

ACHAOPEN INC
Filed by
DUGGAN ROBERT W

FORM SC 13D/A
(Amended Statement of Beneficial Ownership)

Filed 05/07/18

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Symbol	AKAO
Fiscal Year	12/31

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

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)

(Amendment No. 5) ¹

Achaogen, Inc.
(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

004449104
(CUSIP Number)

ADAM W. FINERMAN, ESQ.
OLSHAN FROME WOLOSKY LLP
1325 Avenue of the Americas
New York, New York 10019
(212) 451-2300
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

May 3, 2018
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

1	NAME OF REPORTING PERSON ROBERT W. DUGGAN	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION U.S.A	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 8,230,052*
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 8,230,052*
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,230,052*	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 18.4%*	
14	TYPE OF REPORTING PERSON IN	

* Represents (i) 8,027,627 Shares held by Mr. Duggan (as defined herein), (ii) 72,170 Shares held by Genius Inc. (as defined herein), (iii) 30,000 Shares held by Blaze-On (as defined herein) and (iv) 100,255 Shares held by RWD Foundation (as defined herein).

1	NAME OF REPORTING PERSON GENIUS INC.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 72,170
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 72,170
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 72,170	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1%	
14	TYPE OF REPORTING PERSON CO	

1	NAME OF REPORTING PERSON BLAZE-ON CORPORATION	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION CALIFORNIA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 30,000
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 30,000
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 30,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1%	
14	TYPE OF REPORTING PERSON CO	

1	NAME OF REPORTING PERSON ROBERT W. DUGGAN FOUNDATION	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION NEVADA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 100,255
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 100,255
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 100,255	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1%	
14	TYPE OF REPORTING PERSON OO	

The following constitutes Amendment No. 5 to the Schedule 13D filed by the undersigned (“Amendment No. 5”). This Amendment No. 5 amends the Schedule 13D as specifically set forth herein.

Item 2. Identity and Background.

Item 2 is hereby amended and restated to read as follows:

(a) This statement is filed by Robert W. Duggan (“Mr. Duggan”), Genius Inc., a Delaware corporation (“Genius Inc.”), Blaze-On Corporation, a California corporation (“Blaze-On”), and Robert W. Duggan Foundation, a Nevada organization (“RWD Foundation”). Each of the foregoing is referred to as a “Reporting Person” and collectively as the “Reporting Persons.”

Mr. Duggan is the sole shareholder and director of Genius Inc. By virtue of this relationship, Mr. Duggan may be deemed to beneficially own Shares owned by Genius Inc. Mr. Duggan is the sole officer and sole director of Blaze-On. By virtue of this relationship, Mr. Duggan may be deemed to beneficially own Shares owned by Blaze-On. Mr. Duggan is the President of RWD Foundation. By virtue of this relationship, Mr. Duggan may be deemed to beneficially own Shares owned by RWD Foundation. Accordingly, the Reporting Persons are filing a joint Schedule 13D.

(b) The principal business address of each of the Reporting Persons is 611 S. Fort Harrison Ave., Suite 306, Clearwater, Florida 33756.

Ryan Flake (“Mr. Flake”) is the sole officer of Genius Inc., the principal business address of Mr. Flake is 616 Druid Road East, Clearwater, Florida 33756.

(c) The principal occupation of Mr. Duggan is serving as a private investor. The principal business of Genius Inc. is education and training. The principal business of Blaze-On is investment holdings. The principal business of RWD Foundation is charitable giving.

The principal occupation of Mr. Flake is Chief Financial Officer.

(d) The Reporting Persons and Mr. Flake have not, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) The Reporting Persons and Mr. Flake have not, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Mr. Duggan is a citizen of the United States of America.

Mr. Flake is a citizen of the United States of America.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The aggregate purchase cost of the 8,027,627 Shares owned directly by Mr. Duggan is approximately \$115,247,214, including brokerage commissions. Such Shares were acquired with personal funds. The aggregate purchase cost of the 72,170 Shares owned by Genius Inc., which Mr. Duggan is the sole shareholder of and may be deemed to be beneficially owned by Mr. Duggan, is approximately \$1,630,879, including brokerage commissions. Such Shares were acquired with working capital. The aggregate purchase cost of the 30,000 Shares owned by Blaze-On, which Mr. Duggan is the sole officer and sole director of and may be deemed to be beneficially owned by Mr. Duggan, is approximately \$346,337, including brokerage commissions. Such Shares were acquired with working capital. The aggregate purchase cost of the 100,255 Shares owned by RWD Foundation, which Mr. Duggan is the President of and may be deemed to be beneficially owned by Mr. Duggan, is approximately \$1,146,317, including brokerage commissions. Such Shares were acquired with working capital.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each of the Reporting Persons is based on 44,796,291 Shares outstanding, as of May 2, 2018, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 7, 2018.

A. Mr. Duggan

- (a) As of the close of business on May 7, 2018, Mr. Duggan directly owned 8,027,627 Shares. As the sole shareholder of Genius Inc., Mr. Duggan may be deemed the beneficial owner of the 72,170 Shares owned by Genius Inc. As the sole officer and sole director of Blaze-On, Mr. Duggan may be deemed the beneficial owner of the 30,000 Shares owned by Blaze-On. As the President of RWD Foundation, Mr. Duggan may be deemed the beneficial owner of the 100,255 Shares owned by RWD Foundation.

Percentage: Approximately 18.4%

- (b) 1. Sole power to vote or direct vote: 8,230,052
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 8,230,052
4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Mr. Duggan since the filing of Amendment No. 4 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

B. Genius Inc.

- (a) As of the close of business on May 7, 2018, Genius Inc. beneficially owned 72,170 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 72,170
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 72,170
4. Shared power to dispose or direct the disposition: 0

- (c) Genius Inc. has not entered into any transactions in the Shares since the filing of Amendment No. 4 to the Schedule 13D.

C. Blaze-On

- (a) As of the close of business on May 7, 2018, Blaze-On beneficially owned 30,000 Shares.

Percentage: Less than 1%

- (b)
 1. Sole power to vote or direct vote: 30,000
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 30,000
 4. Shared power to dispose or direct the disposition: 0

- (c) The transactions in the Shares by Blaze-On during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

D. RWD Foundation

- (a) As of the close of business on May 7, 2018, RWD Foundation beneficially owned 100,255 Shares.

Percentage: Less than 1%

- (b)
 1. Sole power to vote or direct vote: 100,255
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 100,255
 4. Shared power to dispose or direct the disposition: 0

- (c) The transactions in the Shares by RWD Foundation during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

The filing of this Schedule 13D shall not be construed as an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any of the Shares reported herein. Each Reporting Person disclaims beneficial ownership of such Shares except to the extent of his or its pecuniary interest therein.

- (d) No person, other than the Reporting Persons, is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer .

Item 6 is hereby amended to add the following:

On May 7, 2018, the Reporting Persons entered into a Joint Filing Agreement in which the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. The Joint Filing Agreement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibit:

99.1 Joint Filing Agreement, dated May 7, 2018.

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 7, 2018

GENIUS INC.

By: /s/ Ryan Flake
Name: Ryan Flake
Title: Chief Financial Officer

BLAZE-ON CORPORATION

By: /s/ Robert W. Duggan
Name: Robert W. Duggan
Title: Chief Executive Officer

ROBERT W. DUGGAN FOUNDATION

By: /s/ Robert W. Duggan
Name: Robert W. Duggan
Title: President

/s/ Robert W. Duggan
Robert W. Duggan

SCHEDULE A**Transactions in the Shares Since the Filing of Amendment No. 4 to the Schedule 13D**

<u>Type of Security</u>	<u>Securities Purchased / (Sold)</u>	<u>Price Per Share(\$)</u>	<u>Date of Purchase / Sale</u>
<u>ROBERT W. DUGGAN</u>			
Common Stock	77,247	13.0225	04/25/2018
Common Stock	50,000	12.9551	04/26/2018
Common Stock	102,849	12.9623	04/27/2018
Common Stock	846,625	11.3149	05/03/2018
<u>BLAZE-ON CORPORATION</u>			
Common Stock	30,000	11.5446	05/03/2018
<u>ROBERT W. DUGGAN FOUNDATION</u>			
Common Stock	100,255	11.4340	05/03/2018

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13D (including additional amendments thereto) with respect to the shares of Common Stock, par value \$0.001, of Achaogen, Inc., a Delaware corporation. This Joint Filing Agreement shall be filed as an Exhibit to such Statement.

Dated: May 7, 2018

GENIUS INC.

By: /s/ Ryan Flake
Name: Ryan Flake
Title: Chief Financial Officer

BLAZE-ON CORPORATION

By: /s/ Robert W. Duggan
Name: Robert W. Duggan
Title: Chief Executive Officer

ROBERT W. DUGGAN FOUNDATION

By: /s/ Robert W. Duggan
Name: Robert W. Duggan
Title: President

/s/ Robert W. Duggan
Robert W. Duggan