000	96,000
Depreciation	80	3,414
LOSS FROM OPERATIONS	(348,886)	(165,976)
OTHER EXPENSE		
Interest expense	7,577	-
NET LOSS BEFORE TAXES	\$ (356,463)	\$ (165,976)
Provision for income taxes	-	-
NET LOSS	\$ (356,463)	\$ (165,976)
Loss per common share - basic and diluted	\$ (0.01)	\$ (0.01)
Weighted average common shares outstanding - basic and diluted	34,707,095	31,484,590

See accompanying notes to these unaudited consolidated financial statements

GENETHERA INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014
(UNAUDITED)

	Three Months Ended March 31,	
	<u>2015</u>	<u>2014</u>
Net loss	\$ (356,463)	\$ (165,976)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Stock-based compensation	55,000	-
Depreciation	80	3,414
Changes in operating assets and liabilities:		
Accounts receivable - related parties	(256,738)	418
Accounts payable - related parties	461,788	-
Accounts payable and accrued expenses	96,222	118,979
Net cash used in operating activities	(111)	(43,165)
CASH FLOWS FROM INVESTING ACTIVITIES		
Net cash from financing activities	-	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Net advance from related parties	15,351	41,959
Net cash provided by financing activities	15,351	41,959
CHANGE IN CASH	15,240	(1,206)
CASH, beginning of period	94	1,331
CASH, end of period	\$ 15,334	\$ 125
SUPPLEMENTAL DISCLOSURES		
<u>Noncash investing and financing transactions:</u>		
Convertible note proceeds received by related party	\$ 256,000	\$ 20,000
Conversion of convertible notes payable to common stock	\$ 69,026	\$ -
Property acquired in exchange for common stock	\$ 26,000	\$ -
Equipment purchased by related party	\$ 5,739	\$ -

See accompanying notes to these unaudited consolidated financial statements.

NOTE 1 – ORGANIZATION AND NATURE OF OPERATIONS

GeneThera is a biotechnology company that develops molecular assays for the detection of food contaminating pathogens, veterinary diseases and genetically modified organisms.

The accompanying unaudited interim consolidated financial statements of GeneThera have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission and should be read in conjunction with the audited financial statements and notes thereto contained in the Company's latest Annual Report filed with the SEC on Form 10-K. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim periods presented have been reflected herein. The results of operations for the three months ended March 31, 2015 are not necessarily indicative of the results to be expected for the full year. Notes to the financial statements which would substantially duplicate the disclosure contained in the audited financial statements for the most recent fiscal year ending December 31, 2014, as reported in Form 10-K, have been omitted, including summaries of the Company's significant accounting policies.

New Accounting Pronouncements:

In April 2015, the Financial Accounting Standards Board issued ASU 2015-03 Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs. To simplify presentation of debt issuance costs, the amendments in this Update require that debt issuance costs related to a recognized debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by the amendments in this update. This will be effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. The Company does not anticipate significant impact upon its financial statements at this time and will continue to evaluate the potential for such impact.

NOTE 2 – GOING CONCERN

As shown in the accompanying consolidated financial statements, GeneThera had an accumulated deficit and a working capital deficit as of March 31, 2015. These conditions raise substantial doubt as to GeneThera's ability to continue as a going concern. Management's plan with regard to these matters includes raising working capital and significant assets and resources to assure GeneThera's viability, through private or public equity offerings, and/or debt financing, and/or through the acquisition of new business or private ventures. The financial statements do not include any adjustments that might be necessary if GeneThera is unable to continue as a going concern.

NOTE 3 – RELATED PARTY TRANSACTIONS

The Company has an outstanding loan payable to Antonio Milici, its President and shareholder, amounting to \$649,159 as of March 31, 2015 and \$645,271 as of December 31, 2014, that is unsecured and carries interest at 2.41% per year. During the period ending March 31, 2015, the Company recorded interest expense on the loan in the amount of \$3,888.

The Company also has an outstanding debt payable to Tannya L Irizarry, its Chief Financial Officer and shareholder, for expenses paid on behalf of the Company amounting to \$91,470 as of March 31, 2015, that is unsecured and non-interest bearing. The amount is included in related party accounts payable as of March 31, 2015.

During three months ended March 31, 2015, the Company issued \$256,000 of convertible promissory notes (see Note 4). The proceeds from these notes were managed by a subsidiary of Setna Holdings, a related party.

NOTE 4 – CONVERTIBLE NOTES PAYABLE

During January 2015, the Company issued Subordinated Convertible Promissory notes in the aggregate amount of \$256,000, and convertible notes and related interest totaling \$69,026 were converted to 2,298,465 shares of common stock. Of that, 515,133 shares of common stock valued at \$15,454 had been issued as of March 31, 2015; the remaining 1,783,332 shares valued at \$53,572 had not yet been issued at March 31, 2015.

NOTE 5 – STOCKHOLDERS' EQUITY

During the three months ended March 31, 2015, the Company issued 2,422,447 shares of common stock valued at \$81,000 in exchange for services and property:

- 204,080 shares valued at \$10,000 to directors for services;
- 918,367 shares valued at \$45,000 to an officer for services; and
- 1,300,000 shares valued at \$26,000 to a vendor for construction in process.

During the three months ended March 31, 2015, convertible notes payable were converted to common stock:

- 515,133 shares of common stock were issued for converted notes totaling \$69,026
- An additional 1,783,332 shares valued at \$53,572 were yet to be issued as of March 31, 2015 pursuant to convertible notes payable that were converted.

NOTE 6 – SUBSEQUENT EVENTS

During April 2015, 1,683,581 shares of common stock valued at \$50,572 were issued pursuant to conversion of convertible notes payable that were converted through March 31, 2015.

Item 2. Management's Discussion and Analysis and Results of Operation

The following discussion and analysis should be read in conjunction with the financial statements and notes thereto that appear elsewhere herein.

FORWARD-LOOKING AND CAUTIONARY STATEMENTS

Sections of this Form 10-Q, including the Management's Discussion and Analysis or Plan of Operation, contain "forward-looking statements". These forward-looking statements are subject to risks and uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from the results, performance or achievements expressed or implied by the forward-looking statements. You should not unduly rely on these statements. Forward-looking statements involve assumptions and describe our plans, strategies, and expectations. You can generally identify a forward-looking statement by words such as may, will, should, would, could, plan, goal, potential, expect, anticipate, estimate, believe, intend, project, and similar words and variations thereof. This report contains forward-looking statements that address, among other things,

- * Our financing plans,
- * Regulatory environments in which we operate or plan to operate, and
- * Trends affecting our financial condition or results of operations, the impact of competition, the start-up of certain operations and acquisition opportunities.

Factors, risks, and uncertainties that could cause actual results to differ materially from those in the forward-looking statements ("Cautionary Statements") include, among others,

- * Our ability to raise capital,
- * Our ability to execute our business strategy in a very competitive environment,
- * Our degree of financial leverage, risks associated with our acquiring and integrating companies into our own,
- * Risks relating to rapidly developing technology, and regulatory considerations;
- * Risks related to international economies,
- * Risks related to market acceptance and demand for our products and services,

- * The impact of competitive services and pricing, and
- * Other risks referenced from time to time in our SEC filings.

All subsequent written and oral forward-looking statements attributable to us, or anyone acting on our behalf, are expressly qualified in their entirety by the cautionary statements. We do not undertake any obligations to publicly release any revisions to any forward-looking statements to reflect events or circumstances after the date of this report or to reflect unanticipated events that may occur.

RESULTS OF OPERATIONS

FOR THE THREE MONTHS ENDED MARCH 31, 2015, COMPARED TO THE THREE MONTHS ENDED MARCH 31, 2014

We did not generate any revenue for the three months ended March 31, 2015 and 2014.

We had total operating expenses of \$356,463 for the three months ended March 31, 2015, compared to total operating expenses of \$165,976 for the three months ended March 31, 2014, an increase of \$182,829 from the prior period. The increase was largely due to higher general and administrative expenses, which increased by \$96,243 over the prior period.

We had a net loss of \$348,805 for the three months ended March 31, 2015, compared to a net loss of \$165,976 for the three months ended March 31, 2014, a decrease of \$190,487 from the prior period.

LIQUIDITY AND CAPITAL RESOURCES

We had total assets as of March 31, 2015 of \$319,061, which included cash of \$15,334, receivables from related parties of \$272,068, and net property and equipment of \$31,739.

We had total liabilities of \$6,264,336 as of March 31, 2015, which included \$1,691,513 of accounts payable, \$2,774,202 of accrued liabilities, and \$1,798,621 of notes and loans payable.

We had negative working capital of \$5,976,934 and an accumulated deficit of \$24,305,813 as of March 31, 2015.

It is estimated that we will require outside capital for the remainder of 2015 for the commercialization of GeneThera molecular assays as well as the development of our therapeutic vaccines. The Company intends to raise these funds by means of one or more private offerings of debt or equity securities or both. The Company is still in discussions with one or two groups to obtain financing through equity. No definitive agreements have been signed. There are no guarantees whether the Company will be able to secure such financing, and if the financing is secured, there are no guarantees whether the Company can achieve the goals laid out in its business plan fully. We will require significant additional funding in order to achieve our business plan.

Our longer-term working capital and capital requirements will depend upon numerous factors, including revenue and profit generation, pre-clinical studies and clinical trials, the timing and cost of obtaining regulatory approvals, the cost of filing, prosecuting, defending, and enforcing patent claims and other intellectual property rights, competing technological and market developments, and collaborative arrangements. Additional capital will be required in order to attain such goals. Such additional funds may not become available on acceptable terms and we cannot give any assurance that any additional funding that we do obtain will be sufficient to meet our needs in the long term.

In the future, we may be required to seek additional capital by selling debt or equity securities, selling assets, or otherwise be required to bring cash flows in balance when we approach a condition of cash insufficiency. The sale of additional equity or debt securities, if accomplished, may result in dilution to our then shareholders.

The Company has no off balance sheet commitments or arrangements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Pursuant to Item 305(e) of Regulation S-K (§ 229.305(e)), the Company is not required to provide the information required by this Item as it is a “smaller reporting company,” as defined by Rule 229.10(f)(1).

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Principal Executive Officer and Principal Financial Officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 13a15 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) as of the end of the period covered by this Quarterly Report on Form 10-Q. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Based on our evaluation, our Principal Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures are not designed at a reasonable assurance level and are not effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our

management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

We regularly review our system of internal control over financial reporting to ensure we maintain an effective internal control environment. There were no changes in our internal control over financial reporting that occurred during the period covered by this Quarterly Report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

On June 29, 2007, the Internal Revenue Service filed a Federal Tax Lien at the Jefferson County Recorder in the State of Colorado in the amount of \$1,983. The Company has not satisfied the judgment.

On June 6, 2008, Mark A. Shoemaker filed a Civil Judgment at the LA County/Recorder of Deeds Court in the State of California the amount of \$37,721. The Company will not satisfy the judgment since Mr. Shoemaker has been incarcerated and disbarred.

On February 10, 2009, Centennial Credit Corporation filed a Civil Judgment at the Jefferson County Court in the State of Colorado in the amount of \$967. The Company has not satisfied the judgment.

In June 2009, James Tufts filed a complaint at the Small Claims Court in Jefferson County, Colorado in the amount of \$4,000 plus expenses from a London business trip. The Company will not satisfy the judgment. The Company discovered that during the time his spouse was working at the transfer agency, she issued more than one stock certificate in the amount of \$15,000 each. In December 2009, James Tufts returned only one certificate in the amount of \$15,000; the other stock certificate for the same amount is still active and in the database.

On June 26, 2009, Enterprise Leasing Company of Denver filed a Civil Judgment at the Jefferson County District Court in the State of Colorado in the amount of \$78,178. The Company has not satisfied the judgment.

On August 17, 2010, Banc of America Leasing filed a Civil Judgment at the Oakland County District in Troy, Michigan in the amount of \$24,002. The Company has not satisfied the judgment.

On September 23, 2010, Liberty Acquisitions filed a Civil Judgment at the Jefferson County Court in the State of Colorado in the amount of \$3,300. The Company has not satisfied the judgment since the original amount was \$1,100.

On August 29, 2011, the Company had a court hearing concerning a litigation filed by The Park III related to unpaid rent according to the lease agreement. The District Court of Boulder (Colorado) entered a judgment against the Company in the amount of \$77,000. The Company has not satisfied the judgment.

On January 31, 2013, the Company had a judgment by default in the amount of \$19,586. Laboratory equipment was arbitrarily and improperly seized from the Company premises. These equipment were not Company's property since were loaned to the Company as part of an ongoing research project. The Company strongly argues that the equipment was unlawfully removed from its facilities. The Company has retained a law firm to pursue litigations against all the parties that caused to illegally and arbitrarily seize the equipment without proper procedure or cause.

On April 24, 2014, the Company decided not to finalize the liability purchase agreement with Tarpon Bay Partners, LLC/Southridge due to hostile terms and their unwillingness to agree on more favorable terms for GeneThera.

Item 1A. Risk Factors

There have been no material changes from the risk factors previously disclosed in the Company's Annual Report on Form 10-K, filed with the Commission on April 14, 2015 and investors are encouraged to review such risk factors prior to making an investment in the Company.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

On January 17, 2013, the Company issued 1,000,000 shares of its common stock for cash for total proceeds of \$200, a nominal fee. This issuance has a restrictive legend until such consultant's forthcoming report for services rendered. The stock issuance was cancelled.

The Company claims an exemption from registration afforded by Section 4(2) of the Securities Act of 1933, as amended (the "Act") since the foregoing issuances did not involve a public offering, the recipients took the securities for investment and not resale, the Company took appropriate measures to restrict transfer, and the recipients were either (a) "accredited investors" and/or (b) had access to similar documentation and information as would be required in a Registration Statement under the Act. No underwriters or agents were involved in the foregoing issuances and the Company paid no underwriting discounts or commissions.

Item 3. Defaults upon Senior Securities

None

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

On April 18, 2013, the Company, in error, issued restricted stock in lieu of cash invested during a binding Escrow Agreement, which was defaulted by Gold X Change, Inc. The issuance of restricted stock was cancelled as per the escrow agreement terms.

Item 6. Exhibits

Exhibit Number Description of Exhibit

31.1*	Certificate of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certificate of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certificate of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2*	Certificate of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS*(#)	XBRL Instance Document
101.SCH*(#)	XBRL Schema Document
101.CAL*(#)	XBRL Calculation Linkbase Document
101.DEF*(#)	XBRL Definition Linkbase Document
101.LAB*(#)	XBRL Label Linkbase Document
101.PRE*(#)	XBRL Presentation Linkbase Document

* Attached hereto.

(1) Filed as an exhibit to our Report on Form 8-K, filed with the Commission on March 5, 2012 and incorporated herein by reference.

(#) XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned, hereunto duly authorized.

GENETHERA, INC.

By: s/ Antonio Milici

Name: Antonio Milici

Title: President and Chief Executive Officer (Principal Executive Officer)

May 20, 2015

EXHIBIT 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Antonio Milici, certify that:

1. I have reviewed this Form 10-Q for the fiscal quarter ended March 31, 2015 of GeneThera, Inc.;

Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a
2. material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

Based on my knowledge, the financial statements, and other financial information included in this report, fairly
3. present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls
4. and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an Annual Report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal
5. control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a)

Edgar Filing: GENETHERA INC - Form 10-Q

All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

- (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 20, 2015

/s/ Antonio Milici

Antonio Milici

President and Chief Executive Officer

(Principal Executive Officer)

EXHIBIT 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER

PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Tannya L. Irizarry, certify that:

1. I have reviewed this Form 10-Q for the fiscal quarter ended March 31, 2015 of GeneThera, Inc.;

Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a
2. material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

Based on my knowledge, the financial statements, and other financial information included in this report, fairly
3. present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls
4. and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be
(a) designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

Designed such internal control over financial reporting, or caused such internal control over financial reporting to
(b) be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our
(c) conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

Disclosed in this report any change in the registrant's internal control over financial reporting that occurred
(d) during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an Annual Report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal
5. control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a)

Edgar Filing: GENETHERA INC - Form 10-Q

All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

- (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 20, 2015

/s/ Tannya L. Irizarry

Tannya L. Irizarry

Chief Financial Officer (Interim)

(Principal Financial/Accounting Officer)

Exhibit 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Antonio Milici, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q of GeneThera, Inc. for the quarterly period ended March 31, 2015, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in the Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of GeneThera, Inc.

By: /s/ Antonio Milici

Name: Antonio Milici

Title: President and Chief Executive Officer (Principal Executive Officer)

Date: May 20, 2015

Exhibit 32.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Tannya L. Irizarry, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q of GeneThera, Inc. for the quarterly period ended March 31, 2015, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in the Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of GeneThera, Inc.

By: /s/ Tannya L Irizarry

Name: Tannya L Irizarry

Title: Chief Financial Officer (Interim) (Principal Financial/Accounting Officer)

Date: May 20, 2015