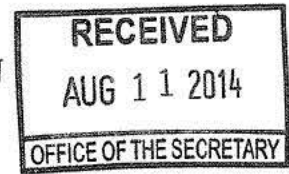


UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549



ADMINISTRATIVE PROCEEDING
File No. 3-15862

In the Matter of

GeNOsys, Inc.,

Respondent.

**DIVISION'S REPLY MEMORANDUM IN SUPPORT OF ITS MOTION FOR
SUMMARY DISPOSITION**

The Division of Enforcement ("Division"), by and through its counsel of record, respectfully submits this Reply Memorandum in Support of its Motion for Summary Disposition of this matter. As set forth more fully in the Division's Motion for Summary Disposition, there is no "genuine issue with regard to any material fact and the party making the motion is entitled to summary disposition as a matter of law." Rule 250(b), 17 C.F.R. § 201.250(b). The Respondent, GeNOsys, Inc. ("GeNOsys") has still not filed a single delinquent report and gives no credible assurance that it will be able to fulfill its regulatory obligations in a timely manner.

INTRODUCTION

GeNOsys has twice admitted to repeated and ongoing violations of the periodic filing requirements of Exchange Act § 13(a), and the rules promulgated thereunder. (Answer ¶ II.B.2.;

GeNOsys, Inc.'s Opposition to Motion for Summary Disposition by Division of Enforcement. ("Opposition") In its Opposition, GeNOsys attempts to avoid revocation of its securities based on unsubstantiated, tardy attempts to comply with these reporting requirements. Despite these putative efforts, GeNOsys is growing further delinquent by the day, still having failed to file any periodic reports since filing a Form 10-Q quarterly report on November 25, 2011, for the period ending August 31, 2011. (OIP ¶ II.B.3.; Answer ¶ II.B.3., Exhibit 1 (EDGAR printout) at *1.)¹ GeNOsys' steps toward compliance, as described in GeNOsys' Answer and GeNOsys' Opposition, lack credibility. Even if GeNOsys' efforts are accurately represented, however, their unremedied and continuing delinquency warrants revocation.

RESPONSE TO GENOSYS' FACTUAL CONTENTIONS

GeNOsys has failed to file eight outstanding quarterly reports and three annual reports. Tacitly acknowledging the seriousness of this state of affairs, if only because of the possible implications of this proceeding, GeNOsys claims to have "made substantial steps to comply with all filing requirements..." (GeNOsys' Opposition, Introduction.) GeNOsys' Opposition then makes a number of representations describing these "substantial steps" in more detail (*Id.* passim.)

GeNOsys' Opposition, filed July 31, 2014, claims that "On July 10, 2014, GeNOsys hired new accounting personnel..." (*Id.* at ¶ Ii.1.) GeNOsys previously claimed to have "hired new accounting personnel" on May 23, 2014. (Answer ¶ 11.B.4.) GeNOsys has offered no explanation for the apparent conflict between these representations. GeNOsys' Opposition also claims that "On July, 10, 2014, GeNOsys... retained a new auditing firm for the express purpose

¹ Reference to any required filing of GeNOsys, or lack thereof, is further supported by the Commission's public official records contained in EDGAR, of which the court may take official notice pursuant to 17 C.F.R. § 201.323.

of filing all late periodic filings and assuring future compliance with the Securities Exchange Act.” An exhibit attached to GeNOsys’ Opposition offers some evidence discussions have occurred with an auditor, but the exact nature of the current relationship between GeNOsys and this auditor is unclear. A letter from Piercy, Bowler, Taylor, & Kern, Certified Public Accountants (“PBTk”), to Randy Miller, as President of GeNOsys, Inc., is attached to GeNOsys’ Opposition as “Exhibit A,” and is dated July 31, 2014. This letter confirms that PBTk has “agreed to be engaged by GeNOsys,” but only “upon receipt of [GeNOsys’] check for the requested retainer.” Importantly, GeNOsys claimed to have already “retained a new auditing firm,” three weeks before the date of the letter from the auditor which states that the auditor had not yet been retained because GeNOsys had not paid the required retainer. (GeNOsys Opposition.) There appears to be an inconsistency for which GeNOsys may have an explanation, but none has been offered.

GeNOsys further claims to have “submitted information to its new auditing firm,” PBTk, “who expect to complete an audit for the year ended December 31, 2011 by August 30, 2014.” (*Id.* at ¶ II.2.) Here, again, the letter from PBTk belies GeNOsys’ representations. In their letter to GeNOsys, PBTk said that they planned to start their work “*upon receipt of... a sufficient number of the requested account analysis schedules for the audit of the 2011 financial statements.*” (*Id.* at Exhibit A.) (emphasis supplied) Subject to cooperation and assistance from GeNOsys, PBTk did estimate completion of the 2011 audit by August 30, 2014, “barring any unforeseen difficulties.” (*Id.*) No evidence has been offered as to what specific documents PBTk requested, whether GeNOsys has them prepared and available, or whether such documents have actually been presented to PBTk.

GeNOsys' Opposition summarizes GeNOsys' interpretation of PBTK's estimate for completion of the 2012 and 2013 audits, as pointing to full compliance for 2011, 2012, and 2013, some time "in early 2015." GeNOsys' estimate appears to be drawn from PBTK's letter, which says, somewhat confusingly, "We also estimate, barring unforeseen difficulties, that our 2012 and 2013 audits will be completed, together with our quarterly reviews for the appropriate interim periods within 8-12 weeks of completing the annual audits necessary to enable filing of each successive annual report on 10K now past due." (*Id.*) GeNOsys could have taken the statement to mean any number of things, and their estimate of a timeframe for compliance is not supported by the letter. Even if PBTK's estimate is to be interpreted as GeNOsys claims, PBTK cautions that "[t]his estimate depends on timely cooperation from your staff and team in providing schedules and drafts of the quarterly and yearly financial statements." (*Id.*) Nothing in the record speaks to GeNOsys' possession of such documents, or a capacity to create them.

GeNOsys' Opposition then describes a "superior economic outlook as compared to 2011 through 2013." GeNOsys claims "[i]ts increased revenue and new licensing agreements" will afford "a dedicated accounting team" and "the services of [an] auditing firm." (*Id.*) The implicit assertion that revenue has already increased is not corroborated by any filings with the SEC, or by evidence submitted in the course of this proceeding. The description included in GeNOsys' Opposition is limited to the realm of forecast; one licensing agreement "should result in substantial revenue;" from another potential customer, GeNOsys "has a letter of intent;" with another, GeNOsys "has a contract;" with two other potential customers, GeNOsys "has plans to license" its products. (*Id. passim.*)

GeNOsys' past experience suggests these assertions cannot be relied upon to accurately describe GeNOsys' present or future prospects. On October 6, 2011, GeNOsys filed a form 8-K

which described and contained two Licensing Agreements. (Exhibit 2.) Those Licensing Agreements contain no dollar figures or percentage-based payments, and there is no evidence in the record that they have been fruitful. (Exhibit 2.) The only concrete information available about GeNOsys' current prospects is set forth in from a Form 8-K filed June 13, 2014, which describes and contains a Licensing Agreement structured to provide GeNOsys with \$250,000, payable no earlier than upon "the submission of all necessary documentation by Licensor [GeNOsys] that is necessary to be reviewed by auditors, that brings Licensor's corporate company records and reports up to date and current with regulatory statutes..." (Exhibit 3 at*3.)

Hence, the logic appears circular. A licensing agreement is announced, with payment contingent upon completion of audits, which are to be funded by the profitability of the licensing agreement, which isn't payable until and unless the audits are completed. These assertions and forecasts do not constitute sufficient credible evidence that GeNOsys will make its filings in a timely manner.

Nowhere in the present proceeding has GeNOsys offered information about its financial welfare which could lend credibility to the actions it is purportedly taking. The most recent specific information available about GeNOsys' financial condition comes from GeNOsys' last Form 10-Q, filed November 25, 2011, for the period ending August 31, 2011. (Exhibit 4.) That filing lists "[c]ash and cash equivalents [of] \$3,598.00." The notes to the financial statements submitted in that filing caution that

"Management knows that existing cash and cash equivalents will not be sufficient to meet the Company's cash requirements during the next 12 months, and is actively engaged in efforts to raise additional funds. However, there is no assurance that additional funding will be available on acceptable terms, if at all. These

circumstances raise substantial doubt about the ability of the Company to continue to operate.”

(Exhibit 4 at *5.) Given the apparent failure of previous Licensing Agreements to generate profit, the functional implausibility of GeNOsys representation of current prospects, and GeNOsys’ self-reported near-insolvency, there are no grounds on which to rest any faith in GeNOsys’ current description of a “superior economic outlook.”

ARGUMENT

I. REVOCATION REMAINS THE APPROPRIATE REMEDY UNDER GATEWAY

Notwithstanding the optimistic outlook GeNOsys presents, consideration of the *Gateway* factors weighs in favor of this court revoking the registration of GeNOsys’ securities. The Commission’s determination of which sanction is appropriate “turns on the effect on the investing public, including both current and prospective investors, of the issuer’s violations, on the one hand, and the Section 12(j) sanctions on the other hand.” *Gateway Int’l Holdings, Inc.*, Securities Exchange Act of 1934 Rel. No. 53907, 2006 SEC LEXIS 1288, at *19-20 (May 31, 2006).

In making this determination, the Commission has said it may consider, among other things: (1) the seriousness of the issuer’s violations; (2) the isolated or recurrent nature of the violations; (3) the degree of culpability involved; (4) the extent of the issuer’s efforts to remedy its past violations and ensure future compliance; and (5) the credibility of the issuer’s assurances, if any, against future violations. *Id.*; see also *Steadman v. SEC*, 603 F.2d 1126, 1140 (5th Cir. 1979) (setting forth the public interest factors that informed the Commission’s *Gateway* decision).

1. GeNOsys’ Section 13(a) violations are serious.

GeNOsys' violative conduct is serious. At the time this proceeding commenced GeNOsys was over two years in arrears in its periodic reports. Since the commencement of this proceeding, GeNOsys has submitted no periodic reports, and has even failed to submit Forms 12b-25 explaining the delinquency and committing to a date and plan for compliance. Courts have repeatedly found violations of these provisions of similar, and even lesser, duration to be egregious. *Freedom Golf Corp.*, Initial Decision Rel. No. 227, 2003 SEC LEXIS 1178, at *5 (May 15, 2003) (respondent's failure to file periodic reports for less than one year was an egregious violation).

2. GeNOsys' violations of Section 13(a) have been not just recurrent, but continuous.

GeNOsys violations are not singular, but recurrent, and continuous. GeNOsys has now failed to file eleven consecutive periodic reports. Through over two and a half years of delinquency, GeNOsys has filed only one Form 12b-25, for the first delinquent, still absent, filing. *Investco, Inc.*, Initial Decision Rel. No. 240, 2003 SEC LEXIS 2792 at *6 (Nov. 24, 2003) (delinquent issuer's actions were found to be egregious and recurrent where there was no evidence that any extension to make the filings was sought).

3. GeNOsys' degree of culpability supports revocation.

GeNOsys' violations involve a high degree of culpability. The Commission found that the delinquent issuer in *Gateway* "evidenced a high degree of culpability," because it "knew of its reporting obligations, yet failed to file" its periodic reports. *Gateway Int'l Holdings, Inc.*, Securities Exchange Act of 1934 Rel. No. 53907, 2006 SEC LEXIS 1288, at *21 (May 31, 2006). In the present matter, GeNOsys admitted knowledge of its reporting obligations through four notifications of late filing (Form 12b-25), one of which related to a Form 10-K which has still not been filed. GeNOsys' most recent Form 12b-25, filed February 27, 2012, for the annual

period ending November 30, 2011, promised the Form 10-K on or before March 14, 2012, but the subject Form 10-K has still not been filed. (Exhibit 1 at *1-2.) More recently, GeNOsys acknowledged its reporting obligations in the Answer to the complaint in this proceeding, and again in GeNOsys' Opposition. As these filings attest, GeNOsys was fully aware of its filing obligations, yet failed to file its periodic reports, and is culpable within the meaning of *Gateway*. See *Appiant Techs., Inc.*, Initial Decision Rel. No. 407, 2010 SEC LEXIS 3897, at *12 (Nov. 22, 2010) ("Concerning culpability, the record shows that [respondent] knew of its reporting obligations but failed to comply with them.").

4. GeNOsys failed to remedy its past violations and cannot ensure future compliance.

GeNOsys has not become current in its periodic filing obligations and has made no attempt to do so by way of submitting its overdue filings. During the pendency of this proceeding, GeNOsys has remained delinquent on periodic filings. GeNOsys now seeks to belatedly demonstrate its efforts to return to compliance and to assure future compliance with vague, largely unsubstantiated descriptions of action. Evidence of such action is and has been uniquely within the company's possession and control, but has not been provided in the course of this proceeding. *Aqua Society, Inc.*, Initial Decision Rel. No. 439, 2011 SEC LEXIS 3878, at *4 (Nov. 3, 2011). Outside of the information presented in GeNOsys' Opposition, GeNOsys has never disclosed to the Commission, investors, or the court, when, specifically, it will retain a new auditor or when the audit process will be completed. Only after initiation of this proceeding, when the company became faced with revocation, has GeNOsys made any effort to retain an auditor and come into compliance with periodic reporting requirements. (Answer ¶ II.B.4.) The evidence supporting that effort is tenuous, at best, and GeNOsys fails to apprise the court of any concrete steps to come into compliance.

5. GeNOsys' assurances against future violations are not credible.

GeNOsys' ongoing violations raise an inference it will engage in future violations, the likelihood of which can be inferred from a single past violation, including the very violations that led to the enforcement action. *See KPMG Peat Marwick LLP*, Securities Exchange Act of 1934 Rel. No. 44050, 2001 SEC LEXIS 422, at *21-22 (Mar. 8, 2001) Also, past assurances from the company have yielded no progress toward compliance. GeNOsys' last filed Form 12b-25 stated the related Form 10-K would be filed within fifteen days; that Form 10-K is now over twenty-eight months delinquent. (Exhibit 2 ¶ III., Exhibit 1 at *1-2.) GeNOsys' response to the OIP says compliance could "potentially" be achieved in six to nine months. (Answer ¶ II.B.4.) GeNOsys' Opposition suggests compliance could be achieved sooner than that, but has offered no concrete evidence corroborating its description of actions taken toward compliance. GeNOsys' representations as to the hiring of accountants and an auditing firm have obvious inconsistencies which suggest either circumstances changed, but were not explained, or, some number of the representations were inaccurate when made. Given GeNOsys' past failure to meet commitments it has affirmatively made in filings, the assertions which appear in GeNOsys' Opposition offer little hope of providing the required information to investors in the foreseeable future. GeNOsys' assurances against future violations are not credible.

II. REVOCATION IS IN THE PUBLIC INTEREST

As discussed above, a full analysis of the *Gateway* factors establishes that revocation is the appropriate remedy for GeNOsys' violations of its periodic reporting obligations, despite the actions they claim have been taken toward compliance. A 12(j) proceeding "is not an extension of time to file delinquent reports or correct filing deficiencies as sometimes occurs during the normal filing process." *See Bio-Life Labs, Inc., et al.*, Initial Decision Rel. No. 424, 2011 SEC

LEXIS 2546, at *9 (July 25, 2011), *aff'd Calais Resources, Inc.*, Securities Exchange Act of 1934 Rel. No. 34-67312, 2012 SEC LEXIS 2023, (June 29, 2012). GeNOsys' failure to file its periodic reports has not been outweighed by "a strongly compelling showing with respect to the other factors" which "would justify a lesser sanction than revocation." *Impax Laboratories, Inc.*, Securities Exchange Act of 1934 Rel. No. 57864, 2008 SEC LEXIS 1197, at *27 (May 23, 2008).

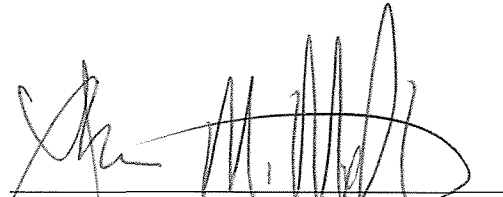
Revocation will not be overly harmful to GeNOsys' business operations, finances, or shareholders. Revocation will not cause GeNOsys to go out of business. The remedy instead will ensure that, until GeNOsys is able to provide the investing public with the type of disclosures contemplated by the Exchange Act, its shares cannot trade publicly on the open market (but may be traded privately). *See Eagletech Communications, Inc.* Securities Exchange Act of 1934 Rel. No. 54095, 2006 SEC LEXIS 1534, at *9 (Jul. 5, 2006) (revocation would lessen, but not eliminate, shareholders' ability to transfer their securities). Revocation also protects future GeNOsys shareholders who lack current and reliable information.

Revocation in this instance is necessary and appropriate to protect investors, and will further the public interest by underscoring the importance of full and timely compliance with the Exchange Act's reporting requirements.

CONCLUSION

Based on the forgoing, the Division respectfully requests that the Court grant the Division's Motion for Summary Disposition and revoke the registration of each class of GeNOsys' securities registered under Exchange Act § 12.

Respectfully submitted this 3rd day of August, 2014.

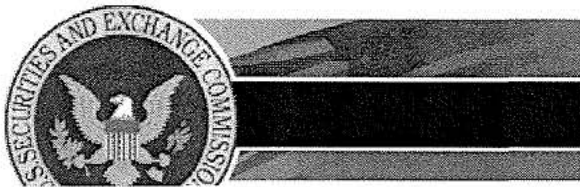


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EXHIBITS

- 1: EDGAR Printout
2. GeNOsys' October 6, 2011 Form 8-K
3. GeNOsys' June 13, 2014 Form 8-K
4. GeNOsys November 25, 2011 Form 10-Q

EXHIBIT 1



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GeNOsys, Inc. CIK#: 0001145328 (see all company filings)

SIC: 2810 - INDUSTRIAL INORGANIC CHEMICALS
 State location: UT | State of Inc.: **UT** | Fiscal Year End: 1130
 formerly: AUTOLINE GROUP INC (filings through 2005-11-02)
 (Assistant Director Office: 6)
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Business Address	Mailing Address
167 SOUTH OREM BLVD.	167 SOUTH OREM BLVD.
OREM UT 84058	OREM UT 84058
801-319-2324	

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Items 1 - 96 [RSS Feed](#)

Filings	Format	Description	Filing Date	File/Film Number
8-K	Documents	Current report, items 1.01 and 9.01 Acc-no: 0001548123-14-000243 (34 Act) Size: 76 KB	2014-06-13	000-49817 14910035
8-K	Documents	Current report, item 5.02 Acc-no: 0001548123-13-000383 (34 Act) Size: 7 KB	2013-09-26	000-49817 131115742
8-K	Documents	Current report, item 5.02 Acc-no: 0001548123-13-000360 (34 Act) Size: 7 KB	2013-08-28	000-49817 131066761
8-K	Documents	Current report, item 5.02 Acc-no: 0001548123-13-000358 (34 Act) Size: 7 KB	2013-08-22	000-49817 131055323
8-K	Documents	Current report, item 5.02 Acc-no: 0001548123-13-000244 (34 Act) Size: 7 KB	2013-06-05	000-49817 13896059
NT 10-K	Documents	Notification of inability to timely file Form 10-K 405, 10-K, 10-KSB 405, 10-KSB, 10-KT, or 10-KT405 Acc-no: 0001010412-12-000045 (34 Act) Size: 10 KB	2012-02-27	000-49817 12641734
DEF 14A	Documents	Other definitive proxy statements Acc-no: 0001010412-12-000043 (34 Act) Size: 122 KB	2012-02-21	000-49817 12625774
PRE 14A	Documents	Other preliminary proxy statements Acc-no: 0001010412-12-000032 (34 Act) Size: 122 KB	2012-02-10	000-49817 12589088
10-Q	Documents	Interactive Data Quarterly report [Sections 13 or 15(d)] Acc-no: 0001010412-11-000703 (34 Act) Size: 1 MB	2011-11-25	000-49817 111226540
8-K	Documents	Current report, item 5.02 Acc-no: 0001010412-11-000698 (34 Act) Size: 7 KB	2011-11-23	000-49817 111225696
NT 10-Q	Documents	Notification of inability to timely file Form 10-Q or 10-QSB Acc-no: 0001010412-11-000547 (34 Act) Size: 10 KB	2011-10-17	000-49817 111143470
8-K	Documents	Current report, items 1.01 and 9.01 Acc-no: 0001010412-11-000534 (34 Act) Size: 151 KB	2011-10-06	000-49817 111129198
		Quarterly report [Sections 13 or 15(d)]	2011-	000-49817

10-Q	Documents	Acc-no: 0001010412-11-000357 (34 Act) Size: 296 KB	07-15	11971034
8-K	Documents	Current report, items 5.02 and 9.01 Acc-no: 0001010412-11-000345 (34 Act) Size: 13 KB	2011-07-07	000-49817 11955574
10-Q	Documents	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001010412-11-000157 (34 Act) Size: 232 KB	2011-04-14	000-49817 11759531
10-K	Documents	Annual report [Section 13 and 15(d), not S-K Item 405] Acc-no: 0001010412-11-000100 (34 Act) Size: 546 KB	2011-03-15	000-49817 11689137
NT 10-K	Documents	Notification of inability to timely file Form 10-K 405, 10-K, 10-KSB 405, 10-KSB, 10-KT, or 10-KT405 Acc-no: 0001010412-11-000037 (34 Act) Size: 10 KB	2011-02-15	000-49817 11612998
8-K	Documents	Current report, items 5.02 and 9.01 Acc-no: 0001010412-11-000004 (34 Act) Size: 14 KB	2011-01-11	000-49817 11522053
10-Q	Documents	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001010412-10-000292 (34 Act) Size: 299 KB	2010-10-15	000-49817 101125428
10-Q	Documents	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001010412-10-000185 (34 Act) Size: 297 KB	2010-07-15	000-49817 10954248
10-Q	Documents	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001010412-10-000095 (34 Act) Size: 227 KB	2010-04-14	000-49817 10750124
10-K	Documents	Annual report [Section 13 and 15(d), not S-K Item 405] Acc-no: 0001010412-10-000038 (34 Act) Size: 532 KB	2010-03-01	000-49817 10644258
10-Q	Documents	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001010412-09-000238 (34 Act) Size: 208 KB	2009-10-15	000-49817 091120894
SC 13D	Documents	General statement of acquisition of beneficial ownership Acc-no: 0001020488-09-000068 (34 Act) Size: 33 KB	2009-08-13	005-80936 091011490
10-Q	Documents	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001010412-09-000154 (34 Act) Size: 197 KB	2009-07-14	000-49817 09943282
UPLOAD	Documents	[Cover] SEC-generated letter Acc-no: 0000000000-09-019429 Size: 40 KB	2009-04-14	
10-Q	Documents	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001010412-09-000068 (34 Act) Size: 169 KB	2009-04-14	000-49817 09748302
10-K/A	Documents	[Amend][Cover] Annual report [Section 13 and 15(d), not S-K Item 405] Acc-no: 0001010412-09-000066 (34 Act) Size: 35 KB	2009-04-13	000-49817 09746504
UPLOAD	Documents	[Cover] SEC-generated letter Acc-no: 0000000000-09-014564 Size: 63 KB	2009-03-23	
10-K	Documents	Annual report [Section 13 and 15(d), not S-K Item 405] Acc-no: 0001010412-09-000039 (34 Act) Size: 425 KB	2009-03-16	000-49817 09684292
NT 10-K	Documents	Notification of inability to timely file Form 10-K 405, 10-K, 10-KSB 405, 10-KSB, 10-KT, or 10-KT405 Acc-no: 0001010412-09-000031 (34 Act) Size: 9 KB	2009-02-26	000-49817 09636933
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001010412-08-000291 (34 Act) Size: 204 KB	2008-10-14	000-49817 081122572
8-K	Documents	Current report, items 7.01 and 9.01 Acc-no: 0001010412-08-000270 (34 Act) Size: 591 KB	2008-09-10	000-49817 081065903
		Current report, items 7.01 and 9.01	2008-	000-49817

8-K	Documents	Acc-no: 0001010412-08-000220 (34 Act) Size: 12 KB	08-01	08982847
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001010412-08-000195 (34 Act) Size: 191 KB	2008-07-15	000-49817 08953089
8-K	Documents	Current report, items 1.01 and 9.01 Acc-no: 0001010412-08-000175 (34 Act) Size: 14 KB	2008-06-24	000-49817 08913482
REGDEX	Documents	[Paper]Notice of Sale of Securities [Regulation D and Section 4(6) of the Securities Act of 1933], item 06 Acc-no: 9999999997-08-028850 (34 Act) Size: 1 KB	2008-06-16	021-81167 08051519
SC 13D	Documents	General statement of acquisition of beneficial ownership Acc-no: 0001010412-08-000168 (34 Act) Size: 18 KB	2008-06-16	005-80936 08900292
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001010412-08-000111 (34 Act) Size: 154 KB	2008-04-14	000-49817 08754168
10KSB	Documents	Optional form for annual and transition reports of small business issuers [Section 13 or 15(d), not S-B Item 405] Acc-no: 0001010412-08-000048 (34 Act) Size: 338 KB	2008-02-28	000-49817 08651148
8-K	Documents	Current report, items 7.01 and 9.01 Acc-no: 0001010412-08-000041 (34 Act) Size: 15 KB	2008-02-12	000-49817 08599193
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001010412-07-000257 (34 Act) Size: 195 KB	2007-10-15	000-49817 071171653
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001010412-07-000152 (34 Act) Size: 149 KB	2007-06-28	000-49817 07946381
DEF 14C	Documents	Other definitive information statements Acc-no: 0001010412-07-000134 (34 Act) Size: 202 KB	2007-05-31	000-49817 07890469
PRE 14C	Documents	Other preliminary information statements Acc-no: 0001010412-07-000125 (34 Act) Size: 202 KB	2007-05-21	000-49817 07869003
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001010412-07-000060 (34 Act) Size: 125 KB	2007-04-13	000-49817 07765058
8-K	Documents	Current report, items 5.02, 8.01, and 9.01 Acc-no: 0001010412-07-000037 (34 Act) Size: 17 KB	2007-03-28	000-49817 07723577
10KSB	Documents	Optional form for annual and transition reports of small business issuers [Section 13 or 15(d), not S-B Item 405] Acc-no: 0001010412-07-000026 (34 Act) Size: 150 KB	2007-03-15	000-49817 07695959
NT 10-K	Documents	Notification of inability to timely file Form 10-K 405, 10-K, 10-KSB 405, 10-KSB, 10-KT, or 10-KT405 Acc-no: 0001010412-07-000018 (34 Act) Size: 5 KB	2007-02-28	000-49817 07659407
8-K	Documents	Current report, item 5.02 Acc-no: 0001010412-07-000014 (34 Act) Size: 4 KB	2007-02-15	000-49817 07626046
8-K	Documents	Current report, items 7.01 and 9.01 Acc-no: 0001010412-06-000344 (34 Act) Size: 9 KB	2006-11-22	000-49817 061233775
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001010412-06-000292 (34 Act) Size: 38 KB	2006-10-10	000-49817 061136126
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001010412-06-000218 (34 Act) Size: 40 KB	2006-07-14	000-49817 06962264
		Optional form for quarterly and transition reports of	2006-	000-49817

10QSB	Documents	small business issuers Acc-no: 0001010412-06-000134 (34 Act) Size: 38 KB	04-13	06758679
10KSB	Documents	Optional form for annual and transition reports of small business issuers [Section 13 or 15(d), not S-B Item 405] Acc-no: 0001010412-06-000069 (34 Act) Size: 152 KB	2006-03-07	000-49817 06669347
NT 10-K	Documents	Notification of inability to timely file Form 10-K 405, 10-K, 10-KSB 405, 10-KSB, 10-KT, or 10-KT405 Acc-no: 0001010412-06-000067 (34 Act) Size: 5 KB	2006-02-28	000-49817 06651530
SC 13D/A	Documents	[Amend] General statement of acquisition of beneficial ownership Acc-no: 0001010412-06-000060 (34 Act) Size: 8 KB	2006-02-23	005-80936 06638767
8-K	Documents	Current report, items 7.01, 8.01, and 9.01 Acc-no: 0001010412-06-000040 (34 Act) Size: 8 KB	2006-01-31	000-49817 06565813
8-K	Documents	Current report, item 3.02 Acc-no: 0001010412-05-000391 (34 Act) Size: 5 KB	2005-11-02	000-49817 051173106
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001010412-05-000375 (34 Act) Size: 37 KB	2005-10-17	000-49817 051141222
8-K/A	Documents	[Amend] Current report, items 1.01, 2.01, 3.02, 5.01, and 9.01 Acc-no: 0001010412-05-000361 (34 Act) Size: 127 KB	2005-09-28	000-49817 051106324
SC 13D/A	Documents	[Amend] General statement of acquisition of beneficial ownership Acc-no: 0001010412-05-000357 (34 Act) Size: 9 KB	2005-09-22	005-80936 051096644
SC 13D/A	Documents	[Amend] General statement of acquisition of beneficial ownership Acc-no: 0001010412-05-000353 (34 Act) Size: 7 KB	2005-09-20	005-80936 051093566
DEF 14C	Documents	Other definitive information statements Acc-no: 0001010412-05-000350 (34 Act) Size: 15 KB	2005-09-19	000-49817 051091255
PRE 14C	Documents	Other preliminary information statements Acc-no: 0001010412-05-000340 (34 Act) Size: 15 KB	2005-09-09	000-49817 051077405
REGDEX	Documents	[Paper] Notice of Sale of Securities [Regulation D and Section 4(6) of the Securities Act of 1933], item 06 Acc-no: 9999999997-06-008376 (34 Act) Size: 1 KB	2005-09-07	021-81167 05065963
REGDEX	Documents	[Paper] Notice of Sale of Securities [Regulation D and Section 4(6) of the Securities Act of 1933], item 06 Acc-no: 9999999997-05-039232 (34 Act) Size: 1 KB	2005-09-07	021-81167 05065989
8-K	Documents	Current report, items 1.01, 2.01, 3.02, 5.01, and 9.01 Acc-no: 0001010412-05-000325 (34 Act) Size: 233 KB	2005-08-25	000-49817 051046769
SC 13D	Documents	General statement of acquisition of beneficial ownership Acc-no: 0001010412-05-000322 (34 Act) Size: 7 KB	2005-08-23	005-80936 051042030
SC 13D	Documents	General statement of acquisition of beneficial ownership Acc-no: 0001010412-05-000321 (34 Act) Size: 7 KB	2005-08-23	005-80936 051042022
SC 13D	Documents	General statement of acquisition of beneficial ownership Acc-no: 0001010412-05-000319 (34 Act) Size: 7 KB	2005-08-22	005-80936 051041944
SC 13D	Documents	General statement of acquisition of beneficial ownership Acc-no: 0001010412-05-000318 (34 Act) Size: 7 KB	2005-08-22	005-80936 051041887
8-K	Documents	Current report, item 8.01 Acc-no: 0001105241-05-000008 (34 Act) Size: 6 KB	2005-07-29	000-49817 05984000
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001105241-05-000007 (34 Act) Size: 23 KB	2005-07-14	000-49817 05953237
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001105241-05-000003 (34 Act) Size: 21 KB	2005-04-12	000-49817 05744911

10KSB	Documents	Optional form for annual and transition reports of small business issuers [Section 13 or 15(d), not S-B Item 405] Acc-no: 0001105241-05-000002 (34 Act) Size: 104 KB	2005-02-24	000-49817 05635577
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001105241-04-000013 (34 Act) Size: 23 KB	2004-09-30	000-49817 041055561
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001105241-04-000007 Size: 22 KB	2004-07-14	000-49817 04913164
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001105241-04-000004 Size: 21 KB	2004-04-07	000-49817 04721991
10KSB	Documents	Optional form for annual and transition reports of small business issuers [Section 13 or 15(d), not S-B Item 405] Acc-no: 0001105241-04-000001 Size: 103 KB	2004-02-12	000-49817 04589187
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001105241-03-000010 Size: 24 KB	2003-09-30	000-49817 03916421
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001105241-03-000007 Size: 24 KB	2003-07-15	000-49817 03786194
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001105241-03-000004 Size: 22 KB	2003-04-15	000-49817 03649525
10KSB	Documents	Optional form for annual and transition reports of small business issuers [Section 13 or 15(d), not S-B Item 405] Acc-no: 0001105241-03-000001 Size: 107 KB	2003-02-27	000-49817 03582056
10QSB/A	Documents	[Amend] Optional form for quarterly and transition reports of small business issuers Acc-no: 0001105241-02-000046 Size: 23 KB	2002-12-23	000-49817 02866283
10QSB/A	Documents	[Amend] Optional form for quarterly and transition reports of small business issuers Acc-no: 0001105241-02-000045 Size: 22 KB	2002-12-09	000-49817 02851683
10QSB/A	Documents	[Amend] Optional form for quarterly and transition reports of small business issuers Acc-no: 0001105241-02-000044 Size: 20 KB	2002-12-09	000-49817 02851680
10SB12G/A	Documents	[Amend] Registration of securities for small business [Section 12(g)] Acc-no: 0001105241-02-000043 Size: 106 KB	2002-12-09	000-49817 02851679
10QSB/A	Documents	[Amend] Optional form for quarterly and transition reports of small business issuers Acc-no: 0001105241-02-000042 Size: 19 KB	2002-11-19	000-49817 02832240
10QSB/A	Documents	[Amend] Optional form for quarterly and transition reports of small business issuers Acc-no: 0001105241-02-000041 Size: 19 KB	2002-11-19	000-49817 02832236
10SB12G/A	Documents	[Amend] Registration of securities for small business [Section 12(g)] Acc-no: 0001105241-02-000040 Size: 105 KB	2002-11-19	000-49817 02832230
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001105241-02-000037 Size: 17 KB	2002-09-10	000-49817 02760480
10QSB/A	Documents	[Amend] Optional form for quarterly and transition reports of small business issuers Acc-no: 0001105241-02-000036 Size: 17 KB	2002-09-10	000-49817 02760479
10SB12G/A	Documents	[Amend] Registration of securities for small business [Section 12(g)] Acc-no: 0001105241-02-000035 Size: 102 KB	2002-09-10	000-49817 02760475
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers	2002-06-27	000-49817 02688240

10SB12G	Documents	Acc-no: 0001105241-02-000026 Size: 16 KB Registration of securities for small business [Section 12(g)] Acc-no: 0001105241-02-000016 Size: 149 KB	2002-05-14 000-49817 02644565
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Modified 03/14/2012

EXHIBIT 2

8-K 1 k092311agreement.htm 8-K CURRENT REPORT DATED SEPTEMBER 23, 2011

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K**CURRENT REPORT**


Pursuant to Section 13 or 15(d) of the Securities and Exchange Act

September 23, 2011**Date of Report**

(Date of earliest event reported)

GeNOsys, INC.

(Exact name of registrant as specified in its charter)

Utah(State or Other Jurisdiction of
Incorporation)**000-49817**(Commission
File Number)
(I.R.S. Employer
Identification No.)

86 N. University Ave., Suite 400

Provo, Utah 84601

(Address of Principal Executive Offices)

(801) 623-4751

(Registrant's Telephone Number)

N/A

(Former Name or Former Address if changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions (see general instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14-a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement

On September 23, 2011, the Company entered into two License Agreements (the “Agreements”) with Equity Labs Inc. (“Equity”). The agreements provide for Equity to manufacture and distribute, on an exclusive basis, a nitric oxide topical treatment for acne and, on a non-exclusive basis, nitric oxide products for topical skin care. The exclusive agreement for the acne product provides that Equity pay to the Company a development fee for its assistance with the product formulation and OTC testing.

Item 9.01 Financial Statements and Exhibits.

- a. Financial Statements of Business Acquired.

Not applicable.

- b. Pro Forma Financial Statements

Not applicable.

- c. Exhibits.

<u>Number</u>	<u>Description</u>
10.1	License Agreement – Acne by and between Health Innovations Inc., a wholly-owned subsidiary of the Company and Equity Labs Inc., dated September 23, 2011 (certain portions of the agreement were omitted for the exhibit pursuant to a request for confidential treatment).
10.2	License Agreement – Topical Skin Care by and between Health Innovations Inc., a wholly-owned subsidiary of the Company and Equity Labs Inc., dated September 23, 2011 (certain portions of the agreement were omitted for the exhibit pursuant to a request for confidential treatment).
99.1	Press Release dated October 6, 2011

SIGNATURES

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

GeNOsys, INC.

Date: October 6, 2011

By/s/Dale L. Fillmore
President

EXHIBIT 3

8-K 1 genosysform8kexclusivelicens.htm CURRENT REPORT ON FORM 8-K DATED JUNE 10, 2014

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 10, 2014

GENOSYS, INC.

(Exact Name of Registrant as Specified in Charter)

<u>Utah</u>	<u>000-49817</u>	<u> </u>
(State or Other Jurisdiction of Incorporation)	(Commission Number)	File (I.R.S. Employer Identification No.)

**5314 North 250 West, Suite 350
Provo, Utah 84604**

(Address of Principal Executive Offices)

(801) 319-2324

(Registrant's telephone number, including area code)

**167 South Orem Boulevard
Orem, Utah 84058**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14.a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

STG_535899.2

Item 1.01 Entry into a Material Definitive Agreement.

On June 10, 2014, GeNOsys, Inc. (the "Company") entered into an exclusive license agreement (the "License Agreement") with Alpha Genos, LLC ("Alpha"), pursuant to which the Company granted to Alpha an exclusive, world-wide license to develop and commercialize certain patents, products and processes related to the Company's endothermic nitric oxide generation technology.

In exchange for these rights under the License Agreement, the Company will be entitled to receive: (i) an initial license issue fee of \$250,000 upon the later of (1) the submission to auditors of all necessary documentation to bring the Company's corporate records and reports up to date and current with all regulatory authorities, or (2) ninety (90) days after the effective date of the License Agreement; and (ii) a second license issue fee of \$250,000 payable in three installments of \$50,000, \$50,000 and \$150,000, respectively, upon satisfaction of certain conditions precedent related to submission to and approval by certain regulatory agencies of the Products. The Company will also be entitled to receive royalty payments of 20% of gross revenues generated by Alpha and any sublicensee from the use of the products and processes licensed under the License Agreement.

The License Agreement may be terminated (i) by the Company if Alpha (1) commits any non-payment breach of the License Agreement and fails to cure such breach within 60 days of receipt of notice thereof from the Company, (2) provides any false report, or (3) ceases to carry on its business related to the patents, products and processes licensed to Alpha under the License Agreement; or (ii) by Alpha if (1) any of the patents or products subject to the License Agreement become the subject of any legal action alleging infringement and the Company refuses to defend such action, (2) a court of competent jurisdiction invalidates any of the licensed patents or products, or (3) the Company breaches the License Agreement and fails to cure such breach within 60 days of receipt of written notice thereof from Alpha. In the event of any termination of the License Agreement, all of the licenses granted thereunder will survive until the earlier of the sale and exhaustion of all product inventory held by Alpha as of the termination date, or the purchase by the Company of such inventory.

The foregoing is only a brief description of the material terms of the License Agreement, does not purport to be a complete description of the rights and obligations of the parties thereunder and is qualified in its entirety by reference to the full text of the License Agreement. A copy of the License Agreement is attached as hereto as Exhibit 10.1 and is incorporated herein by this reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

- 10.1 Exclusive License Agreement, dated June 10, 2014, between Genosys, Inc. and Alpha Genos, LLC.

STG_535899.2

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.

Date: June 12, 2014

GENOSYS, INC.

By: /s/ John W. R. Miller

Name: John W. R. Miller

Its: Chief Executive Officer

STG_535899.2

EXHIBIT 4

10-Q 1 f10qq311v9.htm QUARTERLY REPORT ON FORM 10Q FOR THE QUARTER ENDED AUGUST 31, 2011

**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 August 31, 2011

or

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from _____ to _____.


Commission File Number 000-49817

GENOSYS, INC.

(Exact Name of Small Business Issuer as specified in its Charter)

Utah

(State or other jurisdiction of incorporation or organization)

 (IRS Employer Identification No.)

86 N. University Ave., Suite 400, Provo, UT 84601

(Address of principal executive offices, including zip code)

(801) 623-4751

(Registrant's telephone number, including area code)

Indicate by check whether the Registrant: (1) has 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 Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

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

No

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

Large Accelerated Filer Accelerated Filer

Non-Accelerated Filer 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

Applicable Only to Issuers Involved in Bankruptcy Proceedings During the Preceding Five Years:

Indicate by check mark whether the Registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Not applicable.

Applicable Only to Corporate Issuers:

Indicate the number of shares outstanding of each of the Registrant's classes of common stock, as of the latest practicable date.

<u>Class</u>	<u>Outstanding as of November 23, 2011</u>
Common Stock, \$0.001 par value	85,965,059 shares

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PART I — FINANCIAL INFORMATION

Item 1. Financial Statements.

GENOSYS, INC.
(A Development Stage Company)
CONDENSED CONSOLIDATED BALANCE SHEETS

<u>ASSETS</u>	August 31, 2011 (Unaudited)	November 30, 2010 (Audited)
Current assets:		
Cash and cash equivalents	\$ 3,598	\$ 27,167
Prepaid expenses	2,066	2,271
Total current assets	<u>5,664</u>	<u>29,438</u>
Property and equipment, net of accumulated depreciation and amortization of \$185,214 and \$162,283, respectively	12,742	35,672
Patents, net of amortization of \$49,309 and \$32,948, respectively	240,376	93,619
TOTAL ASSETS	<u>\$ 258,782</u>	<u>\$ 158,729</u>
 <u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u>		
Current liabilities:		
Accounts payable	\$ 179,095	\$ 69,538
Accounts payable, Related party	7,628	7,628
Accrued liabilities	425,949	236,142
Accrued liabilities, Related party	412,180	504,969
Loans payable, Related party	227,180	457,363
Total current liabilities	<u>1,252,032</u>	<u>1,275,640</u>
Total liabilities	<u>1,252,032</u>	<u>1,275,640</u>
Stockholders' deficit:		
Common stock, \$.001 par value; 100,000,000 shares authorized, 85,965,059 and 62,882,242 shares issued and outstanding at August 31, 2011 and November 30, 2010, respectively	85,965	62,882
Additional paid-in capital	6,254,197	5,284,815
Accumulated deficit	(77,924)	(77,924)
Deficit accumulated in the development stage	(7,255,488)	(6,386,684)
Total stockholders' deficit	<u>(993,250)</u>	<u>(1,116,911)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	<u>\$ 258,782</u>	<u>\$ 158,729</u>

See accompanying notes to condensed consolidated financial statements.

GENOSYS, INC. AND SUBSIDIARIES
(A Development Stage Company)
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended August 31,		For the Nine Months Ended August 31,		From Beginning of Development Stage (June 30, 2005) To August 31,
	2011	2010	2011	2010	2011
Revenues	\$ -	\$ -	\$ -	\$ -	\$ -
Cost of sales	-	-	-	-	-
Gross margin	-	-	-	-	-
Operating expenses:					
Research and development	365,964	192,560	529,014	646,393	3,890,761
General and administrative	99,487	131,810	319,963	434,661	3,450,319
Gain (loss) on disposal of asset	-	-	-	6,140	6,554
Total operating expenses	<u>465,451</u>	<u>324,370</u>	<u>848,977</u>	<u>1,087,194</u>	<u>7,347,634</u>
Net income (loss) from operations	<u>(465,451)</u>	<u>(324,370)</u>	<u>(848,977)</u>	<u>(1,087,194)</u>	<u>(7,347,634)</u>
Other income (expense):					
Interest income	-	-	-	-	82,206
Interest expense	(5,979)	(7,243)	(19,827)	(19,900)	(58,682)
Other income (expense)	-	-	-	-	100
Total other income (expense), net	<u>(5,979)</u>	<u>(7,243)</u>	<u>(19,827)</u>	<u>(19,900)</u>	<u>23,624</u>
Net income (loss) before income Taxes	<u>(471,430)</u>	<u>(331,613)</u>	<u>(868,804)</u>	<u>(1,107,094)</u>	<u>(7,324,010)</u>
Provision for income tax	-	-	-	100	600
Income (loss) from continuing operations	<u>(471,430)</u>	<u>(331,613)</u>	<u>(868,804)</u>	<u>(1,107,194)</u>	<u>(7,324,610)</u>
Discontinued operations:					
Loss from discontinued operations, net of tax	-	-	-	-	(2,131)
Gain on disposal of discontinued operations, net of tax	-	-	-	-	71,253
Net income (loss)	<u>\$ (471,430)</u>	<u>\$ (331,613)</u>	<u>\$ (868,804)</u>	<u>\$ (1,107,194)</u>	<u>\$ (7,255,488)</u>
Basic and diluted loss per share from continuing operations	<u>\$ (.01)</u>	<u>\$ (.01)</u>	<u>\$ (.01)</u>	<u>\$ (.02)</u>	<u>\$ (.15)</u>
Basic and diluted loss per share from discontinued operations	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Basic and diluted loss per share	<u>\$ (.01)</u>	<u>\$ (.01)</u>	<u>\$ (.01)</u>	<u>\$ (.02)</u>	<u>\$ (.15)</u>
Basic and diluted weighted average number of common shares outstanding	<u>82,492,776</u>	<u>51,354,009</u>	<u>71,639,231</u>	<u>49,614,199</u>	<u>49,804,073</u>

See accompanying notes to condensed consolidated financial statements.

GENOSYS, INC.
(A Development Stage Company)
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Nine Months Ended August 31, 2011	For the Nine Months Ended August 31, 2010	From Beginning of Development Stage (June 30, 2005) to August 31, 2011
Cash flows from operating activities:			
Net loss	\$ (868,804)	\$ (1,107,194)	\$ (7,255,488)
Gain on disposal of discontinued operations	-	-	(71,253)
Loss from discontinued operations	-	-	2,131
Loss from continuing operations	(868,804)	(1,107,194)	(7,324,610)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization	39,292	35,456	249,195
Loss on disposal of property and equipment	-	6,140	6,554
Stock-based compensation	52,885	228,448	1,076,298
Stock issued for services	99,499	14,000	677,535
Changes in operating assets and liabilities:			
(Increase) Decrease in prepaid expenses	205	1,494	(1,940)
(Increase) Decrease in inventory (ULD in yellow)	-	(3,602)	-
Increase (Decrease) in accounts payable	109,557	28,774	179,093
Increase (Decrease) in accounts payable - Related party	-	(6,699)	7,628
Increase (Decrease) in accrued liabilities	113,349	87,402	614,255
Increase (Decrease) in accrued liabilities - Related party	276,800	108,194	830,822
Net cash from Continuing Operating Activities	(177,217)	(607,587)	(3,685,170)
Net Cash from Discontinued Operations	-	-	(8,151)
Net Cash from Operating Activities	(177,217)	(607,587)	(3,693,321)
Cash flows from investing activities:			
Purchase of intangible assets	(21,170)	(14,875)	(147,440)
Purchase of equipment	-	(6,435)	(218,926)
Net cash from Investing Activities	(21,170)	(21,310)	(366,366)
Cash flows from financing activities:			
Issuance of common stock for cash	155,000	249,900	3,151,953
Proceeds from loans payable - Related party	19,818	425,267	909,156
Payments on loans payable - Related Party	-	(15,000)	(25,975)
Net Cash Provided from Continuing Financing Activities	174,818	660,167	4,035,134
Net Cash from Discontinued Operations	-	-	(19,777)
Net Cash from Financing Activities	174,818	660,167	4,015,357
Net increase (decrease) in cash	(23,569)	31,270	(44,330)
Cash at beginning of the period	27,167	28,115	47,928
Cash at end of the period	<u>\$ 3,598</u>	<u>\$ 59,385</u>	<u>\$ 3,598</u>
Supplemental Disclosure Information			
Cash paid for interest	\$ -	\$ -	\$ 750
Cash paid for Income/Franchise Taxes	-	100	600
Non-cash Financing Activities:			
Stock issued for debt and accrued compensation	543,131	-	1,262,948
Stock issued for patents	141,950	-	141,950

See accompanying notes to condensed consolidated financial statements.



GENOSYS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

(1) Interim Condensed Consolidated Financial Statements

The accompanying condensed consolidated financial statements of GeNOsys, Inc. (the "Company") have been prepared without audit, pursuant to the rules and regulations of the Security and Exchange Commission. In the opinion of management, all adjustments (consisting of normal recurring adjustments) necessary to present fairly the Company's consolidated financial position, results of operations and cash flows as of the dates and for the periods presented herein have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to the Securities and Exchange Commission's rules and regulations. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's November 30, 2010 Annual Report on Form 10-K. The results of operations for the three and nine month periods ended August 31, 2011, are not necessarily indicative of the operating results that may be expected for the year ending November 30, 2011. The Company's significant accounting policies are set forth in Note 1 to the consolidated financial statements in the November 30, 2010 Annual Report on Form 10-K.

The Company's working capital requirements for the foreseeable future will vary based upon a number of factors, including the costs to complete development work, the cost of bringing its products to commercial viability, the timing of the market launches of its products and the level of sales after introduction into the market place. As of August 31, 2011, the Company had accounts payable and accrued liabilities totaling \$1,252,032. At August 31, 2011, the Company had cash and cash equivalents \$3,598. Management knows that existing cash and cash equivalents will not be sufficient to meet the Company's cash requirements during the next 12 months, and is actively engaged in efforts to raise additional funds. However, there is no assurance that additional funding will be available on acceptable terms, if at all. These circumstances raise substantial doubt about the ability of the Company to continue to operate.

(2) Principles of Consolidation

The accompanying condensed consolidated financial statements include the accounts of GeNOsys, Inc. and its wholly-owned subsidiaries, GeNOsys, Inc., a Nevada corporation and Health Innovations Inc., a Utah corporation. All significant intercompany accounts and transactions have been eliminated in consolidation.

(3) Recent Accounting Pronouncements

Fair Value Measurement – In April 2011, the Financial Accounting Standards Board ("FASB") issued new guidance to achieve common fair value measurement and disclosure requirements between GAAP and International Financial Reporting Standards. This new guidance amends current fair value measurement and disclosure guidance to include increased transparency around valuation inputs and investment categorization. The new guidance is effective for fiscal years and interim periods beginning after December 15, 2011. The Company does not believe the adoption of the new guidance will have an impact on its consolidated financial position, results of operations or cash flows.

Comprehensive Income – In June 2011, the FASB issued new guidance on the presentation of comprehensive income. Specifically, the new guidance allows an entity to present components of net income or other comprehensive income in one continuous statement, referred to as the statement of comprehensive income, or in two separate, but consecutive statements. The new guidance eliminates the current option to report other comprehensive income and its components in the statement of changes in equity. While the new guidance changes the presentation of comprehensive income, there are no changes to the components that are recognized in net income or other comprehensive income under current accounting guidance. This new guidance is effective for fiscal years and interim periods beginning after December 15, 2011. The Company does not believe the adoption of the new guidance will have an impact on its consolidated financial position, results of operations or cash flows.

(4) Stock-Based Compensation

On March 23, 2007, the GeNOsys, Inc. 2007 Stock Option Plan ("Stock Plan") was approved by the Board of Directors and became effective on that date. The Stock Plan provides that 3,000,000 shares of the Company's authorized but unissued common stock be reserved pursuant to the terms and conditions of the plan. On June 27, 2007, the annual meeting of stockholders was held, at which time the stockholders approved the Stock Plan. The Stock Plan allows the Company, under the direction of the Compensation Committee, to make broad-based grants of stock options, any of which may or may not require the satisfaction of performance objectives, to employees, consultants and non-employee directors. In June and July 2007, the Board of Directors approved stock option grants to purchase 1,100,000 shares of common stock to certain employees, directors and consultants, resulting in a non-cash charge of \$574,321. In November and December 2007, the Board of Directors approved addition grants of 700,000 options to an employee and a director, resulting in a non-cash charge of \$329,335. In December 2008, the Board of Directors approved an option grant to purchase 900,000 shares of common stock to a certain employee and a director of the Company resulting in a non-cash charge of \$151,900. During 2010 our directors approved the grant of 588,542 stock option grants to a certain employee, resulting in a non-cash charge of \$32,054. The charges are being expensed ratably over the shorter of the vesting period or the requisite service period of the stock option grants. To date in 2011, 1,100,000 of the previously granted stock options were forfeited; 200,000 of the previously granted stock options were forfeited in 2010.

A summary of the status of the Company's option plans as of December 1, 2010, and changes during the nine months ended August 31, 2011, is presented below:

	Shares	Wtd. Avg. Exercise Prices	Wtd. Avg. Contractual Life	Intrinsic Value
Outstanding at November 30, 2010	3,088,542	\$ 0.42	5.83 years	
Granted	-			
Forfeited	(1,100,000)	\$ 0.70		
Outstanding at August 31, 2011	<u>1,988,542</u>	\$ 0.27	5.83 years	-
Exercisable at August 31, 2011	<u>1,788,542</u>	\$ 0.28	5.82 years	-
Non-vested at August 31, 2011	<u>200,000</u>	\$ 0.20	5.82 years	-

The following table summarizes information about stock options outstanding at August 31, 2011:

Range of Exercise Prices	Options Outstanding			Options Exercisable		
	Number Outstanding as of August 31, 2011	Wtd. Avg. Remaining Contractual Life	Wtd. Avg. Exercise Price	Number Exercisable as of August 31, 2011	Wtd. Avg. Exercise Price	
\$ 0.04	156,250	5.82 years	\$ 0.04	156,250	\$ 0.04	
\$ 0.05	250,000	5.82 years	\$ 0.05	250,000	\$ 0.05	
\$ 0.06	104,167	5.82 years	\$ 0.06	104,167	\$ 0.06	
\$ 0.08	78,125	5.82 years	\$ 0.08	78,125	\$ 0.08	
\$ 0.20	900,000	5.82 years	\$ 0.20	700,000	\$ 0.20	
\$ 0.66	500,000	5.83 years	\$ 0.66	500,000	\$ 0.66	
	<u>1,988,542</u>		\$ 0.27	<u>1,788,542</u>	\$ 0.28	

The fair value of each option granted is estimated on the date of grant using the Black-Scholes option pricing model. The use of this valuation model requires the use of accounting judgment and financial estimates, including estimates of the expected term employees will retain their vested options before exercising them, the estimated volatility of our stock price, and the number of options that will be forfeited prior to the completion of their vesting requirements. Application of alternative assumptions could produce significantly different estimates of

the fair value of stock-based compensation and consequently, the related amounts recognized in our statements of operations. The following weighted-average assumptions used for grants: Grants made in June, July and November, 2007: average risk-free interest rate of 5.25%; expected lives of 10 years; expected dividend yield of

zero percent; expected volatility of 61.47% to 68.88%. The grant made in December, 2007: risk-free interest rate of 3.89%; expected life of 6.5 years; expected dividend yield of zero percent; expected volatility of 62.75%. The grant made in December 2008: risk-free interest rate of 3.89%; expected life of 6.5 years; expected dividend yield of zero percent; expected volatility of 112.14%. The grant made in 2010: risk-free interest rate of 3.04%; estimated life of 6.5 years; expected dividend yield of zero percent; expected volatility of 171.08%. The Company used the simplified method to determine the expected term of the options due to the lack of historical data. Changes in these assumptions can materially affect the fair value estimate. For the nine month periods ended August 31, 2011 and 2010, the Company recognized stock based compensation expense of \$52,885 and \$228,442, respectively. As of August 31, 2011, total stock based compensation related to non-vested awards not yet recognized was \$11,309 with a weighted average recognition period of 5.83 years. As of August 31, 2010, total stock based compensation related to non-vested awards not yet recognized was \$140,953 with a weighted average recognition period of 5.83 years.

(5) Going Concern

The Company has accumulated losses since inception and has not yet been able to generate profits from operations. Operating capital has been raised through the sale of common stock. These factors raise substantial doubt about the Company's ability to continue as a going concern.

Management plans include further development and production of portable, medical gas generators. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

(6) Prepaid Expenses

Prepaid expenses consist primarily of payments made for consulting and professional fees which are expected to be utilized within the next 90 to 120 days.

(7) Basic and Diluted Net Loss per Common Share

Both basic and diluted net loss per share for the periods ending August 31, 2011 and 2010 are based on the net operating loss for the period divided by the weighted average number of common shares outstanding for the period. The Company's common stock equivalents at period end were anti-dilutive and therefore excluded from the computation.

(8) Related Party Transaction

During the nine months ended August 31, 2011 shareholders loaned the Company \$158,085 to pay for expenses.

The Company has issued convertible notes payable to an officer for funds provided to the Company. The notes were issued December 4, 2009 through March 30, 2011, and currently total \$227,180. The notes bear interest at the rate of five percent per annum and, at the election of the holder, may be converted into shares of the Company's restricted common stock at the lower of the market rate on the date notice of conversion is given or 125% of the closing price of the common stock on the date the note was issued.

(9) Issuance of Stock:

Stock issued through Private Placement:

In January 2011 the Company sold 500,000 shares of its restricted common stock to an accredited investor through a private placement. Net proceeds received by the Company were \$10,000.

In April 2011 the Company sold 550,000 shares of its restricted common stock to accredited investors through a private placement. Net proceeds received by the Company were \$27,500.

In May 2011 the Company sold 2,100,000 shares of its restricted common stock to accredited investors through a private placement. Net proceeds received by the Company were \$105,000.

In August 2011, the Company sold 250,000 shares of its restricted common stock to an accredited investor through a private placement. Net proceeds received by the Company were \$12,500.

Stock issued for Notes:

In July 2011 the Company issued 4,000,000 shares of its restricted common stock in consideration for convertible notes with a principal of \$200,000 and accrued interest of \$11,819.

In August 2011, the Company issued 1,000,000 shares of its restricted common stock in consideration for convertible notes with a principal of \$50,000 and accrued interest of \$2,979.

Stock issued for Services:

In January 2011 the Company issued 2,782,817 shares of restricted stock for services. Of the total, 1,500,000 shares were issued to directors of the Company and 1,282,817 shares were issued to consultants. These shares are fully vested and non-forfeitable. The Company valued these share issuances at \$55,656 which it expensed during the period ended February 28, 2011. The valuation was based on the closing price of \$0.02 per share on the date of grant.

In June 2011, the Company issued 400,000 shares of restricted stock for services. These shares are fully vested and non-forfeitable. The Company valued these shares issuances at \$20,000 which was expensed during the current period. The valuation was based on the closing price of \$0.05 per share on the date of the grant.

Stock granted:

In May 2011 the Board of Directors approved the issuance of 8,500,000 shares of restricted common stock to a director and 3,000,000 shares of restricted common stock to a former employee in consideration for consulting services, the assignment of certain patents, the cancellation of stock options, providing an indemnity, and for accrued liabilities. The stock vested upon the date of grant. The transaction resulted in the allocation of \$141,950 to patents, a \$278,332 reduction of accrued liabilities, and a stock-based compensation charge of \$23,843, which charge was recorded as a non-cash expense in May 2011. The Company valued this transaction based on the fair value of the stock issued, as it was more readily determinable.

(10) Commitments and Contingencies

The Company is making payments of \$7,500 per month under an agreement reached to retire the amount owed to Riverwoods Medical Arts for the offices which it vacated. At August 31, 2011, there is a balance of approximately \$56,031 owing under this agreement.

The Company has also accrued \$120,000 in fees to be paid to a director contingent upon the Company achieving profitability.

(11) Subsequent Events

In September 2011 the Company signed two license agreements with Equity Labs Inc. for the manufacture and sale of its topical products. The first license agreement is an exclusive license for an acne product; the second license agreement is a non-exclusive license for a line of personal care products.

In November 2011 the Company agreed to assume liability for \$175,000 of a \$500,000 convertible note issued by a director of the Company. The \$175,000 assumed was in exchange for an equivalent \$175,000 which the Company owed to the director at August 31, 2011. The note carries an interest rate of ten percent and has a maturity date of December 1, 2014. At the option of the Note Holder, the principal and interest may be converted into restricted common stock of the Company at a conversion rate of \$0.03 per share.

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Item 2. Management's Discussion and Analysis or Plan of Operation

The following discussion and analysis provides information which management believes is relevant to an assessment and understanding of our condensed consolidated results of operations and financial condition. The discussion should be read in conjunction with the consolidated financial statements included in our Form 10-K Annual Report for the year ended November 30, 2010, and notes thereto.

OverviewNitric Oxide Gas for Inhalation

We are a medical research and development company specializing in pharmaceutical, bio-technical and medical gas generating systems. The primary gas our systems will generate is medical grade nitric oxide, along with other various combinations of beneficial medical gases suitable for the treatment of human conditions and diseases. The gases also have other potential uses, such as the treatment of animals by veterinarians and the sterilization of equipment and devices.

Non-medical grade nitric oxide gas is produced and sold commercially by major gas companies as a specialty gas mixture and calibration gas. Nitrogen dioxide is present in all nitric oxide gas currently produced. Its presence limits the size of the dose of nitric oxide gas that can be administered for prospective uses in both humans and animals.

We have developed a proprietary compound formulation that will be utilized to produce medical grade nitric oxide gas in our desktop and portable generators. Management believes that with the further refinement of our proprietary formulation, we can make or filter medical grade nitric oxide gas with minimal amounts of nitrogen dioxide, and that this process can produce medical grade nitric oxide gas in ample quantities for any current or prospective use and at a price substantially less than that of all currently available technologies.

Our current generator models are capable of delivering sufficient quantities of nitric oxide gas for individual laboratory desktop use. We are continuing to further develop our generators and our proprietary compound formulation for high production quantities and consistency. The product must have a known shelf life and be available in various configurations to produce known concentrations and volumes of gas. Packaging is another critical developmental process that we are addressing. Management plans to rely on outside contractors to achieve these objectives.

We estimate that non-clinical laboratory sales could take place earlier than United States Food and Drug Administration ("FDA") approval. Management anticipates that selling our desktop generator earlier into the market as laboratory equipment will pave the way for sales of our medical generators and proprietary tablets and compounds, but expected financial contributions from non-medical generator and tablet sales will not be sufficient to fund the substantial costs of the FDA approval process for human medical uses. We expect that contributions from laboratory sales will be able to cover all or part of our manufacturing and set-up costs and contribute to our overall profitability in due time, but believe that we will also require additional funding, which we are currently working to secure.

All human medical uses of nitric oxide gas require FDA approval prior to initiating sales in the United States, and the approval of similar international agencies in their respective countries. Approval can be a long and expensive process, with no assurance that any such approval can or will ever be obtained. Management hopes to reduce the time for regulatory approval by certain strategic approaches that are proprietary.

Our objectives are to establish GeNOsys (generated nitric oxide systems) as the premier nitric oxide generating pharmaceutical company and to:

- manufacture and sell medical grade nitric oxide generators and tablets and compounds for use in the relief of human diseases;
- offer value added services such as custom generators adapted for the treatment of various diseases;

- hire staff both currently identified and unidentified to implement our business model; and
- obtain FDA approval of our generating systems.

Nitric Oxide Producing Topical Products

We have developed a group of nitric oxide producing products for topical use. Patent applications have been filed for these products, which will be available as a cream, gel or wash, depending on the desired application and use.

There are significant markets for topical nitric oxide producing products, including use on non-healing wounds (diabetic ulcers, etc.) and skin care (acne, rashes, abrasions, etc.). For use on non-healing wounds, nitric oxide producing topical products will, with their vasodilator properties, support blood flow to the wound area and support collagen growth, with their anti-inflammatory properties they will reduce inflammation in the wound area, and with their antibacterial properties, support the body in clearing the wound area of infection. We are currently working with a wound care clinic to finalize the procedures for use on non-healing wounds. It is anticipated that revenues will begin to be generated from these topical nitric oxide producing products during the fourth quarter of 2011.

Results of Operations

The following table presents our results of operations for the three and nine months ended August 31, 2011, and August 31, 2010:

	For the Three Months		For the Nine Months	
	Ended	Ended	Ended	Ended
	August 31, 2011	August 31, 2010	August 31, 2011	August 31, 2010
Revenues	\$ -	\$ -	\$ -	\$ -
Cost of sales	-	-	-	-
Gross margin	-	-	-	-
Operating expenses:				
Research and development	365,964	192,560	529,014	646,393
General and administrative	99,487	131,810	319,963	434,661
Gain (Loss) on disposal of asset	-	-	-	6,140
Total operating expenses	<u>465,451</u>	<u>324,370</u>	<u>848,977</u>	<u>1,087,194</u>
Net income (loss) from operations	<u>(465,451)</u>	<u>(324,370)</u>	<u>(848,977)</u>	<u>(1,087,194)</u>
Other income (expense):				
Interest expense	<u>(5,979)</u>	<u>(7,243)</u>	<u>(19,827)</u>	<u>(19,900)</u>
Total other income (expense), net	<u>(5,979)</u>	<u>(7,243)</u>	<u>(19,827)</u>	<u>(19,900)</u>
Provision for income tax	-	-	-	100
Net income (loss)	\$ <u><u>(471,430)</u></u>	\$ <u><u>(331,613)</u></u>	\$ <u><u>(868,804)</u></u>	\$ <u><u>(1,107,194)</u></u>

For the Three Months Ended August 31, 2011 and 2010

During the three-month period ended August 31, 2011, we had a net loss of \$471,430. This compares to a net loss of \$331,613 for the comparable period ended August 31, 2010. Net loss per common share for these periods was \$(.01) and \$(.01), respectively.

Research and development ("R&D") expenses were \$365,964 and \$192,560, respectively, for the three-month periods ended August 31, 2011 and 2010, an increase of \$173,404. The increase results primarily from increases in consulting fees, offset in part by reductions in stock-based compensation, advisory board fees, building

rent,

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salaries and benefits, and smaller reductions in a number of other expense categories. Consulting fees will continue at a high level as work to finalize the controller module for the nitric oxide generator continues during the fourth quarter. As the documentation, preparation and regulatory work for FDA approval intensifies, R&D expenses are expected to grow in future periods.

General and administrative ("G&A") expenses were \$99,487 and \$131,810, respectively, for the three-month periods ended August 31, 2011 and 2010. The decrease of \$32,323 resulted primarily from reductions in stock-based compensation charges, offset by smaller increases and decreases in a number of other expense categories. We expect that for the remainder of 2011, general and administrative expenses will be somewhat higher than those experienced for the current quarter.

Total other expense was \$5,979 in the three-month period ended August 31, 2011 compared to other expense of \$7,243 for the three-month period ended August 31, 2010. The \$1,264 decrease resulted from a part of the loans payable and their related interest being converted into restricted common stock during the period.

For the Nine Months Ended August 31, 2011 and 2010

During the nine-month period ended August 31, 2011, we had a net loss of \$868,804. This compares to a net loss of \$1,107,194 for the comparable period ended August 31, 2010. Net loss per common share for these periods was \$(.01) and \$(.02), respectively.

R&D expenses were \$529,014 and \$646,393, respectively, for the nine-month periods ended August 31, 2011 and 2010, a decrease of \$117,379. The decrease in research and development expenditures results from reductions in consulting and advisory fees, stock-based compensation, building rent, salaries and travel expenses. We expect that as the work to finalize the analyzer intensifies, R&D expenses will increase in the remaining period of 2011.

G&A expenses were \$319,963 and \$434,661, respectively, for the nine-month periods ended August 31, 2011 and 2010. The \$114,698 decrease results from decreases in stock-based compensation charges, legal fees and building rent, offset in part by increases in directors fees, consulting fees and smaller increases and decreases in a number of other accounts. It is expected that expenses for the final quarter of the year will be somewhat higher than those levels experienced to date.

Total other expense was \$19,827 in the nine-month period ended August 31, 2011 compared to other expense of \$19,900 for the nine-month period ended August 31, 2010. These are interest expenses related to the loans payable the Company secured to provide operating funds.

Financial Position

We had \$3,598 in cash and cash equivalents as of August 31, 2011, representing a decrease of \$23,569 from November 30, 2010. Working capital as of August 31, 2011, was a deficit of \$1,246,368 compared to a deficit of \$1,246,202 as of November 30, 2010.

Liquidity and Capital Resources

To date, we have financed our operations principally through private placements of our equity securities. Net cash of \$177,217 was used for operating activities during the nine months ended August 31, 2011, a decrease of \$430,370 as compared to the \$607,587 used during the same period ended August 31, 2010. Also, during the nine months ended August 31, 2011, net cash of \$21,170 was used for the purchase of intangible assets. This compares with \$21,310 used for the purchase of intangible assets and computer equipment for the same period ended August 31, 2010. As of August 31, 2011, our current liabilities totaled \$1,252,032, and we had a working capital deficit of \$1,246,368. As of August 31, 2011, we had no long-term debt obligations.

Our working capital requirements for the foreseeable future will vary based upon a number of factors, including the costs to complete development work, the cost of bringing our nitric oxide generator and nitric oxide tablets to commercial viability, the costs associated with obtaining FDA approval, the timing of the market launches of our products and the level of sales of those products when introduced into the market place. As of August 31, 2011, we had accounts payable and accrued liabilities totaling \$1,252,032. At August 31, 2011, we had cash and cash equivalents of \$3,598. We know that existing cash and cash equivalents will not be sufficient to execute our

business plan, or to meet our cash requirements during the next 12 months, and we are currently actively working to raise additional funds. However, there can be no assurance that additional funding will be available on favorable terms, if at all. If we fail to obtain additional funding when needed, our business and financial condition may be adversely affected.

Critical Accounting Policies

Recent Accounting Pronouncements.

Fair Value Measurement – In April 2011, the Financial Accounting Standards Board (“FASB”) issued new guidance to achieve common fair value measurement and disclosure requirements between GAAP and International Financial Reporting Standards. This new guidance amends current fair value measurement and disclosure guidance to include increased transparency around valuation inputs and investment categorization. The new guidance is effective for fiscal years and interim periods beginning after December 15, 2011. We do not believe the adoption of the new guidance will have an impact on our consolidated financial position, results of operations or cash flows.

Comprehensive Income – In June 2011, the FASB issued new guidance on the presentation of comprehensive income. Specifically, the new guidance allows an entity to present components of net income or other comprehensive income in one continuous statement, referred to as the statement of comprehensive income, or in two separate, but consecutive statements. The new guidance eliminates the current option to report other comprehensive income and its components in the statement of changes in equity. While the new guidance changes the presentation of comprehensive income, there are no changes to the components that are recognized in net income or other comprehensive income under current accounting guidance. This new guidance is effective for fiscal years and interim periods beginning after December 15, 2011. We do not believe the adoption of the new guidance will have an impact on our consolidated financial position, results of operations or cash flows.

Inflation

We do not expect the impact of inflation on our operations to be significant for the next twelve months.

Forward-Looking Statements

This Form 10-Q contains forward-looking statements within the meaning of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended. Statements made in this Quarterly Report which are not purely historical are forward-looking statements with respect to our goals, plan objectives, intentions, expectations, financial condition, results of operations, future performance and business, including, without limitation, (i) our ability to raise capital, and (ii) statements preceded by, followed by or that include the words “may”, “would”, “could”, “expects”, “projects”, “anticipates”, “believes”, “estimates”, “plans”, “intends”, “targets” or similar expressions.

Forward-looking statements involve inherent risks and uncertainties, and important factors (many of which are beyond our Company’s control) that could cause actual results to differ materially from those set forth in the forward-looking statements, including the following: general economic or industry conditions, nationally and/or in the communities in which we conduct business, changes in the interest rate environment, legislation or regulatory requirements, conditions of the securities markets, our ability to raise capital, changes in accounting principles, policies or guidelines, financial or political instability, acts of war or terrorism, other economic, competitive, governmental, and regulatory and technical factors affecting our operations, products, services and prices.

Unless otherwise required by applicable law, we do not undertake, and specifically disclaim any obligation, to update any forward-looking statements to reflect occurrences, developments, unanticipated events or circumstances after the date of such statement.

Item 4. Controls and Procedures

As of the end of the period covered by this Quarterly Report, we carried out an evaluation, under the supervision and with the participation of our Chief Executive Officer and Chief/Principal Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based upon this evaluation, our Chief Executive Officer and Chief/Principal Financial Officer determined whether the information required to be disclosed is recorded, processed, summarized and reported within the specified periods, and is accumulated and communicated to management, including our Chief Executive Officer and Chief/Principal Financial Officer to allow for timely decisions regarding required disclosure of material information required to be included in our periodic reports filed with the Securities and Exchange Commission. As the information was not communicated in such manner, we were unable to file our quarterly report timely. Our disclosure controls and procedures are designed to

provide

reasonable assurance of achieving their objectives and our Chief Executive Officer and Chief/Principal Financial Officer have concluded that our disclosure controls and procedures were not effective to a reasonable assurance level of achieving such objectives. However, it should be noted that the design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote.

There were no changes in our internal control over financial reporting during the period covered by this Quarterly Report.

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PART II — OTHER INFORMATION**Item 1. Legal Proceedings.**

On August 22, 2011, the Company received notice of a suit filed in the Fourth District Court in the State of Utah by a former employee. The action alleges unpaid wages of \$23,752.35 and seeks damages for loss of medical insurance benefits. The Company filed an answer on September 15, 2011, denying the allegations made.

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

None.

Item 5. Other Information.

None.

Item 6. Exhibits.

(a) Exhibit Index

EXHIBIT INDEX

Exhibit No.	Description of Exhibit
3.1	Articles of Incorporation (Incorporated by reference to our Registration Statement on Form 10-SB filed May 14, 2002).
3.2	By-laws (Incorporated by reference to our Registration Statement on Form 10-SB filed May 14, 2002).
3.3	Amendment to the Articles of Incorporation dated September 12, 2005 (Incorporated by reference to Exhibit 3.3 of our Form 10-KSB, dated November 30, 2005).
3.4	Amendment to the By-Laws dated June 18th, 2004 (Incorporated by reference to Exhibit 3.4 of our Form 10-KSB, dated November 30, 2005).
14	Code of Ethics (Incorporated by reference to Exhibit 14 of our Form 10-KSB, dated November 30, 2005).
21	Subsidiaries (Incorporated by reference to Exhibit 21 of our Form 10-KSB, dated November 30, 2005).
	Registration statement on Form 10-SB filed May 14, 2002, as amended on September 10, 2002, November 19, 2002 and December 9, 2002*
	Annual Report on Form 10KSB for the year ended November 30, 2005 and filed on March 7, 2006*
	Annual Report on Form 10KSB for the year ended November 30, 2006 and filed on March 15, 2007*
	Current Report on Form 8-K dated January 22, 2008 and filed February 12, 2008*
	Annual Report on form 10-KSB for the year ended November 30, 2007 and filed on February 28, 2008*
	Annual Report on form 10-KSB for the year ended November 30, 2008 and filed on March 16, 2009*
	Annual Report on form 10-KSB for the year ended November 30, 2009 and filed on March 1, 2010*
	Annual Report on form 10-KSB for the year ended November 30, 2010 and filed on March 15, 2011*

* Referenced for additional information.

- 31.1 Certification of Dale L. Fillmore under Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Keith L. Merrell under Section 302 of the Sarbanes-Oxley Act of 2002.
- 32 Certification of Dale L. Fillmore and Keith L. Merrell pursuant to 18 U.S.C. Section 1350, as Adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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.

GENOSYS, INC.

By /s/ Dale L. Fillmore
Dale L. Fillmore
Chief Executive Officer, Director
(Principal Executive Officer)

Date: November 23, 2011

By /s/ Keith L. Merrell
Keith L. Merrell
Chief Financial Officer and Treasurer
(Principal Financial Officer)

Date: November 23, 2011

