

Phio Pharmaceuticals Corp.
Form SC 13G/A
February 08, 2019

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Phio Pharmaceuticals Corp.

(Name of Issuer)

Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

71880W204

(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:

- a. Rule 13d-1(b)
- b. Rule 13d-1(c)
- 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 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).

CUSIP No. 71880W204

Names of Reporting Persons.

1.

Mitchell P. Kopin

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

2.

(a)

(b)

3. SEC Use Only

Citizenship or Place of Organization

4.

United States of America

Sole Voting Power

5.

0

Shared Voting Power

Number of

6.

Shares Beneficially

Owned by Each

256,935

Sole Dispositive Power

Reporting

7.

Person With:

0

Shared Dispositive Power

8.

256,935

9. Aggregate Amount Beneficially Owned by Each Reporting Person

256,935 (see Item 4)

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

Percent of Class Represented by Amount in Row (9)

11.

1.4% (see Item 4)

Type of Reporting Person (See Instructions)

12.

IN; HC

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CUSIP No. 71880W204

Names of Reporting Persons.

1.

Daniel B. Asher

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

2.

(a)

(b)

3. SEC Use Only

Citizenship or Place of Organization

4.

United States of America

Sole Voting Power

5.

0

Shared Voting Power

Number of

6.

Shares Beneficially

Owned by Each

256,935

Sole Dispositive Power

Reporting

7.

Person With:

0

Shared Dispositive Power

8.

256,935

9. Aggregate Amount Beneficially Owned by Each Reporting Person

256,935 (see Item 4)

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

Percent of Class Represented by Amount in Row (9)

11.

1.4% (see Item 4)

Type of Reporting Person (See Instructions)

12.

IN; HC

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CUSIP No. 71880W204

Names of Reporting Persons.

1.

Intracoastal Capital LLC

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

2.

(a)

(b)

3. SEC Use Only

Citizenship or Place of Organization

4.

Delaware

Sole Voting Power

5.

0

Shared Voting Power

Number of

6.

Shares Beneficially

Owned by Each

256,935

Sole Dispositive Power

Reporting

7.

Person With:

0

Shared Dispositive Power

8.

256,935

9. Aggregate Amount Beneficially Owned by Each Reporting Person

256,935 (see Item 4)

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

Percent of Class Represented by Amount in Row (9)

11.

1.4% (see Item 4)

Type of Reporting Person (See Instructions)

12.

OO

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This Amendment No. 1 is being filed jointly by the Reporting Persons and amends the Schedule 13G initially filed by the Reporting Persons with the Securities and Exchange Commission (the “SEC”) on April 18, 2018 (the “Schedule 13G”).

Except as set forth below, all Items of the Schedule 13G remain unchanged. All capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Schedule 13G.

Item 1.

(a) Name of Issuer

Phio Pharmaceuticals Corp. (the “**Issuer**”)

Item 2.

(e) CUSIP Number

71880W204

Item 4. Ownership.

(a) and (b):

As of the close of business on December 31, 2018, each of the Reporting Persons may have been deemed to have beneficial ownership of 256,935 shares of Common Stock, which consisted of (i) 225,435 shares of Common Stock issuable upon exercise of Intracoastal Warrant 1, (ii) 21,500 shares of Common Stock issuable upon exercise of Intracoastal Warrant 2 and (iii) 10,000 shares of Common Stock issuable upon exercise of Intracoastal Warrant 3, and all such shares of Common Stock in the aggregate represent beneficial ownership of approximately 1.4% of the

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Common Stock, based on (1) 18,164,356 shares of Common Stock outstanding on November 9, 2018 as reported by the Issuer, plus (2) 225,435 shares of Common Stock issuable upon exercise of Intracoastal Warrant 1, (3) 21,500 shares of Common Stock issuable upon exercise of Intracoastal Warrant 2 and (4) 10,000 shares of Common Stock issuable upon exercise of Intracoastal Warrant 3.

(c) Number of shares as to which each Reporting Person has:

(i) Sole power to vote or to direct the vote: H.

(ii) Shared power to vote or to direct the vote: 256,935 .

(iii) Sole power to dispose or to direct the disposition of 0 .

(iv) Shared power to dispose or to direct the disposition of 256,935 .

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 5 percent of the class of securities, check the following ☐.

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, other than activities solely in connection with a nomination under §240.14a-11.

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 8, 2019

/s/ Mitchell P. Kopin
Mitchell P. Kopin

/s/ Daniel B. Asher
Daniel B. Asher

Intracoastal Capital LLC

By: /s/ Mitchell P. Kopin
Mitchell P. Kopin, Manager

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