

Edgar Filing: APPLIED DNA SCIENCES INC - Form SC 13D/A

APPLIED DNA SCIENCES INC
Form SC 13D/A
June 01, 2005

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
AMENDMENT NO. 1

UNDER THE SECURITIES EXCHANGE ACT OF 1934

APPLIED DNA SCIENCES, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.50
(Title of Class of Securities)

03815U 10 2
(CUSIP Number)

Rick Langley
RHL Management, Inc. 8233 Roxbury Road, Los Angeles CA 90069

(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications)

May 18, 2005
(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 Rule 13d-1(e), Rule 13d-1(f) or Rule 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 Rule 13d-7(b) for other parties to whom copies are to be sent.

*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).

SCHEDULE 13D

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Rick Langley and RHL Management, Inc. n/a

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(A) []
(B) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Nevada

7 SOLE VOTING POWER

| | |
|--------------|-----------------------------|
| NUMBER OF | 556,075 |
| SHARES | 8 SHARED VOTING POWER |
| BENEFICIALLY | |
| OWNED BY | - 0 - |
| EACH | |
| REPORTING | 9 SOLE DISPOSITIVE POWER |
| PERSON | |
| WITH | 556,075 |
| | 10 SHARED DISPOSITIVE POWER |
| | - 0 - |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

556,075

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See
Instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.39%

14 TYPE OF REPORTING PERSON (See Instructions) CO

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The following constitutes an amendment to the Schedule 13D filed by the undersigned. This Amendment amends the Schedule 13D as specifically set forth.

Item 4 is amended in its entirety to read as follows:

ITEM 4. PURPOSE OF TRANSACTION.

The Reporting Entity does not have any present plan or proposal as a stockholder

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which relates to, or would result in any action with respect to, the matters listed in paragraphs (b) through (j) of Item 4 of Schedule 13D. In the future, the Reporting Entity may decide to purchase additional shares of Common Stock in the open market or a private transaction, or to sell any or all of his shares of Common Stock.

Item 5 is amended in its entirety to read as follows:

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

a) As of April 29, 2004 the Issuer had issued and outstanding a total of 40,012,699 shares of Common Stock as represented in a Registration Statement on Form SB-2/A. As of that date, the Reporting Person was the beneficial owner of 556,075 shares of Common Stock or approximately 1.3% of the issued and outstanding Common Stock. The Reporting Person has been advised and believes that additional shares of common stock of the Issuer are outstanding and that consequently the percentage ownership will be reduced.

(b) The Reporting Person has the sole power to vote, or to direct the vote of, 556,075 shares of Common Stock, and sole power to dispose of, or to direct the disposition of 556,075 shares of Common Stock.

(c) The Reporting Person disposed of a total of 526,087 shares of Common Stock of the Company pursuant to a Stock Purchase Agreement between the Reporting Person and Paul Aloysius Garardus LoomansMr. Loomans paid \$500,000 for such shares.

The Reporting Person also entered into two option agreements with Mr. Loomans pursuant to which he is entitled to acquire 1,843,071 shares on or before June 25, 2005 at an exercise price of \$1.00 per share, and to purchase 1,880,842 shares on or before August 9, 2005 at an exercise price of \$1.00 per share.

(d) Not applicable.

(e) The Reporting Person ceased to be the beneficial owner of 5% of the stock effective May 18, 2005

Item 7 is amended to add the following:

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ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit 1 Stock Purchase Agreement dated as of May 10, 2005 by and among RHL Management Corp., Drs. Paul A.G. Loomans FB and Cutler Law Group.

Exhibit 2 Stock Option Agreement dated as of May 10, 2005 by and among RHL Management Corp., Drs. Paul A.G. Loomans FB and Cutler Law Group.

Exhibit 3 Stock Option Agreement dated as of May 10, 2005 by and among RHL Management Corp., Drs. Paul A.G. Loomans FB and Cutler Law Group.

SIGNATURE.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 18 2005

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RHL MANAGEMENT, INC.

/s/ Rick Langley

By: Rick Langley